



DISA Limited  
(Company Registration No. 197501110N)  
(Incorporated in the Republic of Singapore)

---

## THE DISPOSAL OF INVESTMENT IN ICREATE GROUP LIMITED

---

### 1. INTRODUCTION

The Board of Directors (the “**Board**”) of DISA Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that, on 28 August 2024, the Company’s wholly-owned subsidiary, Disa Digital Safety Pte. Ltd. (“**DiSa**”), had entered into a sale and purchase agreement (the “**SPA**”) with Scash Technologies Employees Pte. Ltd. (“**SCash Employees**”) for the disposal of all the shares held by DiSa (the “**Sale Shares**”) in Icreate Group Limited (“**Icreate**”), representing 1.55% of the total issued and paid-up capital of Icreate, to SCash Employees for an aggregate cash consideration of S\$150,000 (the “**Purchase Consideration**”) (the “**Disposal**”).

### 2. INFORMATION ON ICREATE AND SCASH EMPLOYEES

#### 2.1 ICREATE

Icreate was incorporated in Seychelles on 13 April 2021, and is an investment holding company. As at the date of the SPA, Icreate holds 31.45% of the total preference shares in SCash Global Pte. Ltd. (“**SCash Global**”) which is engaged in information technology consultancy business. DiSa had, on 30 September 2019, completed the acquisition of 0.5% of equity stake in SCash Technologies Pte. Ltd. (“**SCash**”), a company incorporated in Singapore that was engaged in information technology consultancy business at a purchase consideration of S\$150,000. The investment in SCash of S\$150,000 has been fully impaired in the financial year ended 30 June 2021 (“**FY2021**”) taking into consideration that COVID-19 has impacted the business of SCash. SCash was struck off in FY2022, and a former director of SCash has allotted DiSa 1.55% equity interest in Icreate, another company in which he is also a director, in lieu of returns of capital. For avoidance of doubt, the Company was only a minority shareholder of SCash, holding 0.5% equity stake in SCash, and had no control over SCash’s decision on the way and amount of its returns of capital. Any form of capital return from the investment in SCash was a bonus to the Company. Accordingly, the investment in SCash, and subsequently in Icreate, has been carrying at zero value since FY2021. Subsequently, in view of the ongoing discussion with SCash Employees on the Disposal, for the purpose of the financial statements for FY2024, the Company had written back S\$150,000 in the investment in Icreate after taking into consideration the purchase price that was in negotiation. Accordingly, the carrying value of the investment in Icreate as at 30 June 2024 of S\$150,000 was recorded under “financial assets at fair value through other comprehensive income” in the statements of financial position of the Group.

#### 2.2 SCASH EMPLOYEES

SCash Employees was incorporated in Singapore on 7 January 2019, and is an investment holding company. The Company confirms that none of the directors or substantial shareholders of the Company has, to the best of their knowledge, any connection (including business relationship) with SCash Employees.

### 3. KEY TERMS OF THE SPA

Pursuant to the terms of the SPA, the Company shall sell all the Sale Shares in Icreate to SCash Employees, including all rights, title and interest in Icreate, in exchange for a Purchase Consideration of S\$150,000.

The Purchase Consideration shall be payable by way of twelve (12) equal monthly instalments, at S\$12,500 each month, commencing 1 September 2024 and ending 1 August 2025. Mr. Lee Eng Yew (“**Guarantor**”), being the Director of SCash Employees, signed a letter dated 28 August 2024 (“**Letter of Undertaking**”) to undertake to pay DiSa in the event that SCash Employees fails to pay DiSa for the Purchase Consideration in the manner set out above.

The Purchase Consideration was arrived at after arm’s length negotiation between SCash Employees and DiSa, and on a ‘willing-buyer and willing-seller’ basis after taking into consideration the acquisition cost of the Sale Shares and the future prospect of Icreate’s business. No valuation was undertaken on Icreate and there was no gain or loss on the Disposal. The Group intends to use the proceeds from the Disposal to fund its general working capital requirement.

Upon executing the SPA and the Letter of Undertaking by the Guarantor, all rights, title and interest in Icreate held by DiSa shall be transferred and assigned to SCash Employees. Accordingly, the Disposal has completed on 28 August 2024.

### 4. RATIONALE FOR THE DISPOSAL

The Group is of the view that the Disposal is in the best interest of the Company as the said investment has not been yielding any income to the Group since its acquisition in 2019 and there is no indication of future cash inflow after considering that SCash Global (being the investment held by Icreate) was still loss making and in negative equity position in the latest financial year ended 31 December 2023.

### 5. FINANCIAL EFFECTS OF THE DISPOSAL

The pro forma financial effects of the Disposal set out below, based on the Group’s latest audited consolidated financial statements for the financial year ended 30 June 2024 (“**FY2024**”), are purely for illustration purposes only and do not reflect the future actual financial position and performance of the Company or the Group after the completion of the Disposal.

For the purpose of illustrating the financial effects of the Disposal, the financial effects of the Disposal are computed based on, *inter alia*, the following assumptions:

- (a) The financial effects on the Group’s loss and loss per share (“**LPS**”) are computed assuming that the Disposal was completed on 1 July 2023;
- (b) The financial effects on the Group’s net tangible assets (“**NTA**”) and NTA per share are computed assuming that the Disposal was completed on 30 June 2024; and
- (c) The expenses in connection with the Disposal have been disregarded as they are immaterial.

