

ASX Announcement

G8 Education Limited
(ASX:GEM)



19 May 2016

**Results of Meeting in connection with the S\$260,000,000 4.75 per cent.
Fixed Rate Notes due 2017 (ISIN: SG6QC9000008) ("Notes") issued
pursuant to the Company's S\$600,000,000 Multicurrency Debt Issuance
Programme ("Programme")**

Reference is made to the announcements made by the Company on 26 April 2016, 10 May 2016 and 17 May 2016 ("**Announcements**") in relation to the commencement of the tender offer and consent solicitation exercise by the Company, the results of the Invitation as at the Early Consent Deadline and the results of the Invitation as at the Expiration Deadline. 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 the Extraordinary Resolution tabled at the meeting of the Noteholders held at 10.00a.m. (Singapore time) on 18 May 2016 has been duly passed as an extraordinary resolution of the Noteholders without any amendment. As a result of the passing of the Extraordinary Resolution, the Company will enter into the Second Supplemental Trust Deed, pursuant to which 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 it 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 (being S\$253,750 for each S\$250,000 in principal amount of the Notes), together with interest accrued up to (but excluding) the date fixed for redemption. To the extent applicable, the Company expects to pay the relevant Consent Fee to the eligible Noteholders in accordance with the Invitation Memorandum on 19 May 2016.

In addition, the Company wishes to announce that S\$239,750,000 in aggregate principal amount of the Notes have been accepted for purchase by the Company pursuant to the Invitation ("**Final Aggregate Repurchase Amount**"), representing approximately 92.21% of the aggregate principal amount of the Notes outstanding.

As the aggregate principal amount in respect of all the Offered Notes is equal to the Final Aggregate Repurchase Amount, the Company further wishes to announce that all the Offered Notes will be accepted for repurchase by the Company on the terms and conditions set forth in the Invitation Memorandum. The aggregate principal amount of Offered Notes accepted for repurchase by the Company amounts to S\$239,750,000.

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Based on the Purchase Price payable by the Company for Notes accepted by the Company for purchase pursuant to an offer to sell, being 101.50 per cent. of the principal amount of the Notes (being S\$253,750 for each S\$250,000 in principal amount of the Notes), the aggregate cash amount payable by the Company based on the aggregate principal amount of the Notes it will repurchase is S\$243,346,250. To the extent applicable, the Company will also pay the relevant Consent Fees to the eligible Noteholders in accordance with the Invitation Memorandum. The Settlement Date of the Offered Notes accepted for repurchase by the Company is expected to take place on 19 May 2016. The aggregate principal amount of Notes outstanding following the completion of the purchase of Offered Notes accepted for purchase pursuant to the Invitation is S\$20,250,000.

ENDS

Chris Scott

Managing Director