



**FOOD EMPIRE HOLDINGS LIMITED**  
(Co Registration No: 200001282G)

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**ESTABLISHMENT OF S\$200,000,000 MULTICURRENCY MEDIUM TERM NOTE PROGRAMME**

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Food Empire Holdings Limited (the “**Issuer**”) wishes to announce that it has on 26 November 2013 established a S\$200,000,000 Multicurrency Medium Term Note Programme (the “**Programme**”) and that in connection therewith, the Issuer has appointed DMG & Partners Securities Pte Ltd and United Overseas Bank Limited to act as joint arrangers and dealers for the Programme.

Under the Programme, the Issuer may from time to time issue notes (the “**Notes**”) in series or tranches. Each series or tranche of Notes may be issued in Singapore dollars or any other currency, in various amounts and tenors, and may bear interest at fixed, floating, variable or hybrid rates (as applicable) or may not bear interest, as agreed between the Issuer and the relevant dealer(s) and specified in the applicable pricing supplement.

The Notes and coupons of all series will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer. The Notes will be offered by the Issuer pursuant to certain exemptions invoked under Sections 274 and/or 275 of the Securities and Futures Act, Chapter 289 of Singapore.

The net proceeds arising from the issue of the Notes under the Programme (after deducting issue expenses) will be used for refinancing existing borrowings, financing the working capital, capital expenditure requirements, financing acquisitions and other general corporate purposes of the Issuer and its subsidiaries.

Pursuant to Condition 5(e)(ii) of the Terms and Conditions of the Notes (the “**Conditions**”), a “**Change of Shareholding Event**” will occur when Mr Tan Wang Cheow, Mr Anthoni Salim and/or Mr Sudeep Nair ceases to (a) control (as referred to in the Trust Deed) or (b) own (whether legally or beneficially) individually or in the aggregate, in each case, at least 30 per cent. of the issued share capital of the Issuer. For the avoidance of doubt, it shall not be a Change of Shareholding Event under Condition 5(e)(ii) so long as at least one of the aforementioned individuals controls or (as the case may be) owns (whether legally or beneficially) at least 30 per cent. of the issued share capital of the Issuer. Upon the occurrence of a Change of Shareholding Event, the Issuer shall, at the option of the holder of any Note, redeem such Note (subject to the Conditions).

Approval in-principle has been granted by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the establishment of the Programme and for the listing of any Notes on the SGX-ST which are agreed at the time of issue thereof to be so listed on the SGX-ST. Approval in-principle for the listing of any Notes to be issued pursuant to the Programme on the SGX-ST is not to be taken as an indication of the merits of the Issuer, its subsidiaries, its associated companies (if any), the Programme or such Notes.

By Order of the Board

Tan Cher Liang  
Company Secretary

26 November 2013