ASSET ACQUISITIONS AND DISPOSALS::ACQUISITION OF 60% OF THE TOTAL ISSUED SHARE CAPITAL OF FAIR BREEZE TRADING PTE. LTD.

Issuer & Securities

Issuer/ Manager

VIBRANT GROUP LIMITED

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Please refer to the attachment.

Attachments

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VIBRANT GROUP LIMITED
Company Registration Number: 198600061G

THE ACQUISITION OF 60% OF THE TOTAL ISSUED SHARE CAPITAL OF FAIR BREEZE TRADING PTE. LTD.

1. INTRODUCTION

1.1 The board of directors (the "**Board**" or "**Directors**") of Vibrant Group Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company has, on 31 August 2026, entered into a sale and purchase agreement ("**SPA**") with Yeo Choo Pee and Koh Siew Choo (the "**Sellers**") and Yeo Wen Fung ("**YWF**"), for the acquisition by the Company of 12,000 ordinary shares in Fair Breeze Trading Pte. Ltd. ("**Fair Breeze**") from the Sellers, representing 60% of the total issued share capital of Fair Breeze ("**Sale Shares**") (the "**Acquisition**"). Completion of the Acquisition ("**Completion**") has also taken place on the same day. Following Completion, Fair Breeze has become a subsidiary of the Group.

1.2 In addition, in connection with the Acquisition, the Company, YWF and Fair Breeze have entered into a shareholders' deed (the "**Shareholders' Deed**") to regulate the affairs of Fair Breeze and the respective rights and obligations of the Company and YWF as shareholders of Fair Breeze. Pursuant to the Shareholders' Deed, the Company has been granted a call option and YWF has been granted a put option (collectively, the "**Call and Put Options**") over the remaining 8,000 ordinary shares in Fair Breeze held by YWF (the "**Remaining Shares**"), representing the remaining 40% of the total issued share capital of Fair Breeze. The Call and Put Options are exercisable in tranches over a period of three (3) years following Completion. The Acquisition and the acquisition of the Remaining Shares through the Call and Put Options shall hereinafter be referred to as the "**Proposed Transactions**".

1.3 The Proposed Transactions constitute "discloseable transactions" as referred to in Chapter 10 of the Listing Manual (the "**Listing Manual**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). Please refer to paragraph 6 of this announcement for further details on the relative figures in respect of the Proposed Transactions computed on the bases set out in Rule 1006 of the Listing Manual.

2. INFORMATION ON FAIR BREEZE AND THE SELLERS

2.1 Information on Fair Breeze

2.1.1 Fair Breeze Trading Pte. Ltd. (Company Registration Number: 199906928W) is a private limited company incorporated in Singapore on 5 November 1999. Fair Breeze is one of Singapore's leading suppliers of duty-free alcoholic beverages and tobacco products to ship chandlers, cruise liners, naval ships, and other maritime customers.

2.1.2 Fair Breeze's revenue is derived primarily from the supply of tobacco products and alcoholic beverages. As at the date of this announcement, the issued and paid-up share capital of Fair Breeze is S$20,000 comprising 20,000 ordinary shares.

2.1.3 **Net tangible asset ("NTA") of Fair Breeze**

Based on the audited financial statements of Fair Breeze for the financial year ended 30 November 2025 ("**FY2025**"), the NTA of Fair Breeze is approximately S$10,568,619.

2.1.4 **Net profits of Fair Breeze**

Based on the audited financial statements of Fair Breeze for FY2025, the net profit after tax of Fair Breeze is approximately S$2,413,419.

2.1.5 **Value of Fair Breeze**

The open market value of Fair Breeze is not available as its shares are not listed or traded on any securities exchange. No independent valuation was conducted in respect of the Proposed Transactions. Based on the audited financial statements of Fair Breeze for FY2025, the net book value of Fair Breeze is S$10,569,619.

2.2 **Information on the Sellers**

2.2.1 The Sellers are the founders and directors of Fair Breeze. Prior to Completion, the shareholding structure of the Company is as follows: Yeo Choo Pee (6,000 shares / 30%), Koh Siew Choo (6,000 shares / 30%) and YWF (8,000 shares / 40%). Following Completion, the Sellers will not hold any shares in the Company. YWF is the Managing Director and Chief Executive Officer of Fair Breeze and is a party to the SPA.

2.2.2 The Sellers are not directly or indirectly related to any of the Directors or controlling shareholders (as defined in the Listing Manual) of the Company and/or their respective associates (as defined in the Listing Manual).

3. PRINCIPAL TERMS OF THE SPA

3.1 **Purchase Consideration for the Sale Shares**

3.1.1 The aggregate consideration for the Acquisition is approximately S$7,740,001 (the "**Consideration**"), satisfied entirely in cash. No equity securities of the Company will be issued in connection with the Acquisition.

3.1.2 The Consideration has been derived based on 60% of the full equity value of Fair Breeze (the "**Full Equity Value**"), being 5.5 times the adjusted profit after tax of Fair Breeze for FY2025 (the "**FY2025 Adjusted PAT**") of approximately S$2,345,455. The Full Equity Value (on a 100% basis) is accordingly approximately S$12,900,002.

