



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

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**PROPOSED ACQUISITION BY MEGABITE HONG KONG LIMITED OF THE 25% INTEREST IN FOOD REPUBLIC GUANGZHOU F&B MANAGEMENT CO LTD HELD BY WINGAIN GLOBAL LIMITED**

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**INTRODUCTION**

The Board of Directors (the “**Board**”) of BreadTalk Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that its wholly-owned indirect subsidiary, Megabite Hong Kong Limited (“**Megabite HK**”) had, on 2 January 2019, entered into a sale and purchase agreement with Wingain Global Limited, for the acquisition of the latter’s 25% interest (the “**Proposed Acquisition**”) in Food Republic Guangzhou F&B Management Co Ltd (the “**Target Company**”).

On completion of the Proposed Acquisition, Megabite HK’s interest in the Target Company will increase from 75% to 100%, and the Target Company will become a wholly-owned subsidiary of Megabite HK. Accordingly, the Company is making this announcement pursuant to Rule 704(17)(d) of the Singapore Exchange Securities Trading Limited’s Listing Manual (the “**Listing Manual**”). The Company is not making this announcement pursuant to Chapter 10 of the Listing Manual as the Proposed Acquisition is a non-discloseable transaction as the relative figures computed on the applicable bases under Rule 1006 do not exceed 5%.

The Proposed Acquisition is part of our ongoing efforts to consolidate our Group structure and it reflects our optimism for our food atrium business operations in Guangzhou.

**CONSIDERATION**

The total consideration for the Proposed Acquisition is S\$150,000 (the “**Consideration**”).

The Consideration was arrived at after arms’ length negotiations, on a willing-buyer, willing-seller basis, and took into consideration the net book value of the 25% interest of -S\$482,928. The Consideration represents a multiple of 1.3 times (1.3x) the audited profit after tax of the Target Company for the financial year ended 31 December 2017. There was no open market value as the Target Company is not publicly traded. No valuation was carried out in connection with the Proposed Acquisition.

The Consideration will be satisfied in cash, by internal resources.

**FINANCIAL EFFECTS**

The Proposed Acquisition is not expected to have a material impact on the consolidated net tangible assets and earnings per share of the Group for the current financial year ending 31 December 2019.

## **INTERESTS OF THE DIRECTORS AND CONTROLLING SHAREHOLDERS**

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect (other than through their shareholdings in the Company) in the Proposed Acquisition.

## **DOCUMENTS FOR INSPECTION**

A copy of the sale and purchase agreement in connection with the Proposed Acquisition will be made available for inspection during normal business hours at the Company's registered office at BreadTalk IHQ, 30 Tai Seng Street, #09-01 Singapore 534013, for a period of three (3) months from the date of this announcement.

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

Shirley Tan Sey Liy  
Company Secretary  
4 January 2019