



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

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## PROPOSED SHARE SPLIT

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### 1. INTRODUCTION

The Board of Directors (the “**Board**”) of BreadTalk Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company is proposing to split every one existing ordinary share in its share capital (the “**Share**”) into two Shares (the “**Proposed Share Split**”).

As at the date of this announcement, the Company has an issued and paid-up share capital of S\$33,302,915 comprising 281,435,284 Shares.

Upon completion of the Proposed Share Split, the number of issued Shares will increase to 562,870,568 Shares, assuming that no further Shares are issued on or prior to the completion of the Proposed Share Split. All Shares after the Proposed Share Split shall rank *pari passu* with one another.

Shareholders of the Company (the “**Shareholders**”) are not required to make any payment to the Company in respect of the Proposed Share Split.

### 2. RATIONALE FOR THE PROPOSED SHARE SPLIT

The Board believes that the Proposed Share Split will be beneficial to the Company and its Shareholders for the following reasons:

- (i) the reduced price of each Share after the Proposed Share Split will make each Share more affordable to investors, thus encouraging greater participation by and providing greater flexibility in terms of the size of the trades to investors with different investment profiles. Furthermore, the reduced price of each board lot of Shares would enhance the trading liquidity of the Shares over time; and
- (ii) the number of Shareholders after the Proposed Share Split may increase with the increase in the number of Shares available for trading purposes, given that an investment in the Shares would be made more accessible to investors.

Shareholders should note, however, that there can be no assurance that the intended effect of the Proposed Share Split above can be achieved, nor is there any assurance that such effect can be sustained in the long term.

Shareholders should also note that there can be no assurance that the traded price of the Shares after the Proposed Share Split would be equal to or higher than the theoretical post-split price of S\$0.853 per Share (calculated based on the volume weighted average price of S\$1.706 per Share for trades done from 29 January 2018 to 28 February 2018).

### 3. ADJUSTMENTS

Pursuant to Rule 11 of the rules of the BreadTalk Group Limited Restricted Share Grant Plan approved at an extraordinary general meeting of the Company held on 28 April 2008, in the

event of a variation in the issued share capital of the Company by way of, among others, a subdivision:

- (i) the class and/or number of Shares which are the subject of an award under the BreadTalk Group Limited Restricted Share Grant Plan to the extent not yet vested; and/or
- (ii) the class and/or number of Shares in respect of which future awards may be granted under the BreadTalk Group Limited Restricted Share Grant Plan,

shall be adjusted to give each participant in the BreadTalk Group Limited Restricted Share Grant Plan the same proportion of the equity capital of the Company as that to which he was previously entitled and, in doing so, the Committee shall determine at its own discretion the manner in which such adjustment shall be made and any adjustment must be confirmed in writing by the auditors of the Company for the time being or an independent public accountant as appointed by the Company (acting as experts and not as arbitrators) to be in their opinion, fair and reasonable.

#### **4. APPROVALS REQUIRED**

The Proposed Share Split is subject to:

- (i) the approval of Shareholders by way of an ordinary resolution at the annual general meeting of the Company (the “**AGM**”) to be convened; and
- (ii) the approval-in-principle of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing and quotation of the additional Shares arising from the Proposed Share Split (the “**Additional Shares**”).

The Company has on the date of this announcement made an additional listing application to the SGX-ST for its approval-in-principle for the listing and quotation of the Additional Shares.

#### **5. ADDITIONAL INFORMATION**

A circular containing further details of the Proposed Share Split and the AGM will be despatched to Shareholders in due course.

#### **6. DIRECTORS’ RESPONSIBILITY STATEMENT**

The directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Share Split, the Company and its subsidiaries, and the directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

#### **By Order of the Board**

Chew Kok Liang  
Company Secretary  
1 March 2018