



**BREADTALK GROUP LIMITED**  
(Company No.: 200302045G)  
(Incorporated in the Republic of Singapore)

*This announcement is not a solicitation of consent with respect to any Notes (as defined below). The Consent Solicitation (as defined below) is being made solely pursuant to the Consent Solicitation Statement (as defined below) and related documents which set forth the complete terms of the Consent Solicitation.*

*This announcement and any materials relating to the Consent Solicitation do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law.*

*The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.*

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**CONSENT SOLICITATION EXERCISE BY BREADTALK GROUP LIMITED (THE "COMPANY") IN CONNECTION WITH THE S\$100,000,000 4.00 PER CENT. NOTES DUE 2023 (THE "NOTES") ISSUED PURSUANT TO THE S\$250,000,000 MULTICURRENCY MEDIUM TERM NOTE PROGRAMME ESTABLISHED BY THE COMPANY ON 7 MAY 2014 (THE "PROGRAMME") –**

**ANNOUNCEMENT OF RESULTS OF CONSENT SOLICITATION BY THE COMPANY IN CONNECTION WITH THE NOTES AS AT THE EARLY CONSENT FEE DEADLINE**

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**Shareholders of the Company who are not otherwise Noteholders of the Notes will not be eligible to attend or vote at the Meeting of the Noteholders either in person or by proxy.**

The Company refers to the announcement made by the Company on 18 March 2020 in relation to the commencement of the consent solicitation exercise (the "Consent Solicitation") in connection with the Notes.

Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings as set out in the consent solicitation statement dated 18 March 2020 (the "Consent Solicitation Statement") issued by the Company.

The Company wishes to announce that as at 5.00 p.m. (Singapore time) on 3 April 2020 (the "Early Consent Fee Deadline"), holders of S\$91,500,000 in aggregate principal amount of the Notes have submitted duly completed Proxy Forms to the Meeting Agent to have their votes cast in favour of the Extraordinary Resolution at the Meeting, and holders of S\$750,000 in aggregate principal amount of the Notes have submitted duly completed Proxy Forms to the Meeting Agent to have their votes cast against the Extraordinary Resolution at the Meeting. Accordingly, Voting Instructions from Noteholders holding approximately 92.25 per cent. of the Notes outstanding have been received.

Based on the Voting Instructions received at the Early Consent Fee Deadline, it is expected that the quorum required for the Meeting will be met and that the Extraordinary Resolution will be passed at the Meeting.

The Consent Solicitation will expire at 2.30 p.m. (Singapore time) on 13 April 2020, unless extended or earlier terminated (such time and date, as the same may be extended or earlier terminated, the "**Expiration Time**").

Subject to the fulfilment of the Settlement Conditions, Noteholders who deliver, or arrange to have delivered on their behalf, valid Voting Instructions on or prior to the Early Consent Fee Deadline to the Meeting Agent to have their votes cast in favour of the Extraordinary Resolution at the Meeting (and such Voting Instructions have not been validly revoked) will be eligible to receive an Early Consent Fee.

Noteholders who deliver Voting Instructions after the Early Consent Fee Deadline will not be eligible to receive the Early Consent Fee.

Subject to the fulfilment of the Settlement Conditions, Noteholders who vote in favour of the Extraordinary Resolution at the Meeting and submit a valid Earmarking Instruction Letter to the Meeting Agent on or prior to the Expiration Time or deliver, or arrange to have delivered on their behalf, valid Voting Instructions after the Early Consent Fee Deadline but on or prior to the Expiration Time to the Meeting Agent to have their votes cast in favour of the Extraordinary Resolution at the Meeting (and such Voting Instructions have not been validly revoked) will not be eligible for the Early Consent Fee but will instead receive a Normal Consent Fee.

For the avoidance of doubt, Noteholders who deliver, or arrange to have delivered on their behalf, valid Voting Instructions on or prior to the Early Consent Fee Deadline to the Meeting Agent to have their votes cast in favour of the Extraordinary Resolution at the Meeting but do **not** appoint an officer, employee or agent designated by the Meeting Agent as proxy to act on his behalf in connection with the Meeting (and such Voting Instructions are not revoked) will not be eligible for the Early Consent Fee and will instead receive the Normal Consent Fee. Noteholders who are eligible to receive the Early Consent Fee will not additionally receive the Normal Consent Fee. Noteholders should note that Voting Instructions issued by a Noteholder will be deemed to be revoked if such Noteholder attends the Meeting in person. In such event, a valid Earmarking Instruction Letter must be submitted and such Noteholder must vote in favour of the Extraordinary Resolution in order to be eligible for the Normal Consent Fee.

In addition, Noteholders may collect copies of the Consent Solicitation Statement, the Proxy Form and the Earmarking Instruction Letter from the office of the Meeting Agent, at 80 Robinson Road #11-02 Singapore 068898, between 9.00 a.m. to 5.00 p.m. (Singapore time) from Mondays to Fridays (excluding public holidays), up to 2.30 p.m. (Singapore time) on 13 April 2020.

Noteholders are required to make an appointment with the Meeting Agent prior to making any collection.

**By Order of the Board of the Company**

Shirley Tan Sey Liy  
Company Secretary  
4 April 2020