

DISPOSAL OF SHAREHOLDING INTERESTS IN ALPHA ONE LIMITED

1. INTRODUCTION

- 1.1 The Board wishes to announce that the Company has, on 26 March 2019, entered into a sale and purchase agreement with Top Performers Learning & Consulting Sdn Bhd (the “**Purchaser**”), pursuant to which the Company has agreed to sell, and the Purchaser has agreed to purchase 100.00% of the shares held by the Company (the “**Alpha One Sale Shares**”) in Alpha One Limited (“**Alpha One**”) (the “**Proposed Disposal**”). Following the Proposed Disposal, Alpha One will cease to be a wholly-owned subsidiary of the Company.

The Board also wishes to announce that to facilitate the proposed disposal, the company has also carried out an internal restructuring pursuant to which the Company has carved out MediaRing.com (Shanghai) Limited, from Alpha One directly under the Company as explained below.

2. DETAILS OF THE PROPOSED DISPOSAL

2.1 Consideration and Payment Terms

The consideration for the Alpha One Sale Shares in respect of the Proposed Disposal is an aggregate of S\$6,000. The consideration was arrived at on a willing-buyer, willing-seller basis, after taking into account the net asset/tangible asset value of Alpha One of approximately SGD 5,865 as at 31 December 2018 and approximately SGD 5,022 as at 28 February 2019, respectively. Alpha One has been non-operative from the last 3 years.

2.2 Valuation

As at 31 December 2018, the book value of Alpha One is approximately S\$5,865. As at 28 February 2019, the net tangible asset value of Alpha One is approximately S\$5,022. The value doesn't include any intra-group balances. The valuation has been derived based on the net tangible assets of Alpha One as at 31 December 2018 and 28 February 2019 as mentioned above.

The Board wishes to highlight that the relative figures computed under Chapter 10 of the Listing Manual do not exceed 5% in respect of the Proposed Disposal.

3. INTERNAL RESTRUCTURING

- 3.1 The Board wishes to inform the shareholders that Alpha One had a wholly owned subsidiary MediaRing.com (Shanghai) Limited (“**MediaRing Shanghai**”) in China. The Company's intent was to only divest Alpha One and not MediaRing Shanghai. Hence, a restructuring exercise was undertaken where MediaRing Shanghai has been moved internally to be directly owned under the ultimate holding company, SEVAK Limited.
- 3.2 Alpha One Limited (“**Alpha One**”), has, on 25 March 2019, entered into a sale and purchase agreement with the Company, pursuant to which Alpha One has agreed to sell, and the Company has agreed to purchase 100.00% of the shares held by Alpha One (the “**MediaRing Sale Shares**”) in MediaRing.com (Shanghai) Limited (the “**Target Company**”) (the “**Internal Restructuring**”).
- 3.2 Pursuant to the Internal Restructuring and after all approvals, consents and registrations have been obtained by the Company in respect of the Internal Restructuring from the relevant Peoples' Republic of China regulatory authorities, the Target Company shall become a directly and wholly-owned subsidiary of the Company.

4. INTERESTS OF CONTROLLING SHAREHOLDERS AND DIRECTORS

None of the Directors or as far as the Directors are aware, the controlling substantial shareholders of the Company has any interest, direct or indirect, in the Internal Restructuring and the Proposed Disposal.

BY ORDER OF THE BOARD

Maneesh Tripathi

Executive Director and Group CEO
Sevak Limited

26 March 2019