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

ENTRY INTO SHARE PURCHASE AGREEMENT TO ACQUIRE COFFEE SHOP PROPERTY AT 12 HAIG ROAD #01-323 SINGAPORE 430012

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1. INTRODUCTION

The Board of Directors ("**Board**") of Kimly Limited ("**Company**" and together with its subsidiaries, "**Group**") wishes to announce that the Company's subsidiary, Kedai Kopi Pte. Ltd. ("**Kedai Kopi**") has, on the date of this announcement, entered into a share purchase agreement ("**SPA**") with Mr Tan Hock Choon (Chen Fucun) and Mr Tan Kah Huat ("**Vendors**") to acquire 100% of the issued and fully paid-up ordinary shares in the share capital of GSPL Pte. Ltd. ("**GSPL**"), which owns the coffee shop property ("**Coffee Shop Property**") at 12 Haig Road #01-323 Singapore 430012 ("**Proposed Acquisition**") for a purchase consideration of S$11.8 million ("**Purchase Consideration**").

Kedai Kopi is a 51%-owned subsidiary of the Company's wholly-owned subsidiary, Kimly Makan Place Pte Ltd. ("**Kimly Makan Place**"), with the remaining 49% held by SCK (2020) Pte. Ltd. ("**SCK (2020)**"), whose ultimate beneficial owners also hold a 25% shareholding in another subsidiary of the Company, Tenderfresh Group Pte. Ltd..

2. INFORMATION ON GSPL AND THE VENDORS

GSPL is a private company incorporated in Singapore on 16 June 2017 and has an issued and paid-up share capital of S$625,000 comprising 625,000 ordinary shares. Each of Messrs Tan Hock Choon (Chen Fucun) and Tan Kah Huat holds 312,500 ordinary shares in GSPL, representing 50% of its issued and paid-up capital. The principal activity of GSPL is other holdings companies.

The Vendors are Singaporean, independent and unrelated third parties to the Company, its directors and controlling shareholders or their respective associates.

GSPL recorded unaudited net profit of approximately S$22,460 for the six-month period ended 31 March 2025. As the Coffee Shop Property is currently operated by Kedai Kopi, GSPL's revenue primarily comprises rental income received from Kedai Kopi.

3. DESCRIPTION AND RATIONALE FOR THE PROPOSED ACQUISITION

A summary of salient information on the Coffee Shop Property is set out below:

Type of Property	:	*A 2-storey HDB shophouse unit comprising a coffee shop on level 1 and a 3-room HDB flat on level 2*
Age	:	*Approximately 32 years*
Legal Description	:	*Lot No. U12166X*
Strata Floor Area	:	*393.0 sqm*
Tenure	:	*82 years leasehold commencing from 1 July 1993*

The Proposed Acquisition allows the Group to secure ownership of the Coffee Shop Property which Kedai Kopi has been operating since 1 April 2021, thereby ensuring continuity of operations, mitigating risks associated with leasing arrangements and enhancing long-term operational stability and strategic growth prospects.

4. PURCHASE CONSIDERATION

The Purchase Consideration was arrived at on a willing buyer, willing seller basis, taking into consideration, *inter alia*, the current market valuation of the Coffee shop Property, and the rationale for the Proposed Acquisition as described in paragraph 3 above.

A total deposit of S$0.59 million, representing 5% of the Purchase Consideration, was paid upon the signing of the SPA to the Vendors. The remaining 95% of the Purchase Consideration is payable to the Vendors on Completion.

The book value of the Coffee Shop Property is S$12.16 million, comprising the Purchase Consideration and a stamp duty of S$0.32 million. The Purchase Consideration will be satisfied by way of cash, funded through a combination of (i) external financing of S$5.8 million by Kedai Kopi, (ii) shareholders' loans of S$2.55 million by Kimly Makan Place and S$2.45 million by SCK (2020) respectively, in proportion to their respective 51% and 49% shareholdings in Kedai Kopi ("**Shareholder Loans**"), and (iii) the remaining balance of S$1.36 million funded from Kedai Kopi's internal resources.

