



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

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

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 issued by the Company in respect of the loss of the public float of the Company;
- (f) the announcement dated 16 April 2020 (the "**First 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 (the "**Compulsory Acquisition**");

- (g) the announcement dated 20 April 2020 (the "**Offeror's Close of Offer Announcement**") made by UOB on behalf of the Offeror in relation to, *inter alia*, the close of the Offer;
- (h) the announcement dated 21 April 2020 made by the Company in relation to, *inter alia*, the close of the Offer;
- (i) the announcement dated 19 May 2020 by the Company in relation to, *inter alia*, the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") having no objection to the delisting of the Company; and
- (j) the announcement dated 29 May 2020 made by UOB, for and on behalf of the Offeror, in relation to, *inter alia*, the exercise of the Offeror's right of Compulsory Acquisition (the "**Second Compulsory Acquisition Announcement**").

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

2. DELISTING

The Board wishes to announce that the Company will be delisted from the Official List of the SGX-ST with effect from 9.00 a.m. (Singapore time) on 5 June 2020 following completion of the Compulsory Acquisition.

3. 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 First Compulsory Acquisition Announcement, the Offeror's Close of Offer Announcement and the Second Compulsory Acquisition 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
3 June 2020