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Miscellaneous	
* Asterisks denote mandatory information	
Name of Announcer *	FRASER AND NEAVE, LIMITED
Company Registration No.	189800001R
Announcement submitted on behalf of	FRASER AND NEAVE, LIMITED
Announcement is submitted with respect to *	FRASER AND NEAVE, LIMITED
Announcement is submitted by *	Anthony Cheong Fook Seng
Designation *	Company Secretary
Date & Time of Broadcast	13-Nov-2013 19:46:01
Announcement No.	00192

>> Announcement Details
The details of the announcement start here ...

Announcement Title * Resolutions Passed at the Extraordinary General Meeting ("EGM")

Description Pursuant to Rule 704(16) of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors wish to announce that the Ordinary Resolution on the Proposed FCL Distribution was duly passed at the EGM of the Company held on 13 November 2013.

For your information, Minutes of the EGM are attached.

Attachments  FNL_EGM_Results_13.11.2013.pdf
Total size = **29K**
(2048K size limit recommended)

Close Window



FRASER AND NEAVE, LIMITED
(Incorporated in Singapore)
(Company Registration No.: 189800001R)

Results of Extraordinary General Meeting

The following Resolution was duly passed at the Extraordinary General Meeting (the “**EGM**”) of Fraser and Neave, Limited held on 13 November 2013:

ORDINARY RESOLUTION

RESOLVED THAT pursuant to Article 142 of the Articles of Association:

(1) Approval of the Proposed FCL Distribution

Subject to the other conditions in paragraph 4.2 of the Letter to Shareholders in the Circular dated 28 October 2013 being satisfied, approval be and is hereby given for the Company to make a distribution (the “**FCL Distribution**”) of the entire issued share capital of FCL (“**FCL Shares**”) held by the Company by way of a dividend *in specie* on the basis of two FCL Shares for each ordinary share in the issued share capital of the Company (“**Shares**”) held by or on behalf of the shareholders of the Company (“**Shareholders**”, being registered holders of the Shares, other than the Company, except that where the registered holder is The Central Depository (Pte) Limited (“**CDP**”), the term “**Shareholders**” shall mean Depositors, other than the Company, as defined under the Companies Act, Cap 50 of Singapore) as at a books closure date to be determined by the Directors (“**Books Closure Date**”) such that:

- (i) the FCL Shares are distributed free of encumbrances and together with all rights attaching thereto on and from the Books Closure Date;
- (ii) where the directors of the Company (“**Directors**”) are of the view that the distribution of the FCL Shares to any Shareholder whose registered address as recorded in the Register of Members of the Company or in the Depository Register maintained by CDP on the Books Closure Date is outside Singapore (the “**Overseas Shareholder**”) may infringe any foreign law or may necessitate compliance with conditions or requirements which the Directors, in their absolute discretion, regard as onerous or impracticable by reason of costs, delay or otherwise, such FCL Shares shall not be distributed to such Overseas Shareholder, but shall be dealt with in the manner set out in paragraph (iii) below;
- (iii) the FCL Shares which would otherwise be distributed to the Overseas Shareholders pursuant to the FCL Distribution be distributed to such person(s) as the Directors may appoint, who shall sell the same and thereafter distribute the aggregate amount of the net proceeds, after deducting all dealings and other expenses in connection therewith, proportionately among such Overseas Shareholders in accordance with their respective entitlements to the FCL Shares as at the Books Closure Date, in full satisfaction of their rights to the FCL Shares, provided that where the net proceeds to which any particular Overseas Shareholder is entitled is less than \$10, such net proceeds shall be retained for the benefit of the Company, and no Overseas Shareholder shall have any claim whatsoever against the Company or any other person in connection therewith; and

- (iv) the Directors and/or any of them be and are hereby authorised to appropriate an amount of up to \$2,911,034,349 out of the retained profits of the Company to meet the value of the FCL Shares to be distributed to the Shareholders.

(2) Authority to Directors

The Directors and each of them be and are hereby authorised to do all acts and things and to execute all such documents as they or he may consider necessary or expedient to give effect to the proposed distribution as set out in the preceding paragraph (1).

The Chairman declared the EGM closed at 10.40 am.

Results of Poll Voting

The vote on the Resolution that was decided at the EGM was conducted by poll. The vote as cast on a poll (including proxies received) at the EGM is set out below:

RESOLUTION	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution To approve the proposed FCL Distribution	1,314,198,062	100.0%	0	0.0%	1,314,198,062

By Order of the Board
Anthony Cheong Fook Seng
Company Secretary

13 November 2013