



THAIBEV PROPOSES SHARE SWAP WITH TCC ASSETS

- **ThaiBev will increase its stake in F&N and fully divest its stake in FPL**
- **Cements ThaiBev’s position as the leading pure-play beverage and food business in Southeast Asia**

SINGAPORE, 18 July 2024 – Thai Beverage Public Company Limited (“**ThaiBev**”, and together with its subsidiaries, the “**Group**”), through its indirect wholly-owned subsidiary InterBev Investment Limited (“**IBIL**”), has proposed a share swap with TCC Assets Limited (“**TCCAL**”) (“**Proposed Share Swap**”). The Proposed Share Swap will involve no cash outlay from IBIL or ThaiBev.

The Proposed Share Swap will see IBIL transferring to TCCAL all of its 28.78% shareholding in Frasers Property Limited (“**FPL**”), with TCCAL transferring to IBIL its 41.30% shareholding in Fraser and Neave, Limited (“**F&N**”).

Upon completion, ThaiBev will cease to hold any interest in FPL, and ThaiBev’s stake in F&N (held indirectly through IBIL) will increase from the existing 28.31% to 69.61%. In turn, TCCAL will see its stake in F&N decrease from the existing 58.90% to 17.60%, while its stake in FPL will increase from the existing 58.10% to 86.89%.

Shareholding changes before and after the Proposed Share Swap

	ThaiBev's shareholdings (held indirectly through IBIL)		TCCAL's shareholdings	
	Pre-Proposed Share Swap	Post-Proposed Share Swap	Pre-Proposed Share Swap	Post-Proposed Share Swap
F&N	28.31%	69.61%	58.90%	17.60%
FPL	28.78%	Nil	58.10%	86.89%

Mr. Prapakon Thongtheppairot, Group CFO of ThaiBev, said, “Our aim with the proposed share swap is to entrench our position as a stable and sustainable ASEAN leader and cement our pure-play status by exiting the property business. It also gives us a better ability to strengthen the collective potential of ThaiBev’s non-alcoholic beverage segment and F&N’s beverage and food brands to expand our reach in Southeast Asia. It will allow us to enhance our operational synergies and financial strength, with the pro forma accretion to earnings and improvement in debt-to-EBITDA ratio.”

Details of the Transaction

The Proposed Share Swap will be executed at a ratio of approximately 1.88 FPL shares for each F&N share (“**Swap Ratio**”). This ratio was determined based on a negotiated price of S\$1.89 per FPL share and S\$3.55 per F&N share.

The Swap Ratio was derived after extensive negotiations between IBIL and TCCAL on an arm’s length commercial basis. The negotiated prices were supported by a robust valuation assessment undertaken by ThaiBev and IBIL’s financial advisor, DBS Bank Ltd. (“**DBS**”).

F&N’s valuation range took into account a sum-of-the-parts (SOTP) approach, which valued each of its component businesses by applying their respective peers’ valuation multiples. This was also cross-checked against a standalone discounted cash flow valuation based on ThaiBev’s internal projections of the key businesses under F&N, interviews with management, and equity analyst and industry research reports.

FPL’s valuation range took into account, inter alia, FPL’s net asset value and latest available financial statements as at 31 March 2024 and related public disclosures, the latest market valuations of its stakes in its listed real estate investment trusts, the value of its asset management platform based on precedent transactions, applying a 20-25% discount to its revalued net asset value (“**RNAV**”) which is in line with previous privatisations of SGX-listed real estate companies by controlling shareholders.

ThaiBev has also received a ruling from the Securities Industry Council of Singapore that IBIL will not be required to make a general offer for F&N under Rule 14.1 of the Singapore Code on Take-overs and Mergers in connection with the Proposed Share Swap. In light of such ruling from the Securities Industry Council of Singapore, IBIL and the persons acting in concert with it would not be required to extend a downstream mandatory take-over offer to acquire all the remaining ordinary shares in Fraser & Neave Holdings Berhad not already owned by F&N pursuant to Note 3 of paragraph 4.01 of the Rules on Take-overs, Mergers and Compulsory Acquisitions of Malaysia.

The directors of ThaiBev who are independent for the purposes of the Proposed Share Swap have engaged Deloitte & Touche Corporate Finance Pte Ltd as the independent financial advisor (“**IFA**”) in relation to the Proposed Share Swap.

Merits of the Transaction

When completed, the Proposed Share Swap is expected to cement ThaiBev’s position as the leading pure-play publicly listed beverage and food company in Southeast Asia by revenue, and ThaiBev will no longer hold the property business. ThaiBev will also be able to leverage the resulting stronger relationship with and management control of F&N to deepen its exposure

to the fast-growing non-alcoholic beverage and dairy segments, while achieving greater revenue, cost and operating synergies, and reaping economy of scale in procurement, supply chain management and product innovation.

