

DISCLOSURE OF INTEREST/ CHANGES IN INTEREST OF DIRECTOR/ CHIEF EXECUTIVE OFFICER::DISCLOSURE OF CHANGES IN INTEREST OF DIRECTOR

Issuer & Securities

Issuer/ Manager

FRASER AND NEAVE LIMITED.

Securities

FRASER AND NEAVE, LIMITED - SG1T58930911 - F99

Stapled Security

No

Announcement Details

Announcement Title

Disclosure of Interest/ Changes in Interest of Director/ Chief Executive Officer

Date & Time of Broadcast

22-Jul-2024 17:31:48

Status

New

Announcement Sub Title

Disclosure of Changes in Interest of Director

Announcement Reference

SG240722OTHRUDU

Submitted By (Co./ Ind. Name)

Samuel Lee

Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)

Please see attached.

Additional Details

Person(s) giving notice

Director/Chief Executive Officer who may also be a substantial shareholder/unitholder (Form 1)

Date of receipt of notice by Listed Issuer

19/07/2024

Attachments

[Form 1 KC FNL Final.pdf](#)

if you are unable to view the above file, please click the link below.

[Form 1 KC FNL Final.pdf](#)

Total size = 162K MB

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR DIRECTOR/CHIEF EXECUTIVE OFFICER
IN RESPECT OF INTERESTS IN SECURITIES**

FORM

1

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing this notification form.
2. This form is for a Director/Chief Executive Officer ("CEO") to give notice of his interests in the securities of the Listed Issuer under section 133, 137N or 137Y of the Securities and Futures Act (Cap. 289) (the "SFA"). Please note that the requirement to disclose interests in participatory interests applies **only** to a director and where the Listed Issuer is a Singapore-incorporated company.
3. This electronic Form 1 and a separate Form C, containing the particulars and contact details of the Director/CEO, must be completed by the Director/CEO or a person duly authorised by him to do so. The person so authorised should maintain records of information furnished to him by the Director/CEO.
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. A single form may be used by a Director/CEO for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of/of becoming aware of, the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
6. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking on the paper clip icon on the bottom left-hand corner or in item 3 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
7. Except for item 4 of Part III, please select only one option from the relevant check boxes.
8. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
9. In this form, the term "Listed Issuer" refers to –
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;
 - (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
10. For further instructions and guidance on how to complete this notification form, please refer to section 6 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

Fraser and Neave, Limited ("F&N" or the "Company")

2. Type of Listed Issuer:

- Company/Corporation
 Registered/Recognised Business Trust
 Real Estate Investment Trust

3. Name of Director/CEO:

Charoen Sirivadhanabhakdi

4. Is the Director/CEO also a substantial shareholder/unitholder of the Listed Issuer?

- Yes
 No


5. Is the Director/CEO notifying in respect of his interests in securities of, or made available by, the Listed Issuer at the time of his appointment?

- Yes *(Please proceed to complete Part II)*
 No *(Please proceed to complete Part III)*

6. Date of notification to Listed Issuer:


19-Jul-2024

Part III - For an incumbent Director/CEO giving notice of an acquisition of, or a change in his interest in, securities of or made available by the Listed Issuer

Transaction **A** 

1. Date of acquisition of or change in interest:

17-Jul-2024

2. Date on which Director/CEO became aware of the acquisition of, or change in, interest 
(if different from item 1 above, please specify the date):

17-Jul-2024

3. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

N.A.

4. Type of securities which are the subject of the transaction (more than one option may be chosen):

- Ordinary voting shares/units of Listed Issuer
 Other types of shares/units (excluding ordinary voting shares/units) of Listed Issuer
 Rights/Options/Warrants over shares/units of Listed Issuer
 Debentures of Listed Issuer
 Rights/Options over debentures of Listed Issuer
 Contracts over shares of the Listed Issuer which Director/CEO is a party to, or under which he is entitled to a benefit, being contracts under which any person has a right to call for or to make delivery of shares in the Listed Issuer
 Participatory interests made available by Listed Issuer
 Others (please specify):

Change in the manner of Director's holding of deemed interest in ordinary voting shares of F&N.

5. Number of shares, units, rights, options, warrants, participatory interests and/or principal amount/value of debentures or contracts acquired or disposed of by Director/CEO:

N.A. No change to number of F&N shares in which Director has deemed interest.

