



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

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

**APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

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**1. INTRODUCTION**

The Board of Directors (the "**Board**") of BreadTalk Group Limited (the "**Company**") refers to the voluntary conditional cash offer (the "**Offer**") made by United Overseas Bank Limited, for and on behalf of BTG Holding Company Pte. Ltd. (the "**Offeror**"), which was announced on 24 February 2020 (the "**Offer Announcement**"), for all the issued ordinary shares in the capital of the Company ("**Shares**") other than those already owned, controlled or agreed to be acquired by the Offeror.

**2. APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

Further to the announcement made by the Company on 25 February 2020 in relation to the Offer, the Board wishes to inform shareholders of the Company ("**Shareholders**") that it has appointed PrimePartners Corporate Finance Pte. Ltd. (the "**IFA**") as the independent financial adviser to advise the Directors of the Company who are considered independent for the purposes of the Offer (the "**Independent Directors**").

A circular containing, *inter alia*, the advice of the IFA and the recommendations of the Independent Directors on the Offer (the "**Offeree Circular**") will be sent to shareholders of the Company within 14 days from the despatch of the offer document to be issued by or on behalf of the Offeror in connection with the Offer.

**In the meantime, Shareholders are advised to refrain from taking any action in respect of their Shares which may be prejudicial to their interests, and to exercise caution when dealing in the Shares, until they or their advisers have considered the information, the advice of the IFA and the recommendations of the Independent Directors to be contained in the Offeree Circular. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

**3. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors of the Company (including those 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 (other than those relating to the Offeror and the Offer) are fair and accurate and that no material facts have been omitted from this Announcement (the omission of which would render any statement in this announcement misleading in any material aspect), and they jointly and severally accept responsibility accordingly.

Where any information has been extracted from published or otherwise publicly available sources (including, without limitation, the Offer Announcement and any other announcements made by or on behalf of the Offeror), the sole responsibility of the Directors of the Company 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, accurately reflected or reproduced in this Announcement.

**BY ORDER OF THE BOARD**

**Shirley Tan Sey Liy**  
Company Secretary  
6 March 2020