



MINDCHAMPS PRESCHOOL LIMITED
(Company Registration Number: 200814577H)
(incorporated in the Republic of Singapore on 25 July 2008)

ACQUISITION OF MINDCHAMPS PRESCHOOL @ WOODLANDS PTE. LTD.

DBS Bank Ltd. was the sole issue manager, bookrunner and underwriter (the "**Sole Issue Manager, Bookrunner and Underwriter**") for the initial public offering of shares in, and listing of, the Company on the Mainboard of the SGX-ST in November 2017. The Sole Issue Manager, Bookrunner and Underwriter assumes no responsibility for the contents of this announcement.

The Board of Directors of MindChamps PreSchool Limited (the "**Company**") is pleased to announce that the Company's wholly-owned subsidiary, MindChamps PreSchool Franchise Pte. Limited, has entered into a Share Purchase Agreement with Ting Keng Soon ("**Ting**") and Khiu Si Min Theresa ("**Khiu**") to purchase 520,000 ordinary shares (270,000 from Ting and 250,000 from Khiu) of MindChamps PreSchool @ Woodlands Pte. Ltd. (the "**Target**"), representing 100% of the share capital of the Target, at a total consideration of S\$1,309,167.00 (the "**Consideration**").

The Consideration was arrived at on an arms' length, willing-seller-willing-buyer basis, after taking into account various factors such as the existing assets, goodwill, financial position and business prospects of the Target. The Consideration will be wholly satisfied in cash from the Company's IPO proceeds, and will be paid upon completion of the Share Purchase Agreement, which is scheduled to take place on 28 February 2018, subject to satisfaction of conditions precedent. Such use of the Company's IPO proceeds is in accordance with the stated use and the percentage allocated in the Company's IPO prospectus. As at 31 December 2017 (based on the unaudited management accounts of the Target), the book value of the Target was S\$285,109.69 and the net tangible asset value of the Target was S\$273,518.04.

The said acquisition is in the ordinary course of expansion of the Company's business for the purposes of Chapter 10 of the Singapore Exchange Securities Trading Limited Listing Manual. The said acquisition is not expected to have any material impact on the consolidated net tangible assets per share and earnings per share of the Group for the financial year ending 31 December 2018. None of the Directors or substantial shareholders of the Company have any interest, directly or indirectly, in the said transaction save for their interest arising by way of their shareholdings and/or directorships, as the case may be, in the above transaction.

MindChamps PreSchool Limited
26 February 2018