



Registration No. 198403096C

**Commencement of Consent Solicitation Process by  
Petra Foods Limited (the “Company”)**

**S\$10,000,000 4.50 Per Cent. Fixed Rate Notes due 2013 (ISIN Code: SG7V76955999)**  
**S\$52,000,000 4.50 Per Cent. Notes due 2014 (ISIN Code: SG7Z45967170)**  
**S\$13,000,000 5.15 Per Cent. Notes due 2015 (ISIN Code: SG6O45969303)**  
**S\$40,000,000 4.75 Per Cent. Notes due 2016 (ISIN Code: SG6S95978879)**  
**S\$70,000,000 5.00 Per Cent. Notes due 2017 (ISIN Code: SG6U91981493)**

On 12 December 2012 the Company announced the entry into a conditional sale and purchase agreement for the sale of the Cocoa Ingredients Division that resulted in non compliance with certain provisions of the Trust Deed (defined below). Notwithstanding the aforesaid, the Company stated that the non-compliance with the Trust Deed will not affect the ability of the Company to meet the payment obligations to the holders of the Notes.

The Company is pleased to announce that all of its US\$5,000,000 Floating Rate Notes due 2013 and US\$9,000,000 Floating Rate Notes due 2013 have been successfully redeemed on their respective due dates of maturity.

The Company is also pleased to announce that on 8 February 2013 it commenced a consent solicitation process (the “**Consent Solicitation**”) to seek the approval of the holders (the “**Noteholders**”) of its:-

1. S\$10,000,000 4.50 per cent. Fixed Rate Notes due 2013 comprised in Series 006 (the “**Series 006 Notes**”),
2. \$52,000,000 4.50 per cent. Notes due 2014 comprised in Series 007 (the “**Series 007 Notes**”),
3. \$13,000,000 5.15 per cent. Notes due 2015 comprised in Series 008 (the “**Series 008 Notes**”),
4. S\$40,000,000 4.75 per cent. Notes due 2016 comprised in Series 009 (the “**Series 009 Notes**”) and
5. S\$70,000,000 5.00 per cent. Notes due 2017 comprised in Series 010 (the “**Series 010 Notes**”)

by way of passing an extraordinary resolution (the “**Extraordinary Resolution**”) to, *inter alia*:

- (a) (i) waive the non-compliance with certain provisions of the Trust Deed dated 4 December 2006 (the “**Trust Deed**”) entered into between (1) the Company, as issuer, and (2) British and Malayan Trustees Limited, as trustee and (ii) waive the occurrence of certain Event(s) of Default (as defined in the Conditions defined in the Trust Deed) and Potential Event(s) of Default (as defined in the Trust Deed) (the “**Proposed Waivers**”); and
- (b) (in the case of the Series 007 Notes, the Series 008 Notes, the Series 009 Notes and the Series 010 Notes only) include the Call Option (as defined in the relevant Consent Solicitation

Statement as defined below) in the Conditions which would allow the Company to redeem all (but not some only) of the Series 007 Notes, the Series 008 Notes, the Series 009 Notes and the Series 010 Notes, at its option, on the date or dates so provided at the relevant Prepayment Amount (as defined in the relevant Consent Solicitation Statement) (the “**Proposed Amendments**”).

The Company has appointed DBS Bank Ltd. and Lazard Asia Limited as its solicitation agents (the “**Solicitation Agents**”) in connection with the Consent Solicitation.

For further details of the Consent Solicitation, Noteholders are advised to refer to the relevant Notice of Meeting (as defined in the relevant Consent Solicitation Statement) published in *The Business Times* on 8 February 2013.

A copy of the relevant Consent Solicitation Statement pertaining to the Consent Solicitation, the Proposed Waivers and (where applicable) the Proposed Amendments (the “**Consent Solicitation Statement**”) will be made available to Noteholders.

By Order of the Board  
Petra Foods Limited  
Lian Kim Seng  
Company Secretary  
8 February 2013

NOTE: this announcement does not constitute an invitation to participate in the Consent Solicitation. No offer or invitation to issue or redeem any securities is being made pursuant to this release. This announcement must be read in conjunction with the Consent Solicitation Statement. This announcement does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Company or any other entity.