



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

---

## Results of Annual General Meeting

---

The following Resolutions were duly passed at the 115<sup>th</sup> Annual General Meeting (“**AGM**”) of Fraser and Neave, Limited held on 27 January 2014:

### **ROUTINE BUSINESS**

#### **Resolution 1**

That the report of the directors and audited financial statements for the year ended 30 September 2013 and the auditors’ report thereon be and are hereby received and adopted.

#### **Resolution 2**

That the payment on 18 February 2014 of a final tax-exempt (one-tier) dividend of 12.0 cents per share for the year ended 30 September 2013 be and is hereby approved.

#### **Resolution 3(a)**

That Mr Charoen Sirivadhanabhakdi, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon his re-appointment, Mr Charoen will be re-appointed as Chairman of the Board of Directors.

#### **Resolution 3(b)**

That pursuant to Section 153(6) of the Companies Act, Cap. 50, Khunying Wanna Sirivadhanabhakdi be and is hereby re-appointed as a Director of the Company, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.

Upon her re-appointment, Khunying Wanna will be re-appointed as Vice Chairman of the Board of Directors.

#### **Resolution 3(c)**

That Mr Koh Poh Tiong, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon his re-appointment, Mr Koh will be re-appointed as Chairman of the Food & Beverage Committee and a Member of the Risk Management Committee. Mr Koh will also be appointed as Chairman of the Board Executive Committee.

**Resolution 3(d)**

That Mrs Siripen Sitasuwan, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered herself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon her re-appointment, Mrs Siripen, who is considered an independent director, will be re-appointed as Chairman of the Audit Committee, and a Member of each of the Remuneration and Nominating Committees.

**Resolution 3(e)**

That Mr Chotiphat Bijananda, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

**Resolution 3(f)**

That Mr Thapana Sirivadhanabhakdi, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon his re-appointment, Mr Thapana will be re-appointed as Chairman of the Risk Management Committee, and a Member of each of the Board Executive, Remuneration, Nominating and Food & Beverage Committees.

**Resolution 3(g)**

That Mr Sithichai Chaikriangkrai, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon his re-appointment, Mr Sithichai will be re-appointed as a Member of each of the Board Executive, Audit, Risk Management and Food & Beverage Committees.

**Resolution 3(h)**

That Mr Timothy Chia Chee Ming, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon his re-appointment, Mr Chia, who is considered an independent director, will be re-appointed as Chairman of the Remuneration Committee and a Member of the Audit Committee.

**Resolution 3(i)**

That Tengku Syed Badarudin Jamalullail, who will cease to hold office pursuant to Article 122 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon his re-appointment, Tengku Syed, who is considered an independent director, will be re-appointed as Chairman of the Nominating Committee.

**Resolution 4**

That Directors' fees of \$2,000,000 payable by the Company for the year ending 30 September 2014 be and is hereby approved.

### Resolution 5

That Ernst & Young LLP be and are hereby re-appointed auditors for the ensuing year and the Directors be and are hereby authorised to fix their remuneration.

### SPECIAL BUSINESS

#### Resolution 6

That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company ("**shares**") whether by way of rights or bonus; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares in the capital of the Company, excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20 per cent of the total number of issued shares in the capital of the Company, excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("**SGX-ST**")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company, excluding treasury shares, at the time this Resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of shares;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

#### **Resolution 7**

That approval be and is hereby given to the Directors of the Company to:

- (a) grant awards in accordance with the provisions of the F&N Restricted Share Plan (the **"Restricted Share Plan"**) and/or the F&N Performance Share Plan (the **"Performance Share Plan"**); and
- (b) allot and issue such number of ordinary shares in the capital of the Company as may be required to be delivered pursuant to the vesting of awards under the Restricted Share Plan and/or the Performance Share Plan,

provided that the aggregate number of new ordinary shares allotted and issued and/or to be allotted and issued, when aggregated with existing ordinary shares in the capital of the Company (including shares held in treasury) delivered and/or to be delivered, pursuant to the Restricted Share Plan and the Performance Share Plan, shall not exceed 10% of the total number of issued ordinary shares in the capital of the Company, excluding treasury shares, from time to time.

