

Unaudited Financial Statements and Dividend Announcement For the first quarter ended 31 December 2017

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 (the "**IPO**") was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**" or "**PPCF**").

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).

Background

The Company was incorporated on 23 May 2016 in Singapore under the Singapore Companies Act as a company limited by shares under the name of "Kimly Pte. Ltd.". The Company was converted into a public limited company and renamed "Kimly Limited" on 3 February 2017.

The group comprising the Company and its subsidiaries (the "**Group**") was formed pursuant to a restructuring exercise (the "**Restructuring Exercise**") undertaken as part of a corporate reorganisation implemented for the purposes of the Company's listing on Catalist. Please refer to the Company's offer document dated 8 March 2017 ("**Offer Document**") for further details on the Restructuring Exercise.

The Group is principally engaged in the operation and management of coffee shops, food courts and food stalls in Singapore under its two divisions, namely the outlet management division and the food retail division.

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3) AND FULL YEAR RESULTS

1(a)(i) An income statement and statement of comprehensive income, or a statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year

Consolidated Statement of Comprehensive Income

	Group		Increase/
	1Q FY2018 \$\$'000	1Q FY2017 S\$'000	(Decrease) %
Revenue	50,147	46,945	6.8
Cost of sales	(39,964)	(36,463)	9.6
Gross profit	10,183	10,482	(2.9)
Other item of income			
Interest income	85	-	N.M
Other operating income	361	591	(38.9)
Other items of expense			
Selling and distribution expenses	(849)	(753)	12.7
Administrative expenses	(2,961)	(2,529)	17.1
Other operating expenses	(56)	(116)	(51.7)
Profit before tax	6,763	7,675	(11.9)
Income tax expense	(1,015)	(998)	1.7
Profit for the period, representing total comprehensive income for the period and			
attributable to owners of the Company	5,748	6,677	(13.9)

Notes:

(1) 1Q denotes financial period from 1 October to 31 December

(2) N.M denotes not meaningful

1(a)(ii) Notes to Consolidated Statement of Comprehensive Income

The Group's profit before tax was arrived at after charging the following:

	Gro	oup	Increase/
	1Q FY2018 S\$'000	1Q FY2017 S\$'000	(Decrease) %
Amortisation of intangible assets	56	116	(51.7)
Depreciation of property, plant and equipment	555	444	25.0
Directors' fees	38	-	N.M
Employee benefits expense	13,000	11,261	15.4
Operating lease expenses	8,924	7,802	14.4
Interest expense	-	1	N.M
Interest income	85	-	N.M
Legal and other professional fees	150	124	21.0

N.M denotes not meaningful

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year

Consolidated Statements of Financial Position

	Group		Company	
	31/12/2017	30/9/2017	31/12/2017	30/9/2017
	S\$'000	S\$'000	S\$'000	S\$'000
ASSETS				
Non-current assets				
Property, plant and equipment	8,259	8,541	-	-
Intangible assets	1,260	1,305	-	-
Investment in subsidiaries	-	-	238,997	238,997
Deferred tax assets	281	333	-	-
Other receivables	4,439	4,563	-	-
	14,239	14,742	238,997	238,997
Current assets				
Trade and other receivables	5,593	4,974	15,830	5,756
Inventories	1,067	1,113	-	-
Prepayments	289	291	51	10
Cash and cash equivalents	91,432	85,079	45,262	45,690
	98,381	91,457	61,143	51,456
Total assets	112,620	106,199	300,140	290,453
Current liabilities				
Trade and other payables	19,536	20,620	4	336
Other liabilities	8,024	7,151	1,153	926
Provision for restoration costs	200	180	1,155	520
Provision for taxation	4,256	3,126	_	-
	32,016	31,077	1,157	1,262
Net current assets	66,365	60,380	59,986	50,194
Non-current liabilities				
Deferred tax liabilities	188	357	-	-
Other payables	517	594	-	-
Provision for restoration costs	490	510	-	-
	1,195	1,461	-	-
Total liabilities	33,211	32,538	1,157	1,262
Net assets	79,409	73,661	298,983	289,191
Equity attributable to owners of the Company				
Share capital	287,141	287,141	287,141	287,141
Other reserves	(120,123)		-	-
Premium paid on acquisition of non-controlling		. , ,		
interests	(113,030)	(113,030)	-	-
Retained earnings	25,421	19,673	11,842	2,050
Total equity	79,409	73,661	298,983	289,191
Total equity and liabilities	112,620	106,199	300,140	290,453
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1(b)(ii) Aggregate amount of group's borrowings and debt securities

