

**BREADTALK GROUP LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Reg. No. 200302045G)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Breadtalk Group Limited (the "Company") will be held at 171 Kampong Ampat, #05-05 KA Foodlink, Singapore 368330 on 30 April 2007 at 11:00 a.m. (or as soon thereafter following the conclusion of the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolution and Special Resolution:

**ORDINARY RESOLUTION:**

**The Proposed Share Purchase Mandate**

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (*Companies Act*), the exercise by the directors of the Company (*Directors*) of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (*Shares*) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) on-market purchases (each an *On-Market Purchase*) on the Singapore Exchange Securities Trading Limited (*SGX-ST*); and/or
  - (ii) off-market purchases (each an *Off-Market Purchase*) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may, in their absolute discretion, deem fit, which schemes shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (*Share Purchase Mandate*);
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company is held; or
  - (ii) the date by which the next annual general meeting of the Company is required by law to be held;

(c) in this Resolution:

**Prescribed Limit** means the number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date);

**Maximum Price** in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Purchase, 105% of the Average Closing Price of the Shares; and

- (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price of the Shares; and
- (d) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient.

**SPECIAL RESOLUTION:**

**The Proposed Alterations to the Articles of Association**

That:

- (i) Articles 2, 8, 12, 18, 24, 27(2), 32, 35, 37, 52, 54, 55, 57, 58, 62, 68, 70, 76, 79, 82, 84, 85, 87, 96, 98, 99, 100, 101, 103, 109, 110, 111, 112, 114, 124, 128, 130, 131, 137, 139(1)(iv), 143, 150, 156, 158, 160, 161, 162, 166, and 167 of the Articles of Association of the Company (the "Articles") be amended;
- (ii) Articles 6 and 132 be deleted in its entirety; and
- (iii) a new Article 10A be inserted into the Articles,

in the manner and to the extent as set out in the Appendix to the circular to shareholders of the Company dated 6 April 2007, such alterations to the Articles to take effect from the passing thereof.

BY ORDER OF THE BOARD  
**BREADTALK GROUP LIMITED**

Tan Cher Liang  
Company Secretary

6 April 2007

**Notes:**

- (1) A member of the Company entitled to vote at the above Extraordinary General Meeting may appoint not more than two proxies to attend and vote on his behalf. Such proxy need not be a member of the Company.
- (2) The instrument appointing the proxy or proxies must be deposited at the registered office of the Company at 171 Kampong Ampat, #05-05 KA Foodlink, Singapore 368330 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the Extraordinary General Meeting if he finds that he is able to do so. In such event, the relevant Proxy Forms will be revoked.