

MANDATORY CONDITIONAL CASH OFFER

by



Morgan Stanley

United Overseas Bank Limited

(Company Registration No.
193500026Z)
(Incorporated in the Republic of
Singapore)

DBS Bank Ltd.

(Company Registration No.
196800306E)
(Incorporated in the Republic of
Singapore)

**Morgan Stanley Asia (Singapore)
Pte.**

(Company Registration No.
199206298Z)
(Incorporated in the Republic of
Singapore)

for and on behalf of

TCC ASSETS LIMITED

(BVI Company No.: 1046746)
(Incorporated in the British Virgin Islands)

to acquire all the issued and paid-up ordinary shares in the capital of

FRASER AND NEAVE LIMITED.

(Company Registration No.: 189800001R)
(Incorporated in the Republic of Singapore)

ANNOUNCEMENT ON INTERCOMPANY TRANSFER

1. INTRODUCTION

United Overseas Bank Limited ("**UOB**"), DBS Bank Ltd. ("**DBS Bank**") and Morgan Stanley Asia (Singapore) Pte. ("**Morgan Stanley**") (collectively, the "**Financial Advisers**") refer to the offer document dated 27 September 2012 (the "**Offer Document**") issued by the Financial Advisers, for and on behalf of TCC Assets Limited (the "**Offeror**"), in connection with the mandatory conditional cash offer (the "**F&N Offer**") for all the issued and paid-up ordinary shares ("**F&N Shares**") in the capital of Fraser and Neave Limited. (the "**Company**"), other than those F&N Shares held by the Company as treasury shares and those F&N Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and International Beverage Holdings Limited as at the date of the F&N Offer (the "**Offer Shares**").

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

2. TRANSFER OF F&N SHARES WITHIN THE THAIBEV GROUP OF COMPANIES

The Financial Advisers, for and on behalf of the Offeror, wish to announce that on 18 December 2012, International Beverage Holdings Limited transferred 412,423,822 F&N Shares to its wholly-owned subsidiary, Interbev Investment Limited pursuant to an internal restructuring for accounting purposes (the "**Transfer**").

Further details of the Transfer are set out below in accordance with Rule 12.1 of the Singapore Code on Take-overs and Mergers, the Financial Advisers, for and on behalf of the Offeror, wish to announce the following arising from the Transfer on 18 December 2012:

(i)	Name of transferor	International Beverage Holdings Limited
(ii)	Name of transferee	Interbev Investment Limited
(iii)	Total number of F&N Shares	412,423,822
(iv)	Percentage of F&N Shares	28.63% of total issued F&N Shares ¹
(v)	Price per F&N Share	S\$8.88 per F&N Share
(vi)	Resultant total number of F&N Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and the persons acting in concert with it	484,586,878 ²
(vii)	Percentage of F&N Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and the persons acting in concert with it	33.64% of total issued F&N Shares ¹

3. RESPONSIBILITY STATEMENT

The directors and shareholders of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors and shareholders of the Offeror 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.

¹ In this Announcement, unless otherwise stated, all references to the total number of F&N Shares shall be to 1,440,522,280 F&N Shares (excluding 4,100 F&N Shares held by the Company as treasury shares) as reflected in the Bizfile search extracted from the Accounting and Corporate Regulatory Authority of Singapore on 14 December 2012.

² Excluding any valid acceptances received by the Offeror pursuant to the F&N Offer.

The directors and shareholders of the Offeror jointly and severally accept responsibility accordingly.

Issued by

**United Overseas
Bank Limited**

DBS Bank Ltd.

**Morgan Stanley Asia
(Singapore) Pte.**

For and on behalf of
TCC Assets Limited
18 December 2012