Amount repayable in one year or less, or on demand

As at 31,	/12/2017	As at 30	/9/2017
Secured S\$'000	Unsecured S\$'000	Secured S\$'000	Unsecured S\$'000
-	-	-	-

Amount repayable after one year

As at 31/	/12/2017	As at 30	/9/2017
Secured S\$'000	Unsecured S\$'000	Secured S\$'000	Unsecured S\$'000
-	-	-	-

Details of any collateral

United Overseas Bank Limited has granted a Money Market Loan facility of S\$1.8 million to the Group. The facility is secured by the property at 13 Woodlands Link. As at 31 December 2017, the facility with United Overseas Bank Limited has not been drawn down.

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

Consolidated Statement of Cash Flows

Consolidated Statement of Cash Flows	Gro	un
	1Q FY2018	1Q FY2017
	S\$´000	S\$´000
Operating activities	-,	-1
Profit before tax	6,763	7,675
Adjustments for:		
Amortisation of intangible assets	56	116
Depreciation of property, plant and equipment	555	444
Interest expense	-	1
Interest income	(85)	-
Total adjustments	526	561
Operating cash flows before changes in working capital	7,289	8,236
Change in working capital		
Increase in trade and other receivables	(467)	(3,286)
Decrease/(increase) in inventories	46	(84)
Decrease in prepayments	2	1,231
Increase in trade and other payables	44	1,880
Increase/(decrease) in other liabilities	875	(51)
Total changes in working capital	500	(310)
Cash flows from operations	7,789	7,926
Interest received	57	-
Income taxes paid	(2)	(970)
Net cash generated from operating activities	7,844	6,956
Investing activities		
Purchase of property, plant and equipment (Note A)	(1,330)	(1,222)
Purchase of intangible assets (Note B)	(161)	-
Net cash used in investing activities	(1,491)	(1,222)
Financing activity		
Repayment of obligations under finance leases	-	(26)
Net cash used in financing activity		(26)
		i
Net increase in cash and cash equivalents	6,353	5,708
Cash and cash equivalents at the beginning of financial period	85,079 91,432	29,446 35,154
Cash and cash equivalents at the end of financial period		33,134
Notes to the consolidated statement of cash flows		
A. Property, plant and equipment		
Current year additions to property, plant and equipment	273	1,543
Less: non-cash movement		_,
Included other payables	-	(151)
Reduction from other payables	1,057	-
Provision for restoration costs	_,	(170)
Net cash outflow for purchase of property, plant and equipment	1,330	1,222
	,	
B. Intangible assets		
Current year additions to intangible assets	11	-
Less: non-cash movement		
Reduction from other payables	150	-
Net cash outflow for purchase of intangible assets	161	-

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year

Consolidated Statements of Changes in Equity

•		Attributable to owne er Reserves Deemed	rs of the Company		
Share capital	Merger reserve	contribution from shareholders of subsidiary under common control	Premium paid on acquisition of non- controlling interests	Retained earnings	Total equity
S\$'000	S\$'000	\$\$'000	S\$'000	S\$'000	S\$'000
287,141	(120,591)	468	(113,030)	19,673	73,661
-	-	-	-	5,748	5,748
287,141	(120,591)	468	(113,030)	25,421	79,409

Group At 1 October 2017 Profit for the period, representing total comprehensive income for the period

Balance as at 31 December 2017

Share capital	Merger reserve	tributable to owne Deemed contribution from shareholders of subsidiary under common control	rs of the Compar Premium paid on acquisition of non- controlling interests	Retained earnings	Total	Non- controlling interest	Total equity
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
122,478	(120,591)	468	-	7,762	10,117	8,204	18,321
-	-	-	-	6,677	6,677	-	6,677
116,519	-	-	(108,315)	-	8,204	(8,204)	-
238,997	(120,591)	468	(108,315)	14,439	24,998	-	24,998