#### 5.1 LPS

<b>FY2024</b>	<b>Before the Disposal</b>	<b>After the Disposal</b>
Loss attributable to owners of the Company (S\$’000)	(1,923)	(1,923)
Weighted average number of ordinary shares in the Company (’000)	10,113,241	10,113,241
LPS (S\$ cent)	(0.02)	(0.02)

## 5.2 NTA per share

As at 30 June 2024	Before the Disposal	After the Disposal
NTA attributable to owners of the Company (S\$'000)	1,316	1,166
Number of issued ordinary shares (excluding treasury shares) in the Company ('000)	10,506,683	10,506,683
NTA per share (S\$ cent)	0.01	0.01

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

The relative figures computed on the bases set out in Rule 1006 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "Catalist Rules") in respect of the Disposal and based on the latest announced unaudited financial statements of the Group for FY2024 prior to the date of the SPA are as follows:

Rule 1006	Bases	Relative Figures
(a)	Net asset value of asset to be disposed, compared with the Group's net asset value	10.1% <sup>(1)</sup>
(b)	Net profits attributable to the asset to be disposed, compared with the Group's net profits	Not applicable <sup>(2)</sup>
(c)	Aggregate value of the Purchase Consideration, compared to the Company's market capitalisation as at 27 August 2024, being the last market day preceding the date of the SPA	0.7% <sup>(3)</sup>
(d)	Number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable to disposal of assets
(e)	Aggregate volume or amount of proven and probable reserves to be disposed of, compared with the aggregate to the Group's proven and probable reserves	Not applicable to the Group's industry

### Notes:

- (1) Computed based on the carrying value of the investment in Icreate as at 30 June 2024 of S\$150,000 and the latest announced net asset value of the Group as at 30 June 2024 of approximately S\$1,490,000.
- (2) Icreate did not contribute any profit or loss to the Group during FY2024.
- (3) Computed based on the Purchase Consideration of S\$150,000 and the Company's market capitalisation of approximately S\$21.0 million (being its issued ordinary share capital of the Company ("Shares") of 10,506,683,403 Shares and the volume weighted average price of S\$0.002 per Share on 27 August 2024, being the last day on which the Shares were traded on the SGX-ST preceding the date of the SPA).

As the relative figure computed on the bases set out in Rule 1006(a) of the Catalist Rules exceeds 5% but does not exceed 50%, the Disposal is considered a discloseable transaction under Rule 1010 of the Catalist Rules.

## 7. NON-DISCLOSURE OF THE DISPOSAL UNDER RULE 1010 OF THE CATALIST RULES

The Disposal would require an immediate announcement under Rule 1010 of the Catalist Rules as it constitutes a discloseable transaction. The following set out the information regarding the non-disclosure of the Disposal.

### (a) Chronology of events

The decision to dispose the shares in Icreate was made in mid-August 2024 but it was delayed until the date of SPA, 28 August 2024. In late-September, the Company's continuing sponsor, SAC Capital Private Limited ("**Sponsor**"), inquired with the Chief Financial Officer of the Company ("**CFO**") of the Disposal during their review of the draft audited financial statements of the Group for FY2024. Upon realising the omission of the disclosure on the Disposal, the CFO immediately began the preparation of the announcement and the internal reporting to the board of directors of the Company ("**Board**").

### (b) Reason for the non-disclosure of the Disposal

It is noted that the investment in Icreate is a non-core asset to the Group. It did not generate any profit or loss to the Group since the Group's first recorded the investment in Icreate and was carried at zero value prior to FY2024.

As mentioned in Paragraph 2.1 of this announcement, the investment in SCash, and subsequently in Icreate, has been carrying at zero value since FY2021. In view of the ongoing discussion with SCash Employees on the Disposal, for the purpose of the financial statements for FY2024, the Company had written back S\$150,000 in the investment in Icreate after taking into consideration the purchase price that was in negotiation. During the process, the materiality of the Disposal under Chapter 10 of the Catalist Rules and its associated disclosure requirements were inadvertently overlooked.

The management and the Board confirm that the non-disclosure was an isolated occurrence and save for the Disposal, there is no other material information not disclosed to the public in accordance with the Catalist Rules.

### (c) Follow-up actions by the Company

The Company has, through the Sponsor, submitted a letter to the SGX-ST to voluntarily report the non-disclosure of the Disposal.

The management confirms that it has been communicating with the Sponsor and the Board for all other material corporate actions on a timely basis and the Disposal is an isolated case. The management further confirms that it will continue to ensure that all material corporate actions are communicated to the Sponsor and the Board on a timely manner before execution. The management will also ensure that all matters which are not in the ordinary course of business (which do not hit materiality thresholds, i.e. for announcement and/or shareholders' approval) are part of the reporting to the Sponsor and the Board for their attention.

In addition, the management and the Board confirm that the current internal controls and procedures established and maintained by the Group are adequate and effective.

## 8. INTERESTS OF DIRECTORS, CONTROLLING SHAREHOLDERS AND SUBSTANTIAL SHAREHOLDERS

Save for their respective interests in the issued Shares in the capital of the Company (as the case may be), none of the Directors, controlling shareholders or substantial shareholders of the Company has any interest, direct, or indirect in the Disposal.

## 9. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SPA will be available for inspection during normal business hours at the Company's registered office at 120 Lower Delta Road, #03-15 Cendex Centre, Singapore 169208 for a period of three (3) months from the date of this announcement.

### BY ORDER OF THE BOARD

#### CHNG WENG WAH

Managing Director and Chief Executive Officer

22 October 2024

*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms. Lee Khai Yinn (Registered Professional, SAC Capital Private Limited)  
Address: 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.  
Telephone number: +65 6232 3210*