



**VIBRANT GROUP LIMITED**

Company Registration Number: 198600061G

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**Series 003 S\$66,000,000 7.50 per cent. Notes Due 2020 (ISIN: SG7HH5000008) (the “Notes”)  
Issued Under the S\$500,000,000 Multicurrency Debt Issuance Programme (the “Programme”)  
Established by Vibrant Group Limited (the “Company”)**

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**1. Consent Solicitation by the Company in connection with the Notes**

The Company (together with its subsidiaries, the “**Group**”) refers to the notice of meeting dated 4 October 2018 (the “**Notice**”) published in *The Business Times* and released in conjunction with this announcement on SGXNET. The Notice is issued by the Company to the holders of the Notes (the “**Noteholders**”) for purposes of a consent solicitation (the “**Consent Solicitation**”) by the Company 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 4 October 2018 in relation to the Consent Solicitation.

Under the Consent Solicitation, the Company is inviting Noteholders to approve, *inter alia*, subject to the occurrence of the effective date, as follows:

- (a) the waiver of any non-compliance or potential non-compliance with Clause 7.2.3 of the Trust Deed and Condition 4(b)(iii) of the Notes for the Test Periods ending on 31 October 2017, 30 April 2018, 31 October 2018 and 30 April 2019;
- (b) amendments to Clause 7.2.3 of the Trust Deed and Condition 4(b)(iii) of the Notes (and the applicable definitions);
- (c) amendments to Clause 16.29 and Clause 16.30, and addition of a new mandatory redemption provision, that would allow the Company to sell for cash all of the shares that it owns in Sabana Investment Partners Pte. Ltd., provided that (i) upon the completion of the sale of any of the Sabana Investment Shares (as defined in the Second Supplemental Trust Deed), all of the net proceeds in respect of such sale shall be deposited into an escrow account held by an escrow agent, and such escrow account shall be charged in favour of the Trustee, in each case for the benefit of the Trustee and Noteholders, and (ii) such net proceeds shall be used to redeem the Notes (pro rata, if such net proceeds are insufficient to redeem the Notes in full);
- (d) the waiver of any requirement, covenant and term in the Trust Deed and the Notes that would be breached as a result of or arising in connection with the Blackgold Events;
- (e) the waiver of the occurrence of any Event of Default or, as the case may be, Potential Event of Default as described therein,

all as more fully described in the Notice.

A copy of the Consent Solicitation Statement relating to the Consent Solicitation will be mailed to the Noteholders with an address in Singapore. The Consent Solicitation Statement does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Company or any other entity.

The distribution of the Consent Solicitation Statement may nonetheless be restricted by law in certain jurisdictions. In order to avoid any violation of laws applicable in countries other than Singapore, the Consent Solicitation Statement has not been and will not be mailed to Noteholders who do not currently have an address in Singapore ("**Foreign Noteholders**"). Foreign Noteholders who wish to obtain a copy of the Consent Solicitation Statement should provide in writing an address in Singapore to Tricor Singapore Pte. Ltd. (trading as Tricor Barbinder Share Registration Services), as meeting agent for the Consent Solicitation (the "**Meeting Agent**"), no fewer than five Business Days before the Expiration Time.

In addition, Noteholders may collect copies of the Consent Solicitation Statement from the office of the Meeting Agent, at 80 Robinson Road, #11-02, Singapore 068898, from 4 October 2018, between 9.00 a.m. and 5.00 p.m. (Singapore time) from Mondays to Fridays (excluding public holidays), up to 10.00 a.m. (Singapore time) on 24 October 2018.

Questions or requests for assistance in connection with voting at the Meeting and/or the submission or delivery of Voting Instructions may be directed to the Meeting Agent during normal office hours (as specified above) at its address, e-mail address and telephone number set forth on the back cover of the Consent Solicitation Statement.

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

**2. Relevant information from the Consent Solicitation Statement relating to the Group**

In connection with the Consent Solicitation, the Company is providing Noteholders with recent information of the Group in the Consent Solicitation Statement. For purposes of transparent and timely dissemination of information to Shareholders and potential investors, and given that certain aforesaid information may not have been previously furnished to Shareholders, an extract of the relevant information from the Consent Solicitation Statement relating to the Group is also attached to this announcement.

**3. CAUTION IN TRADING**

**Shareholders are advised to exercise caution in trading their Shares and Noteholders are advised to exercise caution in trading their Notes. There is no certainty or assurance as at the date of this announcement that the waivers will be obtained by the Company. The Company will make further announcements as appropriate or when there are further developments. Shareholders and Noteholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders and Noteholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.**

By Order of the Board  
**Vibrant Group Limited**

Eric Khua  
Executive Director & CEO  
4 October 2018