



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

**CONDITIONAL CASH OFFERS FOR FRASER AND NEAVE, LIMITED FOR AND ON BEHALF OF EACH OF TCC ASSETS LIMITED AND OUE BAYTOWN PTE. LTD.**

**1. INTRODUCTION**

The Board of Directors (the “**Board**”) of Fraser and Neave, Limited (the “**Company**”) refers to:

- (a) the announcement dated 18 January 2013 by United Overseas Bank Limited, DBS Bank Ltd. and Morgan Stanley Asia (Singapore) Pte. (collectively, the “**TCC Financial Advisers**”) for and on behalf of TCC Assets Limited (“**TCC Assets**”) in relation to the revision of the mandatory conditional cash offer (“**TCC Offer**”) by the TCC Financial Advisers, for and on behalf of TCC Assets, for all the issued and paid-up ordinary shares in the capital of the Company (“**Shares**”) other than those Shares held by the Company as treasury shares and those Shares owned, controlled or agreed to be acquired, directly or indirectly, by TCC Assets and International Beverage Holdings Limited as at the date of the TCC Offer (“**TCC Offer Shares**” and each, a “**TCC Offer Share**”);
- (b) the public statement dated 21 January 2013 (“**SIC Public Statement**”) by the Securities Industry Council (“**SIC**”) on the competitive situation in relation to the Company;
- (c) the announcement dated 21 January 2013 (“**OUE Close of Offer Announcement**”) by Credit Suisse (Singapore) Limited, Merrill Lynch (Singapore) Pte. Ltd. and CIMB Bank Berhad, Singapore Branch (collectively, the “**OUE Financial Advisers**”) for and on behalf of OUE Baytown Pte. Ltd. (“**OUE Baytown**”) in relation to the voluntary conditional cash offer (“**OUE Offer**”) by the OUE Financial Advisers, for and on behalf of OUE Baytown, for all the Shares other than those Shares held by the Company as treasury shares and those Shares already owned, controlled or agreed to be acquired by OUE Baytown as at the date of the OUE Offer; and
- (d) the announcement dated 21 January 2013 (the “**Revised TCC Offer Document Despatch Announcement**”) by the TCC Financial Advisers for and on behalf of TCC Assets in relation to the despatch of the written notification to Shareholders of the revision of the offer price for each TCC Offer Share under the TCC Offer.

**2. CLOSE OF AUCTION PROCEDURE**

The Board wishes to inform shareholders of the Company (“**Shareholders**”) that the SIC has announced that the auction procedure to resolve the competitive situation in relation to the Company (the “**Auction Procedure**”) has ended. A copy of the SIC Public Statement may be found on the website of the SIC at <http://www.mas.gov.sg/sic>.

**3. LAPSE OF OUE OFFER**

As stated in the OUE Close of Offer Announcement, the OUE Offer closed at 5.30 p.m. on 21 January 2013 and is no longer open for acceptances. As the OUE Offer has not become unconditional in all respects as at 5.30 p.m. on 21 January 2013, the OUE Offer has lapsed.

The relevant number of Shares in respect of which Depositors have accepted the OUE Offer will be transferred to the “Free Balance” of their securities account with The Central Depository (Pte) Limited (“**CDP**”) as soon as possible. OUE Baytown will make arrangements with CDP for such transfer to be made not later than four (4) Business Days from the date of the OUE Close of Offer Announcement.

Shareholders who hold Shares in scrip form and who have accepted the OUE Offer will have their Form(s) of Acceptance and Transfer and other documents (including share certificate(s)) returned at the risk of such Shareholders by ordinary post to their addresses as they appear in the register of members of the Company as soon as possible but in any event not later than 4 Business Days from the date of the OUE Close of Offer Announcement.

#### 4. LAPSE OF KIRIN F&B OFFER

Following from the lapse of the OUE Offer, the offer made by Kirin Holdings Company, Limited to the Company to acquire the food and beverages business of the Company has also lapsed.

#### 5. REVISION OF TCC OFFER

The Board wishes to highlight to Shareholders that TCC Assets has revised the offer price under the TCC Offer to **S\$9.55 in cash for each TCC Offer Share** (the **"Revised TCC Offer Price"**) and the closing date for the TCC Offer has been extended to **5.30pm on 4 February 2013, or such later date(s) as may be announced from time to time by or on behalf of TCC Assets** (the **"Revised TCC Offer"**).

In the Revised TCC Offer Document Despatch Announcement, TCC Assets has announced the despatch of the written notification to Shareholders of the Revised TCC Offer on 21 January 2013.

The Company will be despatching a supplemental letter to Shareholders (the **"Supplemental Letter on the Revised TCC Offer"**) containing, *inter alia*, the advice of J.P. Morgan (S.E.A.) Limited in its capacity as the independent financial adviser (the **"IFA"**) to the Directors of the Company who are considered as independent for the purposes of the Revised TCC Offer under the Singapore Code on Take-overs and Mergers (the **"Independent Directors"**), and the recommendation of the Independent Directors to Shareholders on the Revised TCC Offer.

**Shareholders are advised to read and carefully consider the recommendations of the Independent Directors and the advice of the IFA, which will be set out in the Supplemental Letter on the Revised TCC Offer, before taking any action in relation to the Revised TCC Offer. In the meantime, Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests, and to exercise caution when dealing in the Shares.**

#### 6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement and the Directors of the Company jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the announcements made by or for and on behalf of TCC Assets, OUE Baytown, the SIC Public Statement, the offer document dated 27 September 2012 issued by the TCC Financial Advisers in relation to the TCC Offer and the offer document dated 6 December 2012 issued by the OUE Financial Advisers in relation to the OUE Offer), the sole responsibility of the Directors of the Company has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Anthony Cheong Fook Seng

Group Company Secretary

22 January 2013