3.1.3 The Consideration was arrived at after negotiations with the Sellers on a willing-buyer, willing-seller basis. In arriving at the Consideration, the Company has taken into account, *inter alia*, Fair Breeze's track record and future prospects, the strategic merits of the Acquisition, the reasonableness of the multiple against comparables, and the profit assurance and cash collateral protections. The Board is of the view that the Consideration, taken as a whole, is fair and reasonable and in the interests of the Company and its shareholders.

3.2 **Payment of Consideration**

3.2.1 The Consideration shall be payable as follows:

(a) on Completion, an amount equal to the Consideration less S$1,500,000 (the "**Retained Sum**"); and

(b) the Retained Sum shall be withheld and released progressively over three (3) years in three equal instalments of S$500,000 each to YWF (on behalf of the Sellers), subject to the deduction of any Profit Guarantee Adjustment (as defined below).

3.3 **Profit Guarantee**

3.3.1 YWF and the Sellers guarantee to the Company that the adjusted profit after tax of Fair Breeze (the "**Adjusted PAT**") for each of the financial years ending 30 November 2026 ("**FY2026**"), 30 November 2027 ("**FY2027**") and 30 November 2028 ("**FY2028**") shall be not less than the FY2025 Adjusted PAT (each a "**Guaranteed Profit**").

3.3.2 In the event that the actual Adjusted PAT of Fair Breeze for any of FY2026, FY2027 or FY2028 falls below the relevant Guaranteed Profit, the shortfall (the "**Profit Guarantee Adjustment**") shall be deducted from the corresponding instalment of the Retained Sum.

3.4 **Call and Put Options over Remaining Shares**

3.4.1 Pursuant to the Shareholders' Deed, the Company has been granted a call option and YWF has been granted a put option over the Remaining Shares, exercisable in the following tranches:

(a) 10% (2,000 shares): exercisable within six (6) months after the finalisation of the FY2026 audited financial statements, at an exercise price of 10% of the amount equivalent to 5.5 times the Adjusted PAT for FY2026;

(b) 10% (2,000 shares): exercisable within six (6) months after the finalisation of the FY2027 audited financial statements, at an exercise price of 10% of the amount equivalent to 5.5 times the Adjusted PAT for FY2027; and

(c) 20% (4,000 shares) or the remaining interest held by YWF: exercisable within six (6) months after the finalisation of the FY2028 audited financial statements, at an exercise price of 20% (or such percentage as corresponds to the actual interest being acquired) of the amount equivalent to 5.5 times the Adjusted PAT for FY2028.

3.4.2 Upon completion of all tranches under the Call and Put Options, the Company will hold 100% of the total issued share capital of Fair Breeze.

3.5 **Conditions Precedent**

3.5.1 The Acquisition was conditional upon the fulfilment of various conditions precedent ("**Conditions Precedent**"), including but not limited to the following:

(a) the Company having obtained all requisite internal approvals, including board approval and, if required, shareholders' approval in accordance with the Listing Manual;

(b) the written consent of the landlord for the change of control of Fair Breeze in connection with the premises leased by Fair Breeze;

(c) each of YWF and Yeo Wen Tan having duly executed and delivered an employment agreement with the Company for a period of three (3) years from Completion;

(d) the Company, YWF and Fair Breeze having duly executed the Shareholders' Deed;

(e) Fair Breeze having obtained all consents, waivers, approvals, licences and authorisations required by applicable law for or in connection with the entry into and consummation of the Acquisition and to enable the Company to be registered as the holder of the Sale Shares, and the same remaining in full force and effect and not having been revoked, suspended, withdrawn or amended on or before Completion;

(f) all transaction documents, including the SPA and the Shareholders’ Deed, having been duly executed and delivered by each of the parties thereto, in such form and substance as is satisfactory to the Company;

(g) the execution, delivery and implementation of the transactions contemplated by the SPA and the sale and transfer of the Sale Shares not being in breach of any applicable law;

(h) no legal proceedings having been commenced or threatened involving any challenge to the transactions contemplated by the SPA, or which could have the effect of preventing, delaying, making illegal, imposing limitations or conditions on, or otherwise interfering with, the transactions contemplated by the SPA, and there shall be no injunction, order or action of any governmental or regulatory agency having a similar effect;

(i) no material adverse change (whether existing or threatened) having occurred in respect of Fair Breeze at any time between the date of the SPA and Completion;

(j) there having been no material breach of any of the warranties as at Completion;

(k) the completion of the transfer of 1,500 ordinary shares in Fair Breeze from each Seller to YWF; and

(l) each of the warranties being true, complete and accurate in all material respects as at the date of the SPA and remaining true, complete and accurate in all material respects immediately prior to Completion, in each case by reference to the facts and circumstances then subsisting.

3.5.2 In the event the Conditions Precedent were not fulfilled (or waived, where applicable) by the long-stop date of 31 August 2026 (the "**Long-Stop Date**"), the SPA shall terminate and neither party shall have any claim against the other, save for antecedent breaches. The Conditions Precedent were fulfilled prior to Completion.

