



(Company No.: 200302045G)  
(Incorporated in the Republic of Singapore)

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**VOLUNTARY CONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED FOR AND  
ON BEHALF OF BTG HOLDING COMPANY PTE. LTD. FOR BREADTALK GROUP LIMITED –**

**CLOSE OF OFFER**

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**1. Introduction**

The Board of Directors (the "**Board**") of BreadTalk Group Limited (the "**Company**") refers to:

- (a) the announcement dated 24 February 2020 (the "**Offer Announcement**") that United Overseas Bank Limited ("**UOB**") made for and on behalf of BTG Holding Company Pte. Ltd. (the "**Offeror**") relating to the voluntary conditional cash offer (the "**Offer**") for all the issued ordinary shares (the "**Shares**") in the capital of the Company, other than those already owned, controlled or agreed to be acquired by the Offeror;
- (b) the offer document dated 9 March 2020 (the "**Offer Document**") issued by the Offeror in connection with the Offer;
- (c) the offeree circular dated 23 March 2020 (the "**Offeree Circular**") issued by the Company in connection with the Offer;
- (d) the announcement dated 3 April 2020 (the "**Unconditional Announcement**") made by UOB on behalf of the Offeror in relation to, *inter alia*, the Offer being declared unconditional in all respects, the level of acceptances of the Offer, the closing date and the Offeror's intentions in relation to the compulsory acquisition of the Shares and the listing status of the Company;
- (e) the announcement dated 4 April 2020 (the "**Loss of Public Float Announcement**") issued by the Company in respect of the loss of the public float of the Company;
- (f) the announcement dated 16 April 2020 (the "**Compulsory Acquisition Announcement**") made by UOB for and on behalf of the Offeror, in relation to, *inter alia*, the Offeror's intention to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of the shareholders of the Company (the "**Shareholders**") who have not accepted the Offer; and

- (g) the announcement dated 20 April 2020 (the "**Close of Offer Announcement**") made by UOB on behalf of the Offeror in relation to, *inter alia*, the close of the Offer.

*Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Offeree Circular.*

## **2. Close of the Offer**

The Board wishes to inform Shareholders that on 20 April 2020, the Offeror announced that the Offer has closed at 5.30 p.m. (Singapore time) on 20 April 2020 (the "**Closing Date**"). **Accordingly, the Offer is no longer open for acceptance and any acceptances received thereafter will be rejected.**

A copy of the Close of Offer Announcement is available on the website of the Singapore Exchange Securities Trading Limited at [www.sgx.com](http://www.sgx.com).

## **3. Final level of acceptances for the Offer**

As stated in the Close of Offer Announcement, the total number of Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with the Offeror (including valid acceptances of the Offer) as at 5.30 p.m. (Singapore time) on 20 April 2020, amounted to an aggregate of 552,348,101 Shares, representing approximately 98.03% of the total number of Shares of the Company.<sup>1</sup>

## **4. Loss of public float and trading suspension**

As announced by the Company in the Loss of Public Float Announcement, under Rule 723 of the Listing Manual, the Company must ensure that at least 10% of the total number of issued Shares (excluding treasury shares) is held by the public at all times (the "**Free Float Requirement**"). The Company further announced in the Loss of Public Float Announcement that as the Company no longer meets the Free Float Requirement, the SGX-ST would suspend trading of the Shares on the SGX-ST at the close of the Offer in accordance with Rule 1303(1) of the Listing Manual.

**As the Offer has closed at 5.30 p.m. (Singapore time) on the Closing Date, the Company will accordingly request that the SGX-ST suspend the trading of the Shares before 9.00 a.m. (Singapore time) on 21 April 2020, being the market day after the Closing Date.**

## **5. Listing Status**

The Company will be applying to the SGX-ST for a confirmation that the SGX-ST has no objections to the delisting of the Shares from the SGX-ST. Appropriate announcements will be made to update Shareholders in due course.

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<sup>1</sup> Calculated based on a total of 563,450,160 Shares (excluding 336,316 treasury shares) as at the date of this Announcement.

## **6. Responsibility Statement**

The Directors (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, the Offer Announcement, the Offer Document, the Unconditional Announcement, the Compulsory Acquisition Announcement and the Close of Offer Announcement), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this announcement in its proper form and context.

### **BY ORDER OF THE BOARD**

**Shirley Tan Sey Liy**  
Company Secretary

21 April 2020