



OVERSEA-CHINESE BANKING CORPORATION LIMITED

(Incorporated in Singapore)

(Company Registration No. 193200032W)

DIVESTMENT OF SHAREHOLDINGS IN ASIA PACIFIC BREWERIES LIMITED (“APB”) AND FRASER AND NEAVE, LIMITED (“F&N”)

1. INTRODUCTION

1.1 Oversea-Chinese Banking Corporation Limited (“**OCBC Bank**”) wishes to announce that it has today entered into two conditional sale and purchase agreements for the sale of:-

1.1.1 a total of 8,651,634 ordinary shares in the share capital of APB (collectively, the “**APB Sale Shares**”), representing approximately 3.4% of the total number of issued shares in APB¹ for a total cash consideration of S\$389,323,530 (equivalent to S\$45.00 per APB share) to Kindest Place Groups Limited (“**APB Purchaser**”); and

1.1.2 a total of 46,226,850 ordinary shares in the share capital of F&N (collectively, the “**F&N Sale Shares**”), representing approximately 3.2% of the total number of issued shares in F&N² for a total cash consideration of S\$410,494,428 (equivalent to S\$8.88 per F&N share) to Thai Beverage Public Company Limited (“**F&N Purchaser**”).

1.2 OCBC Bank’s 87.17% subsidiary, Great Eastern Holdings Limited (“**GEH**”) has also today entered into two conditional sale and purchase agreements for the sale of:-

1.2.1 a total of 11,797,838 ordinary shares in the share capital of APB, representing approximately 4.6% of the total number of issued shares in APB for a total cash consideration of S\$530,902,710 (equivalent to S\$45.00 per APB share) to the APB Purchaser; and

1.2.2 a total of 212,293,685 ordinary shares in the share capital of F&N representing approximately 14.9% of the total number of issued shares in F&N for a total cash consideration of S\$1,885,167,923 (equivalent to S\$8.88 per F&N share) to the F&N Purchaser.

¹ In this announcement, all percentages with respect to APB are based on APB’s total issued shares of 258,213,774 as at the date of this announcement.

² In this announcement, all percentages with respect to F&N are based on F&N’s total issued shares of 1,422,530,334 (excluding treasury shares) as at the date of this announcement.

- 1.3 OCBC Bank has received a banker's guarantee for an aggregate amount of S\$21,200,000 in connection with the sale and purchase of the F&N Sale Shares and a personal guarantee from Chotiphat Bijananda to guarantee the obligations of the APB Purchaser under the conditional sale and purchase agreement for the APB Sale Shares.

2. THE DIVESTMENT

- 2.1 The divestment of the APB Sale Shares and the F&N Sale Shares (which are held as "available for sale assets") is in line with OCBC Bank's strategy of divesting its non-core assets and re-investing in its core financial businesses.
- 2.2 The consideration per APB Sale Share and F&N Sale Share was arrived at on a willing-buyer and willing-seller basis taking into account, *inter alia*, the net asset value and market value of the APB Sale Shares and the F&N Sale Shares. The average historical book costs per APB Sale Share and per F&N Sale Share as at 31 March 2012 were S\$0.16 and S\$0.27, respectively. The unaudited consolidated net asset value per APB share and per F&N share as at 31 March 2012 as reported by APB and F&N were S\$4.88 and S\$4.91, respectively. The last transacted price of the APB share and F&N share on the SGX-ST as at 18 July 2012 were S\$38.10 and S\$7.96, respectively.
- 2.3 Based on the price of S\$45.00 per APB Sale Share and S\$8.88 per F&N Sale Share:-
- 2.3.1 the OCBC Group (excluding GEH and its subsidiaries ("**GEH Group**")) will realise a post-tax gain of approximately S\$785.9 million from the disposal of the APB Sale Shares and the F&N Sale Shares; and
- 2.3.2 including the disposal by the GEH Group, the total post-tax gain of the OCBC Group (including share of post-tax gain attributable to shareholders of GEH Group) is estimated at approximately S\$1,153.4 million.

3. CONDITION(S) TO THE TRANSACTIONS

- 3.1 The completion of the transactions will be conditional upon, *inter alia*, the shares of F&N and APB not being delisted from the SGX-ST. The completion of the sale and purchase of the F&N Sale Shares is also conditional upon the F&N Purchaser obtaining its shareholders' approval at an extraordinary general meeting. Charoen Sirivadhanabhakdi who is the controlling shareholder of the F&N Purchaser (who has an interest in approximately 65.89% of the issued capital of the F&N Purchaser) has undertaken to vote in favour of the acquisition. The completion of the transactions is targeted to take place within 90 days from the date of this announcement.

Issued by
OVERSEA-CHINESE BANKING CORPORATION LIMITED

18 July 2012