3.6 **Completion**

Completion has taken place on 31 August 2026.

4. RATIONALE FOR THE PROPOSED TRANSACTIONS

4.1 The Proposed Transactions are in line with the Group's strategy to secure stable and recurring income streams. Fair Breeze has demonstrated a consistent track record of stable revenue, improving margins and positive cash flows over the past several years, with FY2025 Adjusted PAT of approximately $2.4 million, and the acquisition is expected to be earnings accretive to the Group.

4.2 Fair Breeze operates within an established niche in the maritime duty-free supply sector under a Type III licensed warehouse regime in Singapore's ship chandler bonded goods supply sector. The Proposed Transactions will complement the Group’s existing operations, add a new revenue stream to the Group, and will help diversify the Group’s business further.

4.3 Having considered the terms of the Proposed Transactions, the rationale for the Proposed Transactions as set out above, the prospects of Fair Breeze and the associated risks, the Board is of the view that the Proposed Transactions are in the best interests of the Company.

5. SOURCE OF FUNDS

The Consideration for the Acquisition was funded entirely through bank borrowings.

6. RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL

6.1 Based on the Group's latest unaudited financial statements for the financial year ended 30 April 2026 (the "**Group’s FY2026**"), the relative figures of the Proposed Transactions computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

Rule	Description	Relative Figure (%)
1006(a)	The net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets.	Not Applicable(1)
1006(b)	The net profit attributable to the assets acquired or disposed of, compared with the group's net profits.	18.4%(2)

1006(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.	15.4%((3)
1006(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(4)
1006(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. This 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 assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.	Not Applicable(5)

Notes:

(1) Rule 1006(a) of the Listing Manual is not applicable to an acquisition of assets.

(2) The relative figure for Rule 1006(b) has been computed based on the profit before tax attributable to 100% of Fair Breeze of approximately S$2.99 million for the twelve-month period from 1 May 2025 to 30 April 2026, and the Group's unaudited net profit before tax of approximately S$16,197,000 for the Group's FY2026.

(3) Computed based on:

   a. PAT of Fair Breeze for FY2025: $2.42 million
   b. Adjustments for one-off: ($73k)
   c. Adjusted PAT of Fair Breeze: $2.35 million
   d. Estimated Purchase Consideration (5.5x): $12.90 million
   e. Market capitalisation of the Group as at 28 August 2026: $83,848,187

(4) Rule 1006(d) of the Listing Manual is not applicable as no equity securities are being issued as consideration for the Acquisition.

(5) Rule 1006(e) of the Listing Manual is not applicable as the Company is not a mineral, oil and gas company.

Having regard to the above, as the relative figure computed under Rule 1006(b) in respect of the Proposed Transactions exceeds 5% but does not exceed 20%, the Proposed Transactions constitute discloseable transactions as defined in Chapter 10 of the Listing Manual.

7. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS

7.1 As these financial effects are based on the Group's unaudited consolidated accounts for its most recently completed FY2026 and are presented for illustration purposes only, they will not reflect the future financial position of the Group after the Acquisition has taken place. In this regard, the said illustrative financial effects have been prepared on the following assumptions:

(a) the financial effects of the Acquisition on the Group's net tangible assets (the "**NTA**") per share is based on the assumption that the Acquisition had been completed on 30 April 2026; and

(b) the financial effects of the Acquisition on the Group's earnings per share ("**EPS**") are computed based on the assumption that the Acquisition was completed on 1 May 2025.

NTA per share

The pro forma financial effects on the consolidated NTA per share of the Group for the Group's FY2026, assuming the Proposed Transactions had been effected on 30 April 2026, are as follows:

	Before the Proposed Transactions	After the Proposed Transactions
NTA (S$'000)	241,900	234,284
Number of issued shares of the Company (excluding treasury shares) ('000)	674,889	674,889
NTA per share (cents)	35.84	34.71

EPS

The pro forma financial effects on the consolidated EPS of the Group for the Group's FY2026, assuming the Proposed Transactions had been effected on 1 May 2025, are as follows:

	Before the Proposed Transactions	After the Proposed Transactions
Net profit attributable to shareholders (S$'000)	15,422	17,693
Weighted average number of issued shares of the Company (excluding treasury shares) ('000)	677,713	677,713
Earnings per share (cents)	2.28	2.61

8. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Proposed Transactions. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

9. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Transactions (other than through their respective shareholding interests in the Company, if any).

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the matters stated herein, and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

11. CAUTIONARY STATEMENT

Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company and should consult their stockbrokers, bank managers, solicitors, accountants, or other professional advisers if they are in doubt about the actions that they should take.

12. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SPA is available for inspection at the registered office of the Company at 51 Penjuru Road #04-00 Singapore 609143 during normal business hours for a period of three (3) months from the date of this announcement.

BY ORDER OF THE BOARD

Vibrant Group Limited

Sebastian Tan Cher Liang

Non-Independent Non-Executive Chairman

31 August 2026