ThaiBev will also be better positioned to capitalise on the growing consumer focus on health and wellness in the region, given F&N's strategic emphasis on building a robust portfolio of non-alcoholic beverages. These include isotonic drinks and dairy products. ThaiBev will also be able to leverage F&N's market leadership position in Southeast Asia to cross-sell products and reinforce its portfolio reach, particularly in Singapore and Malaysia.

On a pro forma basis, the consolidation will result in an 4.3% accretion in earnings per share from Baht 1.06 to Baht 1.10, for the twelve months ended 31 March 2024.

Independent Shareholders' Approval Required

ThaiBev will be seeking approval from its shareholders for the Proposed Share Swap at an extraordinary general meeting ("EGM") that will be convened in Thailand.

Under Thai law, ThaiBev, as a Thailand-incorporated company, is required to hold its general meetings in Thailand. It should also be noted that as a matter of Thai law, and as disclosed in ThaiBev's prospectus dated 19 May 2006, the Central Depository (Pte) Limited ("CDP") shall be the only holder of record of ThaiBev shares held through the CDP and accordingly, the only person recognised as a shareholder and legally entitled to attend and vote at the EGM. Accordingly, shareholders who hold ThaiBev shares through CDP will not be able to attend the EGM and will need to instruct CDP to exercise the voting rights for their deposited shares. Further information relating thereto will be provided in due course. ThaiBev will also look into organising a dialogue session for Singapore-based shareholders to engage with the management ahead of the EGM.

The Proposed Share Swap constitutes an interested person transaction under the SGX listing rules. Accordingly, Mr. Charoen Sirivadhanabhakdi and the estate of the late Khunying Wanna Sirivadhanabhakdi and their associates are required to abstain from voting in all the resolutions relating to the Proposed Share Swap at the EGM.

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This press release should be read in conjunction with the full text of the announcement dated 18 July 2024 ("Announcement"). Capitalised terms used but not otherwise defined herein shall have the meanings given to them in the Announcement. The Announcement is available on www.sgx.com.

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ABOUT THAI BEVERAGE PUBLIC COMPANY LIMITED

ThaiBev is Southeast Asia’s leading beverage producer and distributor and the largest in Thailand. The Company’s vision is to be the stable and sustainable ASEAN Leader in beverage and food business.

ThaiBev was listed on the Singapore Exchange Mainboard in 2006. In 2012, the Company expanded beyond Thailand with its acquisition of Fraser and Neave, Limited (“F&N”), a well-established conglomerate with a portfolio of highly recognized beverage brands. In 2017, ThaiBev further strengthened its regional presence by acquiring stakes in the Grand Royal Group (“GRG”), the largest whisky player in Myanmar, and in Saigon Beer-Alcohol-Beverage Corporation (“SABECO”), a leading beer producer in Vietnam, which makes ThaiBev the largest beer player by volume in Southeast Asia.

Today, ThaiBev’s business comprises four segments – spirits, beer, non-alcoholic beverages, and food. In Thailand, the Group operates 19 distilleries, 3 breweries, and 20 non-alcoholic beverage production facilities and is supported by an extensive distribution network spanning over 500,000 points of sale. ThaiBev is present in over 90 countries, including a network of 26 breweries in Vietnam that produces SABECO's flagship beer brands Bia Saigon and 333; 5 production facilities in Scotland which produce single malt scotch whiskies such as Balblair, Old Pulteney, and Speyburn; 1 production facility of Larsen Cognac in France; 1 distillery in New Zealand that produces Cardrona’s New World single malts; 2 production facilities in Myanmar under GRG; and 1 distillery in China which produces Yulinquan Chinese spirits.

The Company’s well-known spirits brands include Ruang Khao, Hong Thong, Blend 285, SangSom, and Mekhong, as well as GRG’s iconic Grand Royal whisky. Chang, the Group’s signature beer, is one of the most recognizable Thai beers locally and internationally, while SABECO’s Bia Saigon and 333 are Vietnam’s top-selling beer brands. ThaiBev’s leading non-alcoholic beverage brands include Oishi green tea, est cola, and Crystal drinking water, as well as F&N’s dairy products and 100PLUS isotonic drink. The Company also operates Japanese restaurants, as well as ready-to-cook and ready-to-eat food businesses, through its subsidiary Oishi Group Public Company Limited. ThaiBev is accelerating the expansion of

its food business by leveraging its subsidiary Food of Asia and its franchise outlets under KFC, the most popular quick service restaurant brand in Thailand.

ThaiBev is one of the largest companies on the Singapore Exchange by market capitalization and a constituent of the Straits Times Index (“**STI**”). It is also recognized as the Dow Jones Sustainability Indices (“**DJSI**”) constituent in Beverages Industry and part of DJSI World family and DJSI Emerging Markets family.