



FRASER AND NEAVE, LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 189800001R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Fraser and Neave, Limited (the “**Company**”) will be held at Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958 on 28 June 2013 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as a Special Resolution:

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).

BY ORDER OF THE BOARD

Anthony Cheong Fook Seng
Company Secretary
6 June 2013

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 438 Alexandra Road, #21-00 Alexandra Point, Singapore 119958, not less than 48 hours before the time appointed for the EGM. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the EGM if he so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.