

KIMLY LIMITED
(Incorporated in Singapore)
(Registration No. 201613903R)

**ANNOUNCEMENT ON
RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING ("AGM")**

The Board of Directors (the **"Board"**) of Kimly Limited (the **"Company"**) wishes to announce that all ordinary resolutions set out in the Notice of AGM were duly passed by the Company's shareholders at the AGM of the Company held earlier today, by the way of poll.

*Unless otherwise defined, capitalised terms herein shall have the same meaning as ascribed to them in the notice of the annual general meeting (the **"Notice"**) of the Company dated 8 January 2018.*

The information as required under Rule 704(15) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the **"Rules of Catalist"**) are as follows:

(A) Poll Results

The results of the poll on each of the resolutions passed at the AGM are as follows:

Resolution Number and Details	Total Number of Shares Represented by Votes For and Against the Relevant Resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentag e of total number of votes for and against the resolution (%)
Ordinary Resolution 1 Adoption of Audited Financial Statements, Directors' Statement and Auditors' Report, for the financial year ended 30 September 2017	828,377,845	828,377,645	100.00	200	0.00
Ordinary Resolution 2 Approval of Tax Exempt One-Tier Final Dividend	828,381,845	828,381,645	100.00	200	0.00
Ordinary Resolution 3 Re-election of Mr Chia Cher Khiang as a Director	813,864,454	813,864,254	100.00	200	0.00
Ordinary Resolution 4 Re-election of Mr Ter Kim Cheu as a Director	828,377,845	828,377,645	100.00	200	0.00
Ordinary Resolution 5 Re-election of Mr Wee Tian Chwee Jeffrey as a Director	828,377,845	828,377,645	100.00	200	0.00
Ordinary Resolution 6 Re-election of Mr Lim Teck Chai Danny as a Director	828,377,845	828,377,645	100.00	200	0.00
Ordinary Resolution 7 Approval of Directors' fees of S\$150,000 for the financial year ended 30 September 2017	823,237,845	823,221,645	100.00	16,200	0.00

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Resolution Number and Details	Total Number of Shares Represented by Votes For and Against the Relevant Resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolution 8 Approval of Directors' fees of S\$150,000 for the financial year ending 30 September 2018, to be paid quarterly in arrears	828,377,845	828,361,645	100.00	16,200	0.00
Ordinary Resolution 9 Re-appointment of Messrs Ernst & Young LLP as Auditors	828,377,845	828,377,645	100.00	200	0.00
Ordinary Resolution 10 Authority for Directors to allot and issue shares pursuant to Section 161 of the Companies Act, Chapter 50	828,381,845	827,572,545	99.90	809,300	0.10
Ordinary Resolution 11 Authority for Directors to offer and grant options and allot and issue shares under the Kimly Employee Share Option Scheme	58,730,300	57,819,000	98.45	911,300	1.55
Ordinary Resolution 12 Authority for Directors to offer and grant awards and allot and issue shares under the Kimly Performance Share Plan	58,728,100	57,882,000	98.56	846,100	1.44

Mr Chia Cher Khiang having been re-elected as a Director of the Company, remains as an Executive Director of the Company.

Mr Ter Kim Cheu having been re-elected as a Director of the Company, remains as the Lead Independent Director, the Chairman of the Nominating Committee and a member of the Audit Committee of the Company. Mr Ter Kim Cheu is considered independent for the purposes of Rule 704(7) of the Rules of Catalist.

Mr Wee Tian Chwee Jeffrey having been re-elected as a Director of the Company, remains as an Independent Director, the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Mr Wee Tian Chwee Jeffrey is considered independent for the purposes of Rule 704(7) of the Rules of Catalist.

Mr Lim Teck Chai Danny having been re-elected as a Director of the Company, remains as an Independent Director, the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee of the Company. Mr Lim Teck Chai Danny is considered independent for the purposes of Rule 704(7) of the Rules of Catalist.

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(B) Abstention from Voting

Details of parties who have abstained from voting on the resolutions tabled at the AGM are set out below:

Resolution Number and Details	Name	Number of Shares Held
Ordinary Resolution 3 Re-election of Mr Chia Cher Kiang as a Director	Chia Cher Kiang ⁽ⁱ⁾	14,513,391 (Direct) 2,960,000 (Deemed)
Ordinary Resolution 7 Approval of Directors' fees of S\$150,000 for the financial year ended 30 September 2017	Ong Eng Sing	5,140,000
Ordinary Resolution 11 Authority for Directors to offer and grant options and allot and issue shares under the Kimly Employee Share Option Scheme	Lim Hee Liat	489,915,165
	Chia Cher Kiang	14,513,391 (Direct) 2,960,000 (Deemed)
	Ong Eng Sing ⁽ⁱⁱ⁾	5,140,000
	Employees (excluding Lim Hee Liat and Chia Cher Kiang) and others who are eligible to participate in the Kimly Employee Share Option Scheme ⁽ⁱⁱⁱ⁾	260,077,989
Ordinary Resolution 12 Authority for Directors to offer and grant awards and allot and issue shares under the Kimly Performance Share Plan	Lim Hee Liat	489,915,165
	Chia Cher Kiang	14,513,391 (Direct) 2,960,000 (Deemed)
	Ong Eng Sing ⁽ⁱⁱ⁾	5,140,000
	Employees (excluding Lim Hee Liat and Chia Cher Kiang) and others who are eligible to participate in the Kimly Performance Share Plan ⁽ⁱⁱⁱ⁾	260,080,189

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Note:

- (i) To demonstrate good corporate governance practices, Mr Chia Cher Kiang had voluntarily abstained from voting his holdings of 14,513,391 ordinary shares on Ordinary Resolution 3. Mr Chia Cher Kiang is also deemed to be interested in 2,960,000 shares held by his spouse, Mdm Low Hwee Tin.
- (ii) Non-Executive Directors (including Independent Directors) are eligible to participate in the Kimly Employee Share Option Scheme and the Kimly Performance Share Plan.
- (iii) Pursuant to Rule 858 of the Rules of Catalist, shareholders who are eligible to participate in the Kimly Employee Share Option Scheme and the Kimly Performance Share Plan, including proxies of such shareholders, are required to abstain from voting at the AGM in respect of Ordinary Resolutions 11 and 12.

(C) Scrutineer

Ardent Business Advisory Pte Ltd was appointed as the Company's scrutineer for the AGM.

Submitted by Chia Cher Kiang, Executive Director on 23 January 2018 to the SGX-ST.

Kimly Limited (the "**Company**") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 20 March 2017. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**").

This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this announcement.

The contact person for the Sponsor is Mr Joseph Au, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).