



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

ACQUISITION OF SUBSIDIARIES IN AUSTRALIA

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 Early Learning Australia Pty. Limited (“**MELAPL**”), has entered into a share purchase agreement (the “**SPA**”) with Malek Family Pty Ltd as trustee for the Malek Family Trust and Malek Group Investments Pty Ltd as trustee for the Malek Investments Trust (together the “**Sellers**”) to acquire all of the shares of the following companies (the “**Subsidiaries**”) at a total purchase consideration of A\$40,837,680 (the “**Consideration**”):-

Seller	Subsidiaries
Malek Family Pty Ltd (ACN 609 283 703) as trustee for the Malek Family Trust (ABN 93 957 737 126)	Kids Club Education Pty Ltd (ACN 139 167 641)
	The Grove Academy – Albion Park Pty Ltd (ACN 600 756 125)
Malek Group Investments Pty Ltd (ACN 609 287 256) as trustee for the Malek Investments Trust (ABN 74 398 484 890)	Grove Early Education Centres Pty Ltd (ACN 159 661 837)
	Grove Education Pty Ltd (ACN 164 668 115)
	The Grove Academy – Mascot Pty Ltd (ACN 616 250 410)
	The Grove Academy – Parramatta Pty Ltd (ACN 612 437 733)
	The Grove Academy – Shellharbour Pty Ltd (ACN 610 339 912)

The Subsidiaries own and operate a total of eight preschool centres in six suburbs of Sydney, Australia, namely Mascot, Parramatta, Albion Park, West Hoxton, Kemps Creek and Shellharbour.

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 each of the respective Subsidiaries. The Consideration is intended to be satisfied from a combination of cash from the Company's IPO proceeds and an acquisition loan, and is to be paid upon completion of the SPA, subject to satisfaction of conditions precedent. As at 30 June 2018 (based on the unaudited management accounts of the Subsidiaries), the aggregate book value of the Subsidiaries was A\$4,497,000 and the aggregate net tangible asset value of the Subsidiaries was A\$2,548,000.

The above acquisition is in the ordinary course of expansion of the Company's business for the purpose of Chapter 10 of the Singapore Exchange Securities Trading Limited Listing Manual ("**Listing Manual**"), and is announced pursuant to Rule 704(17)(c) of the Listing Manual. The said acquisition is expected to have a significant positive impact on the earnings per share of the Group for the financial year ending 31 December 2019.

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
7 April 2019