The Shareholder Loans will bear the same interest rate as the external financing and repayable on demand, with identical terms applicable to both shareholders. Repayment of the Shareholder Loans will be made from monthly cashflow surpluses generated by Kedai Kopi, subject to the availability of such surpluses.

The market value of the Coffee Shop Property, based on the independent valuation report of GB Global Pte Ltd, dated 21 October 2025 ("**Valuation Report**") as commissioned by the Company was S$12.2 million. The valuation was determined using two methods, the direct comparison method and income capitalisation method, each weighted equally at 50%.

The direct comparison method involved comparing transactions of comparable properties, with adjustments being made for differences in terms of location, tenure, size, age and building condition, standard of finishes, transaction dates and the prevailing market conditions, amongst other factors affecting the value. The valuation using the income capitalisation method was based on the property's estimated annual market rent, deducting property taxes and other expenses. This net income was then capitalised over the remaining lease term at an appropriate rate to determine the property's capital value. The chosen capitalisation rate reflects the property's nature, location, tenure, tenancy profile, and current market conditions.

5. PRINCIPAL TERMS OF THE PROPOSED ACQUISITION

5.1 The Vendors are entitled to GSPL's accounts receivable and other claims up to Completion Date.

5.2 The Vendors are responsible for GSPL's accounts payable and other liabilities up to Completion Date, except refundable rental deposits.

5.3 Completion of the Proposed Acquisition is conditional, *inter alia*, upon:

(a) results of due diligence investigations being satisfactory to Kedai Kopi;

(b) replies to legal requisitions from relevant government departments, bodies and authorities being satisfactory to Kedai Kopi; and

(c) approvals, consents and permissions from relevant government departments, bodies and authorities being obtained.

6. RELATIVE FIGURES ON THE BASES SET OUT IN RULE 1006 OF THE CATALIST RULES

The relative figures for the Proposed Acquisition computed on the bases set out in Rule 1006 of Section B of the Listing Manual of the SGX-ST: Rules of Catalist ("**Catalist Rules**") are as follows:

Rule 1006	Bases	Relative Figure (%)
(a)	The net asset value of the assets to be disposed of, compared with the group's net asset value. The basis is not applicable to an acquisition of assets.	Not applicable as the Proposed Acquisition is not a disposal.
(b)	The net profits attributable to the assets acquired or disposed of, compared with the group's net profits.	0.13%(1)
(c)	The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.	4.86%(2)
(d)	The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable.
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. The basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such asset.	Not applicable as the Proposed Acquisition is not mineral, oil nor gas related.

Notes:

(1) The net profits attributable to assets acquired, compared with the group's net profits is calculated based on GSPL's unaudited net profits of 6-month period ended on 31 March 2025 of S$22,460 and the Group's unaudited net profit for 1H FY2025 of S$17.8 million.

(2) For completeness, the consideration has been aggregated with the previous acquisition which has taken place within the last twelve months for the purpose of Catalist Rule 1005. Accordingly, the consideration of S$23.91 million used in the computation comprises: (a) purchase consideration of S$12.2 million (including stamp duty) for the Proposed Acquisition; and (b) purchase consideration of S$11.76 million (including stamp duty) for the proposed acquisition of coffee shop property at 110 Yishun Ring Road #01-401 Singapore 760110, please refer to the Company's announcements dated 22 May 2025 and 25 September 2025 for further details.

The Company's market capitalisation was approximately S$492.43 million determined by multiplying the 1,244,149,608 shares in issue (excluding treasury shares) by the volume weighted average price of S$0.3958 per share on 3 November 2025 (being the last trading day prior to the date of signing of SPA).

