

INTERESTED PERSON TRANSACTION::INTERESTED PERSON TRANSACTIONS

Issuer & Securities

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FRASER AND NEAVE LIMITED.

Securities

FRASER AND NEAVE, LIMITED - SG1T58930911 - F99

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Announcement Details

Announcement Title

Interested Person Transaction

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INTERESTED PERSON TRANSACTIONS

Announcement Reference

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Submitted By (Co./ Ind. Name)

Hui Choon Kit

Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below)

Please see attached.

Additional Details

Interested Person Details

Please see attached.

Attachments

[IPTs - 14.2.2020.pdf](#)

Total size =288K MB



FRASER AND NEAVE, LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 189800001R)

INTERESTED PERSON TRANSACTIONS

The Board of Directors of Fraser and Neave, Limited (the “**Company**”, and together with its subsidiaries and associated companies, the “**Group**”) wishes to announce as follows:

- 1. Provision of Corporate Guarantees in respect of Coffee Concepts (Thailand) Co. Ltd.**
 - 1.1 F&N Treasury Pte. Ltd. (“**F&N Treasury**”), a wholly-owned subsidiary of the Company, will provide corporate guarantees (the “**Corporate Guarantees**”) in favour of certain third party lenders over the financial obligations of Coffee Concepts (Thailand) Co., Ltd. (“**CCT**”), for an amount of up to THB2,905,587,000, in proportion to the Company’s effective shareholding interest in CCT, as security for the due performance by CCT of its obligations under certain facility agreements (“**Facility Agreements**”) entered into between CCT and the respective third party lenders. The facility agreements have been entered into in connection with a refinancing of an earlier facility entered into in connection with CCT’s acquisition (the “**Transaction**”) of Starbucks Coffee (Thailand) Co., Ltd (“**ST**”).
 - 1.2 CCT is an associated company of the Company and was established in furtherance of the joint venture between the Company and Green Bean Co., Ltd (“**Green Bean**”).
- 2. Details of IPTs with Same Interested Person**
 - 2.1 The rationale for the provision of the Corporate Guarantees is to facilitate the Transaction and in furtherance of the joint venture between the Company and Green Bean in relation to the Transaction, which is an investment with MX Caterers (Asia) Singapore Pte. Ltd. in ST (the “**Joint Venture**”).
 - 2.2 Each of CCT and Green Bean is an associate of Mr Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi, both of whom are Directors and controlling shareholders of the Company. Accordingly, the provision of Corporate Guarantees by F&N Treasury to secure the obligations of CCT under the Facility Agreements would constitute interested person transactions for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**Listing Manual**”).
 - 2.3 For the purposes of Rules 905(2) and 906(1)(b) of the Listing Manual, the companies and entities which are controlled by Mr Sirivadhanabhakdi and Khunying Wanna (including CCT and Green Bean) (collectively, the “**Interested Persons**”, and each an “**Interested Person**”) are treated as the same Interested Person and transactions entered into between the Group and such Interested

Persons during the same financial year are aggregated in determining whether the designated financial thresholds under Rules 905(2) and 906(1)(b) of the Listing Manual are triggered.

2.4 In respect of FY2020:

- (i) the aggregate value of all IPTs (excluding transactions which are less than S\$100,000 and transactions conducted under the shareholders' mandate pursuant to Rule 920 of the Listing Manual (the "**IPT Mandate**")) entered into between the Group and the Interested Persons (including the Corporate Guarantees) to date is approximately S\$132,716,000, representing approximately 4.75 per cent. of the Group's latest audited net tangible assets as at 30 September 2019 (the "**Group NTA**");
- (ii) the aggregate value of all IPTs (excluding transactions which are less than S\$100,000 and transactions conducted under the IPT Mandate) entered into by the Group (including the transactions entered into with the Interested Persons in paragraph 2.4(i) above) to date is approximately S\$132,716,000, representing approximately 4.75 per cent. of the Group NTA; and
- (iii) the aggregate value of all IPTs (excluding transactions which are less than S\$100,000) entered into by the Group under the IPT Mandate as at the end of the first quarter ended 31 December 2019 is approximately S\$10,450,000.

3. **Exemption from the Requirement to Obtain Shareholders' Approval**

- 3.1 The Corporate Guarantees have been provided or made by F&N Treasury in furtherance of the Joint Venture.
- 3.2 The Audit Committee of the Company (the "**Audit Committee**"), having reviewed and carefully considered the terms of the Joint Venture and the Corporate Guarantees, is of the view that the risk and rewards of the Joint Venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the Company and its minority shareholders, and has accordingly approved the entry of F&N Treasury into the Corporate Guarantees and performance of its obligations thereunder.
- 3.3 The aggregate value of all IPTs entered into between the Company and the Interested Persons for FY2020 (excluding the value of the Corporate Guarantees, transactions which are less than S\$100,000 and transactions conducted under the IPT Mandate) is S\$3,760,000 (the "**Relevant IPTs**"), representing approximately 0.13 per cent. of the Group NTA. As such value does not exceed 5 per cent. of the Group NTA, the Company is not required to obtain shareholders' approval for the Relevant IPTs pursuant to Rule 906(1)(b) of the Listing Manual.

4. **General**

Save as disclosed in this announcement, none of the Directors or controlling shareholders of the Company has any interest in the Corporate Guarantees.

BY ORDER OF THE BOARD

Hui Choon Kit
Company Secretary
14 February 2020