



# FRASER AND NEAVE, LIMITED

Company Registration No. 189800001R  
Incorporated in the Republic of Singapore

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## **F&NL received 100% support from shareholders on its \$4.7 billion capital distribution proposal**

Singapore, 28 June 2013 – Fraser and Neave, Limited ("F&NL") shareholders voted today to approve and adopt the previously announced capital reduction exercise ("Capital Reduction") of approximately \$4.7 billion. F&NL shareholders present at the extraordinary general meeting, voted unanimously in favour of the capital distribution.

The Capital Reduction remains subject to conditions set out in the circular to F&NL shareholders dated 6 June 2013. F&NL will promptly make an announcement on when such exercise can be effected, the books closure date and the payment date for such cash distribution once all approvals are obtained.

At the closing of this exercise, F&NL shareholders<sup>1</sup> will receive \$3.28 in cash for each ordinary share they own.

-End-

For clarification and further enquiries, please contact:

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<sup>1</sup> As at the books closure date



### **About Fraser and Neave, Limited**

Established in 1883, Fraser and Neave, Limited (F&NL) is a leading Asia Pacific Consumer Group with expertise and prominent standing in the Food & Beverage, Property and Publishing & Printing industries.

Leveraging its strengths in marketing and distribution; research and development; brands and financial management; as well as years of acquisition experience, F&NL provides key resources and sets strategic directions for its subsidiary companies across all three industries.

Listed on the Singapore stock exchange, F&NL ranks as one of the most established and successful companies in the region with an impressive array of renowned brands that enjoy strong market leadership. It has shareholders' funds of over S\$13 billion and total assets employed of close to S\$19 billion. F&NL is present in over 20 countries spanning Asia Pacific, Europe and the USA, and employs over 10,000 people worldwide.

For more information on F&NL, please visit [www.fraserandneave.com](http://www.fraserandneave.com).



**FRASER AND NEAVE, LIMITED**

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Results of Extraordinary General Meeting

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The following Resolution was duly passed at the Extraordinary General Meeting (the “**EGM**”) of Fraser and Neave, Limited held on 28 June 2013:

**SPECIAL RESOLUTION**  
**APPROVAL OF THE PROPOSED CAPITAL REDUCTION**

RESOLVED THAT pursuant to Article 54 of the Articles of Association of the Company and contingent upon the approval of the High Court of the Republic of Singapore, the Company shall return to the shareholders of the Company (“**Shareholders**”, being registered holders of the Shares (as defined below), other than the Company, except that where the registered holder is the Central Depository (Pte) Limited, the term “**Shareholders**” shall mean Depositors (other than the Company), as defined under the Companies Act, Chapter 50 of Singapore) the sum of S\$3.28 in cash for each issued ordinary share in the capital of the Company (each, a “**Share**”) held by a Shareholder or on his/her behalf as at a books closure date to be determined by the Directors (the “**Books Closure Date**”), and that this be effected in the following manner:

**(1) Reduction of Issued Share Capital**

- (a) a sum of S\$4,604,379,476 (the “**Capitalised Amount**”) forming part of the revenue reserves of the Company as at 31 March 2013 be capitalised and applied in paying up in full for the allotment and issuance of up to such number of new ordinary shares in the issued share capital of the Company (the “**Capitalisation**”) as may be equivalent to the number of Shares in issue on the Books Closure Date (each, an “**Additional Share**”), and the Additional Shares be allotted and issued credited as fully paid up to the Shareholders in the proportion of one Additional Share for each Share held by them or on their behalf as at the Books Closure Date; and
- (b) the issued share capital of the Company (as enlarged following the Capitalisation) shall be reduced by the sum of S\$4,728,183,751, and such reduction be effected by (i) cancelling the Additional Shares forthwith upon the allotment and issue of the Additional Shares and (ii) returning the Capitalised Amount and the balance amount of S\$123,804,275 from the issued share capital of the Company prior to the Capitalisation to the Shareholders on the basis of S\$3.28 for each Additional Share so cancelled pursuant to paragraph (b)(i) above.

**(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 capital reduction as set out in the preceding paragraph (1).

The Chairman declared the EGM closed at 10.15 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	%	
<b>Special Resolution</b> To approve the Proposed Capital Reduction	1,317,700,173	100.0%	0	0.0%	1,317,700,173

By Order of the Board  
Anthony Cheong Fook Seng  
Company Secretary

28 June 2013