At 1 October 2016

Profit for the period, representing total comprehensive income for the period

Changes in ownership interests in subsidiaries

Acquisition of Businesses and Acquisition of Subsidiaries satisfied through issuance of 466,074,567 shares

Balance as at 31 December 2016

1(d)(i) Combined Statements of Changes in Equity (cont'd)

	Share capital S\$'000	Retained earnings S\$'000	Total equity S\$'000
Company			
At 1 October 2017	287,141	2,050	289,191
Profit for the period, representing total comprehensive			
income for the period	-	9,792	9,792
Balance as at 31 December 2017	287,141	11,842	298,983
At 1 October 2016	122,478	(855)	121,623
Loss for the period, representing total comprehensive			
income for the period	-	(34)	(34)
Changes in ownership interests in subsidiaries			
Acquisition of Businesses and Acquisition of Subsidiaries			
satisfied through issuance of 466,074,567 shares	116,519	-	116,519
Balance as at 31 December 2016	238,997	(889)	238,108

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period or busidiary holdings if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end of the current financial period reported on and as at the end

<u>Share Capital – Ordinary Shares</u>	Number of issued	Issued and paid-up
	shares	capital
	('000)	(S\$'000)
Balance as at 1 October 2017		
and 31 December 2017	1,157,787	287,141

The Company did not have any subsidiary holdings, treasury shares or convertible instruments as at 31 December 2017 and 31 December 2016.

1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year

	31/12/2017	30/9/2017
Total number of issued shares ('000)	1,157,787	1,157,787

The Company did not have any treasury shares as at 31 December 2017 and 30 September 2017.

1(d)(iv) A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on. Not applicable. The Company did not have any treasury shares during and at the end of the financial period reported.

Not applicable. The Company did not have any treasury shares during, and at the end of, the financial period reported on.

1(d)(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

Not applicable. The Company did not have any subsidiary holdings during, and at the end of, the financial period reported on.

2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice

The figures have not been audited or reviewed by the Company's auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter)

Not applicable. The figures have not been audited or reviewed by the Company's auditors.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied

Save as disclosed in Section 5 below, the accounting policies and methods of computation adopted in the financial statements for the reporting period are consistent with those disclosed in the most recently audited financial statements for the financial year ended 30 September 2017.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

The Group has adopted all the applicable new and revised Singapore Financial Reporting Standards ("SFRS") and Interpretations of Financial Reporting Standards ("INT FRS") that are mandatory for the accounting periods beginning on or after 1 October 2017. The adoption of these new and revised SFRS and INT FRS did not result in any substantial change to the Group's and the Company's accounting policies and has no significant impact on the financial statements for the current financial reporting period.

6. Earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends

	Group		
	1Q FY2018	1Q FY2017	
Profit attributable to owners			
of the Company (S\$'000)	5,748	6,677	
Weighted average number of ordinary			
shares ('000)	1,157,787	955,987	
Basic and diluted EPS (cent per share)	0.50	0.70	
For illustrative purposes ⁽¹⁾			
Profit attributable to owners			
of the Company (S\$'000)	5,748	6,677	
Weighted average number of ordinary			
shares ('000)	1,157,787	1,154,787	
Basic and diluted EPS (cent per share)	0.50	0.58	

Note:-

(1) For comparative purposes, the EPS for the financial period has been computed based on the profit attributable to owners of the Company and share capital of 1,154,787,000 shares assuming that the conversion of convertible loans and issuance of new shares pursuant to the IPO of 25,000,000 shares and 173,800,000 shares respectively had been completed as at 1 October 2015.

The basic and fully diluted earnings per share were the same as there were no dilutive ordinary securities in issue as at 31 December 2016 and 31 December 2017.

