

# ASX Announcement

G8 Education Limited  
(ASX:GEM)



17 May 2016

## **Results of the Invitation by G8 Education Limited as at the Expiration Deadline in connection with the S\$260,000,000 4.75 per cent. Fixed Rate Notes due 2017 (ISIN: SG6QC9000008) ("Notes") issued by the Company pursuant to its S\$600,000,000 Multicurrency Debt Issuance Programme ("Programme")**

Reference is made to the announcements made by the Company on 26 April 2016 in relation to the commencement of the tender offer and consent solicitation exercise by the Company and on 10 May 2016 in relation to the results of the Invitation as at the Early Consent Deadline respectively ("**Announcements**"). Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings as set out in the invitation memorandum dated 26 April 2016 ("**Invitation Memorandum**") issued by the Company.

The Company wishes to announce that as at 10.00 a.m. (Singapore time) on 16 May 2016 ("**Expiration Deadline**"), S\$239,750,000 in aggregate principal amount of the Notes have been validly offered for sale (and not validly withdrawn) pursuant to the Invitation, representing approximately 92.21% of the aggregate principal amount of the Notes outstanding.

The Company also wishes to announce that as at the Expiration Deadline, holders of S\$250,000,000 in aggregate principal amount of the Notes, representing approximately 96.15% of the aggregate principal amount of the Notes outstanding, have submitted duly completed Voting Instruction Forms to the Delegate all of which contain Voting Instructions to have their votes cast at the meeting of the Noteholders to be held at 10.00 a.m. (Singapore time) on 18 May 2016 ("**Meeting**"), which will be held for considering the Proposal relating to the Notes.

The Company wishes to inform the Noteholders that it will not be extending the Expiration Deadline. Therefore, the Invitation expired at 10.00 a.m. (Singapore time) on 16 May 2016.

Based on the Voting Instructions received as at the Expiration Deadline, it is expected that the quorum required for the Meeting will be met and that the Extraordinary Resolution will be passed at the Meeting. Once the Extraordinary Resolution is passed and the Second Supplemental Trust Deed is executed, the Company will have the right to, on giving not less than three (3) Business Days' notice to the Noteholders in accordance with Condition 16 of the terms and conditions of the Notes (which notice shall be irrevocable and shall specify the date fixed for redemption), exercise the Call Option, which will give the Company the option to redeem all (but not some) of the Notes then outstanding (other than Notes which have already been accepted for purchase by the Company pursuant to the Invitation) under a newly inserted Condition 6(j) of the terms and conditions of the Notes, at 101.50 per cent. of their principal amount, together with interest accrued up to (but excluding) the date fixed for redemption.

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The Company expects to make an announcement in due course on the final results of the Invitation, stating among other things, whether the Company accepts for purchase Notes validly tendered in the Invitation and, if so, the aggregate principal amount of the Notes accepted for purchase (if any).

ENDS

**Chris Scott**

Managing Director