Following the receipt of shareholders' approval for proposed diversification of the Group to include outlet investment business, which includes investments in properties (freehold or leasehold) for rental income and/or capital growth on 21 January 2020, the Proposed Acquisition is deemed to be in the Group's ordinary course of business, and therefore do not fall under the definition of a "transaction" under Chapter 10 of the Catalist Rules. However, when the Group enters into its first major transaction as defined under Rule 1014 of the Catalist Rules involving the outlet investment business, or where any of the Catalist Rule 1006 figures in respect of several transactions are aggregated over the course of a financial year exceeds 75.0%, such first major transaction or the last of such aggregated transactions will be made conditional upon approval of the shareholders of the Company.

As the relative figures computed on the basis set out in Rule 1006 do not, in aggregate, exceed 5%, the Proposed Acquisition is classified as a "non-discloseable transaction" under Chapter 10 of the Catalist Rules, and no shareholders' approval is required for the Proposed Acquisition. Accordingly, this announcement is released by the Company on a voluntary basis and the disclosures are referenced from the disclosure requirements of a "discloseable transaction" as set out under Chapter 10 of the Catalist Rules.

7. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save for the directors' interests arising by way of their shareholdings in the Company and/or directorships in the Group, as the case may be, none of the directors, controlling or substantial shareholders of the Company have any interest, direct or indirect, in the Proposed Acquisition.

8. SERVICE CONTRACTS

No new directors are proposed to be appointed to the Board in connection with the Proposed Acquisition. Accordingly, no service contracts in relation thereto will be entered into by the Company in connection with the Proposed Acquisition.

9. FINANCIAL IMPACT

The pro forma financial effects are presented for illustration purposes only and are not intended to reflect the actual future financial situation of the Group after the completion of the Proposed Acquisition. The pro forma financial effects below were prepared based on the audited financial statements of the Group for FY2024.

9.1 Net Asset Value ("NAV")

Assuming the Proposed Acquisition had been completed or had taken place as at 30 September 2024, the pro forma NAV of the Group would have been as follows:

	Before Proposed Acquisition	**After Proposed Acquisition**
NAV (S$'000)	183,258	183,258
Number of Shares ('000)	1,243,770	1,243,770
NAV per Share (Singapore cents)	14.73	14.73

9.2 Net Tangible Assets ("NTA")

Assuming the Proposed Acquisition had been completed or had taken place as at 30 September 2024, the pro forma NTA of the Group would have been as follows:

	Before Proposed Acquisition	**After Proposed Acquisition**
NTA (S$'000)	131,409	131,409
Number of Shares ('000)	1,243,770	1,243,770
NTA per Share (Singapore cents)	10.57	10.57

9.3 Earnings per Share ("EPS")

Assuming the Proposed Acquisition had been effected on 1 October 2023, the pro forma EPS of the Group for FY2024 would have been as follows:

	Before Proposed Acquisition	After Proposed Acquisition[(1)]
Profit after tax attributable to Shareholders (S$'000)	33,120	33,153
Weighted average number of Shares ('000)	1,241,382	1,241,382
EPS per Share (Singapore cents)	2.67	2.67

Note:

(1) As the Coffee Shop Property is currently operated by the Group, the net profit from operating the outlet has been consolidated to the Group's profit after tax for FY2024. Accordingly, the pro forma financial effect is determined based on the assumption of the interest cost on the bank loan obtained by the Group to finance the Proposed Acquisition as well as other costs incurred in relation to the said property such as depreciation charges and property tax, offset against the savings arising from rental expense, computed based on the Group's 51% equity interest in GSPL.

10. DOCUMENTS FOR INSPECTION

A copy of the SPA and Valuation Report will be made available for inspection during normal business hours at the Company's registered office at 13 Woodlands Link, Singapore 738725 for a period of three (3) months from the date of this announcement.

By order of the Board

Hoon Chi Tern
Company Secretary
4 November 2025

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*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

The contact person for the Sponsor is Ms. Ng Shi Qing, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.