7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the

(a) Current period reported on; and

(b) Immediately preceding financial year

	Group		Company	
	31/12/2017	30/9/2017	31/12/2017	30/9/2017
Net asset value (" NAV") (S\$'000) Number of ordinary shares ('000)	79,409 1,157,787	73,661 1,157,787	298,983 1,157,787	289,191 1,157,787
NAV per ordinary share (cents)	6.86	6.36	25.82	24.98

- 8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss:-
 - (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
 - (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

Review of Group's Financial Performance

First Quarter ended 31 December 2017 ("1Q FY2018") compared to the First Quarter ended 31 December 2016 ("1Q FY2017")

Revenue

The Group recorded revenue of \$\$50.1 million in 1Q FY2018 as compared to \$\$46.9 million in 1Q FY2017. The increase of \$\$3.2 million was mainly due to:

- (a) increase in the revenue contribution from the Outlet Management Division of S\$1.2 million, largely attributable to (i) increase in sales of beverages and tobacco products of S\$0.4 million from increased contribution largely due to the increase in number of coffee shops, food courts and drink stalls in FY2017; and (ii) increase in income of S\$0.6 million from the increase in sub-leasing of coffee shops and food courts and related cleaning and utilities services provided;
- (b) increase in the revenue contribution from the Food Retail Division of S\$2.0 million, mainly attributable to increased contributions from the increase in number of food stalls during FY2017.

Cost of sales

Cost of sales increased by \$\$3.5 million, to \$\$40.0 million in 1Q FY2018, in line with the increase in revenue. Cost of sales as a percentage of revenue increased from 77.7% in 1Q FY2017 to 79.7% in 1Q FY2018 mainly due to:

- (a) increase in employee benefits expense (for Central Kitchen and outlet/stall staff) by S\$1.3 million due to an increase in the number of employees for coffee shops, food courts, drink stalls and food stalls which commenced operations during FY2017;
- (b) increase in operating lease expense by S\$1.1 million mainly due to new coffee shops which commenced operations in FY2017.

Other operating income

Other operating income decreased by S\$0.2 million mainly due to decrease in grants received from Wage Credit Scheme and Special Employment Credit.

Selling and distribution expenses

Selling and distribution expenses increased by S\$0.1 million due to the increase in cleaning and packaging materials used, in line with the increase in revenue.

Administrative expenses

The increase of \$\$0.5 million, from \$\$2.5 million in 1Q FY2017 to \$\$3.0 million in 1Q FY2018 was due to (i) higher employee benefits expenses by \$\$0.5 million mainly due to increase in headcount, salaries, and incentive bonus for executive directors; (ii) higher depreciation of property, plant and equipment by \$\$0.1 million; and (iii) partially offset by decrease in repair and maintenance expense by \$\$0.1 million.

Review of Group's Financial Position

First Quarter ended 31 December 2017 ("1QFY2018") compared to the Financial Year ended 30 September 2017 ("FY2017")

Non-current assets

The Group's non-current assets decreased by S\$0.5 million primarily due to depreciation of property, plant and equipment, and amortisation of intangible assets of S\$0.6 million and S\$0.1 million respectively, offset by additions during the period of S\$0.3 million attributable to (i) construction in-progress in respect of an extension of a four storey annex factory building; and (ii) additions to renovations and equipment with the opening of our new coffee shops, food courts and food stalls.

Current assets

The Group's current assets increased by \$6.9 million due mainly to increase in cash and cash equivalents, and trade and other receivables by \$\$6.3 million and \$\$0.6 million respectively.

The increase in cash and cash equivalents was mainly due to cash generated from operating activities of \$\$7.8 million; which was offset by additions of property, plant and equipment and intangible assets of \$\$1.5 million. The increase in trade and other receivables was mainly due to the increase in sponsorship and rebate receivables from suppliers of \$\$0.4 million.

8. <u>Review of Group's Financial Position (cont'd)</u>

Current liabilities

The Group's current liabilities increased by \$\$0.9 million mainly attributable to (i) increase in tax payable for FY2018 by \$\$1.1 million; and (ii) increase in other liabilities by \$\$0.9 million mainly due to accrual of payroll related expenses and (iii) increase in trade payables of \$\$0.3 million in line with the increase in cost of sales, which was offset by decrease in other payables of \$\$1.4 million mainly due to payment made in respect of purchase of property, plant and equipment and intangible assets of \$\$1.2 million.

Non-current liabilities

The Group's non-current liabilities decreased by S\$0.2 million due to decrease in deferred tax liabilities.