#### **Resolution 8**

That authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be allotted and issued pursuant to the Fraser and Neave, Limited Scrip Dividend Scheme.

Noting that no notice had been received of any other business for consideration, the Chairman declared the AGM closed at 11.20 am.

## Results of Poll Voting

Voting on all Resolutions at the AGM was conducted by poll. For information, the votes cast (including proxies received) at the AGM are as set out below:

RESOLUTIONS	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	%	No. of Shares	%	
<b><u>ROUTINE BUSINESS</u></b>					
<b>Resolution 1</b> To receive and adopt the report of the directors and audited financial statements for the year ended 30 September 2013 and the auditors' report thereon	1,279,127,153	100.00	4,000	0.00	1,279,131,153
<b>Resolution 2</b> To approve the payment on 18 February 2014 of a final tax-exempt (one-tier) dividend of 12.0 cents per share in respect of the year ended 30 September 2013	1,279,156,680	100.00	8,000	0.00	1,279,164,680
<b>Resolution 3(a)</b> To re-appoint Director: Mr Charoen Sirivadhanabhakdi	1,278,820,070	99.98	309,600	0.02	1,279,129,670
<b>Resolution 3(b)</b> To re-appoint Director: Khunying Wanna Sirivadhanabhakdi	1,278,940,984	99.99	133,000	0.01	1,279,073,984
<b>Resolution 3(c)</b> To re-appoint Director: Mr Koh Poh Tiong	1,278,822,906	99.99	135,190	0.01	1,278,958,096
<b>Resolution 3(d)</b> To re-appoint Director: Mrs Siripen Sitasuwan	1,279,107,751	100.00	3,000	0.00	1,279,110,751
<b>Resolution 3(e)</b> To re-appoint Director: Mr Chotiphat Bijananda	1,278,892,181	99.99	136,000	0.01	1,279,028,181
<b>Resolution 3(f)</b> To re-appoint Director: Mr Thapana Sirivadhanabhakdi	1,274,914,800	99.77	2,927,126	0.23	1,277,841,926
<b>Resolution 3(g)</b> To re-appoint Director: Mr Sithichai Chaikriangkrai	1,274,897,856	99.77	2,928,126	0.23	1,277,825,982

RESOLUTIONS	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	%	No. of Shares	%	
<b>Resolution 3(h)</b> To re-appoint Director: Mr Timothy Chia Chee Ming	1,279,085,005	100.00	1,428	0.00	1,279,086,433
<b>Resolution 3(i)</b> To re-appoint Director: Tengku Syed Badarudin Jamalullail	1,278,964,257	99.99	142,240	0.01	1,279,106,497
<b>Resolution 4</b> To approve Directors' Fees of \$2,000,000 payable by the Company for the year ending 30 September 2014	1,279,106,167	100.00	24,815	0.00	1,279,130,982
<b>Resolution 5</b> To re-appoint Ernst & Young LLP as auditors for the ensuing year and authorise the Directors to fix their remuneration	1,278,978,397	100.00	17,428	0.00	1,278,995,825
<b><u>SPECIAL BUSINESS</u></b>					
<b>Resolution 6</b> To authorise the Directors to issue shares and to make or grant convertible instruments	1,277,101,465	99.85	1,956,270	0.15	1,279,057,735
<b>Resolution 7</b> To authorise the Directors to grant awards and to allot and issue shares pursuant to the F&N Restricted Share Plan and/or the F&N Performance Share Plan	1,277,718,350	99.94	791,270	0.06	1,278,509,620
<b>Resolution 8</b> To authorise the Directors to allot and issue shares pursuant to the Fraser and Neave, Limited Scrip Dividend Scheme	1,278,864,425	99.99	166,001	0.01	1,279,030,426

By Order of the Board  
Anthony Cheong Fook Seng  
Company Secretary

27 January 2014