6. Amount of consideration paid or received by Director/CEO (excluding brokerage and stamp duties):

N.A. See Items 4 and 5 above.

7. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)
- Securities via physical settlement of derivatives or other securities
- Securities pursuant to rights issue
- Securities via a placement
- Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)

Other circumstances :


- Acceptance of employee share options/share awards
- Vesting of share awards
- Exercise of employee share options
- Acceptance of take-over offer for Listed Issuer
- Corporate action by Listed Issuer (*please specify*):

- Others (*please specify*):

See Item 9 below.

8. Quantum of interests in securities held by Director/CEO before and after the transaction. Please complete relevant table(s) below (*for example, Table 1 should be completed if the change relates to ordinary voting shares of the Listed Issuer; Table 4 should be completed if the change relates to debentures*):

Table 1. Change in respect of **ordinary voting shares/units** of Listed Issuer

| <i>Immediately before the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
|---|------------------------|------------------------|---------------|
| No. of ordinary voting shares/units held: | 0 | 1,270,503,884 | 1,270,503,884 |
| As a percentage of total no. of ordinary voting shares/units:  | 0 | 87.21 | 87.21 |
| <i>Immediately after the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
| No. of ordinary voting shares/units held: | 0 | 1,270,503,884 | 1,270,503,884 |

| | | | |
|---|---|-------|-------|
| As a percentage of total no. of ordinary voting shares/units:  | 0 | 87.21 | 87.21 |
|---|---|-------|-------|

Table 8. Others

| <i>Immediately before the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
|---|------------------------|------------------------|--------------|
| Details of securities held: <div style="border: 1px solid black; padding: 5px; min-height: 40px;">N.A.</div> | | | |
| <i>Immediately after the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
| Details of securities held: <div style="border: 1px solid black; padding: 5px; min-height: 40px;">N.A.</div> | | | |

9. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart(s) in item 10 to illustrate how the Director/CEO's deemed interest, as set out in item 8 tables 1 to 8, arises]

On 17 July 2024, pursuant to an internal restructuring, InterBev Investment Limited ("IBIL") entered into a conditional share swap agreement ("SSA") with TCC Assets Limited ("TCCAL") pursuant to which (a) TCCAL shall transfer or procure the transfer to IBIL and/or its nominees 601,627,606 ordinary shares (the "F&N Transfer Shares") in the capital of Fraser and Neave, Limited ("F&N") (which represents approximately 41.30% of the total number of issued shares of F&N (excluding treasury shares) as at the date of the SSA, such shares, the "F&N Shares"); and (b) IBIL shall transfer to TCCAL and/or its nominees 1,130,041,272 ordinary shares in the capital of Frasers Property Limited ("FPL") (which represents approximately 28.78% of the total number of issued shares of FPL (excluding treasury shares) as at the date of the SSA) (the "Proposed Share Swap").

Completion of the Proposed Share Swap has not taken place and is subject to the satisfaction of certain conditions as specified under the SSA. IBIL therefore has a deemed interest in the F&N Transfer Shares. Following the completion of the Proposed Share Swap, IBIL's percentage interest in the F&N Shares will increase from approximately 28.31% to approximately 69.61% (based on the total number of F&N Shares as at the date of the SSA).

IBIL is a wholly-owned subsidiary of International Beverage Holdings Limited, which is in turn a wholly-owned subsidiary of Thai Beverage Public Company Limited ("ThaiBev"). Siriwanan Co., Ltd. ("Siriwanan") has a direct interest of approximately 20.60% in ThaiBev. Siriwanan is a wholly-owned subsidiary of Siriwana Co., Ltd. ("Siriwana"), and Siriwana itself directly holds approximately 45.24% of ThaiBev's shares. Shiny Treasure Holdings Limited ("Shiny Treasure") holds approximately 49% of Siriwana's shares. Charoen Sirivadhanabhakdi and the estate of the late Khunying Wanna Sirivadhanabhakdi jointly hold a 100% direct interest in Shiny Treasure and an approximately 51.00% direct interest in Siriwana. Therefore, Charoen Sirivadhanabhakdi is deemed to be interested in all the F&N Shares in which IBIL has an interest