Review of Group's Statement of Cash Flows

The Group's net cash generated from operating activities in 1Q FY2018 of S\$7.8 million mainly resulted from operating cash flows before changes in working capital of S\$7.3 million, net working capital inflows of S\$0.5 million. The net working capital inflows were due to increase in other liabilities by S\$0.9 million which partially offset by the increase in trade and other receivables of S\$0.5 million.

The Group's net cash flows used in investing activities during 1Q FY2018 was due to additions of property, plant and equipment and intangible assets of S\$1.5 million mainly attributable to (i) construction in-progress in respect of an extension of a four storey annex factory building and (ii) opening of our new coffee shops, food courts and food stalls.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

The financial results are in line with the forecast statement disclosed in the financial results announcement for the full year results ended 30 September 2017, dated 24 November 2017.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

The Group expects the operating environment in the local food and beverage ("**F&B**") scene to remain challenging with tight labour supply, keen competition and low entry barriers.

Despite such challenges, the Group remained focus on managing costs and improving productivity and operational efficiency. In FY2017, the Group stepped up investments in IT infrastructure and proprietary software to manage its business and automate back office functions, as well as extended its food offerings for online ordering to ensure that the Group continues to deliver substainable long-term growth.

The Group won the tender to operate a new "productive" coffee shop in Bukit Batok, the tender exercise is jointly facilitated by SPRING Singapore and the Housing and Development Board ("HDB") in a new bidding process under the food services' transformation map. This is in line with the Group's strategy to maintain a steady flow of revenue from its existing food outlets, and at the same time leverage on technology and other innovative features to boost productivity. This new concept will allow the Group to pilot new ideas and operating model, with the potential to scale up to the Group's other coffee shops, realizing further benefits from the economies of scale.

The Group is also actively exploring suitable opportunities to grow its business through acquisitions, joint ventures and form strategic alliances with parties who can help us strengthen our market position.

Barring any unforeseen circumstances, the Group expects to continue to grow its business and remain profitable for FY2018.

11. Dividend

If a decision regarding dividend has been made: -

- (a) Whether an interim (final) dividend has been declared (recommended); and Nil
- (b) Previous corresponding period (cents) (Optional) Rate (%) Nil
- (c) The date the dividend is payable Not applicable
- (d) The date on which Registrable Transfers receive by the Company (up to 5.00pm) will be registered before entitlements to the dividend are determined. Not applicable

11. (d) The date on which Registrable Transfers receive by the Company (up to 5.00pm) will be registered before entitlements to the dividend are determined.

Not applicable

12. If no dividend has been declared/recommended, a statement to that effect

Not applicable.

13. If the group has obtained a general mandate from shareholders for interested person transactions ("IPT"), the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group had obtained a general mandate from shareholders for IPTs disclosed in pages 147 to 153 of the Offer Document. The general mandate for IPT has been renewed at the Extraordinary General Meeting held on 23 January 2018.

There were no interested person transactions entered into that exceeded S\$100,000 for 1QFY2018.

14. Use of IPO proceeds

The Company refers to the gross proceeds amounting to \$\$43.5 million raised from the IPO on the Catalist of the SGX-ST on 20 March 2017.

As at the date of this announcement, the status on the use of the IPO net proceeds is as follows:

	Allocated S\$'000	Utilised S\$'000	Balance S\$'000
Acquisitions and joint ventures and general business			
expansion (including establishment of new food outlets)	30,363	(562)	29,801
Refurbishment and renovation of existing food outlets	3,000	(225)	2,775
Headquarters/Central Kitchen upgrading	5,000	(593)	4,407
Productivity initiatives/IT	2,000	(349)	1,651
Listing expenses	3,087	(3,087)	-
Total	43,450	(4,816)	38,634

The above utilisations are in accordance with the intended use of IPO net proceeds, as stated in the Company's Offer Document.

15. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1)

The Company confirms that it has procured undertakings from all of its directors and executive officers in the required format.

16. Negative Confirmation by the Board Pursuant to Rule 705(5) of the Catalist Listing Manual

The Board of Directors of the Company confirms, to the best of their knowledge, nothing has come to their attention which may render the unaudited financial statements for the three-month ended 31 December 2017 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD

Lim Hee Liat Executive Chairman 9 February 2018