



(Incorporated in the Republic of Singapore on 14 August 2015)
(Company Registration Number: 201531866K)

PROPOSED ACQUISITION OF REMAINING SHARES IN A SUBSIDIARY COMPANY – SECURA DOCUMENTATION PTE. LTD.

1. INTRODUCTION

The board of directors (the “**Board**” or the “**Directors**”) of Secura Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that its wholly-owned subsidiary company, Secura Singapore Pte. Ltd. (“**SSPL**”) has on 31 October 2019 (the “**Execution Date**”) entered into a sale and purchase agreement (the “**Agreement**”) with its existing joint-venture partner, Mr. Hee Kam Fatt (the “**Transferor**”, and together with the Company, the “**Parties**”) in relation to the proposed acquisition (the “**Proposed Acquisition**”) by SSPL from the Transferor of 120,000 ordinary shares (the “**Sale Shares**”), representing the balance 30% of the issued and paid-up capital of Secura Documentation Pte. Ltd. (“**SDPL**”).

SDPL will be a wholly-owned subsidiary of SSPL following the completion of the Proposed Acquisition.

2. THE PROPOSED ACQUISITION

2.1 Information on SDPL

SDPL was incorporated in Singapore on 6 October 2016 and its principal activities are to carry on the business of data processing and related activities.

Based on the audited financial statements for the financial year ended 31 December 2018, the net asset value of SDPL was S\$217,023. No independent valuation was conducted on SDPL for the purposes of the Proposed Acquisition.

2.2 The Transferor

The Transferor, Mr. Hee Kam Fatt, intends to divest his interest in the business of data processing to focus on his other business interests.

3. SALIENT TERMS OF THE PROPOSED ACQUISITION

3.1 Acquisition Consideration

The aggregate cash consideration for the Proposed Acquisition is S\$62,000.00. The consideration was arrived at on a willing buyer-willing seller basis, taking into account the net book value of SDPL as at 30 September 2019.

3.2 Conditions Precedent

Completion of the Proposed Acquisition is subject to the fulfilment of, *inter alia*, the resignation of Mr. Hee Kam Fatt from the Board of SDPL.

4. RELATIVE FIGURES COMPUTED PURSUANT TO RULE 1006 OF THE LISTING MANUAL SECTION B: RULES OF CATALIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”) (“CATALIST RULES”)

Based on the latest announced unaudited consolidated financial statements of the Group and SDPL for the financial period ended 30 September 2019, the relative figures for the Proposed Acquisition computed on the bases set out in Rule 1006 of the Catalist Rules are set out below:

Rule 1006 of the Catalist Rules	Bases	Relative Figures for the Proposed Acquisition
(a)	Net asset value of assets to be disposed of compared to the Group's net asset value	Not Applicable
(b)	Net losses attributable to the assets to be acquired, compared with the Group's net profit	-0.5% ⁽¹⁾
(c)	Aggregate value of the consideration, compared with the Company's market capitalisation	0.3% ⁽²⁾
(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
(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	Not Applicable

Notes:

- (1) The Group's profit before tax for the financial period ended 30 September 2019 was approximately S\$617,000. The loss before tax attributable to the Sale Shares for the financial period ended 30 September 2019 was approximately S\$3,000.
- (2) The Company's market capitalisation of approximately S\$18.0 million was computed based on the Company's existing issued and paid-up share capital of 400,002,000 shares and the volume-weighted average price of S\$0.045 per share on 30 October 2019, being the last market day preceding the Execution Date on which the Company's shares were traded.

Having regard to the above, as the relative figures computed on the bases set out in Rule 1006 of the Catalist Rules does not exceed 5.0%, the Proposed Acquisition constitutes a “non-discloseable transaction” under the Catalist Rules.

5. RATIONALE FOR THE PROPOSED ACQUISITION

The Company decided to acquire the Sale Shares after taking into consideration the potential synergy of full integration with its security printing business.

6. FINANCIAL IMPACT ON THE COMPANY

The Proposed Acquisition is not expected to have a material impact on the Company's net asset value per share or earnings per share for the financial year ending 31 December 2019.

7. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or controlling shareholders of the Company or their respective associates has any interest, direct or indirect, in the Proposed Acquisition, save for their shareholdings in the Company (if any).

8. 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 Proposed Acquisition, 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.

9. DOCUMENT FOR INSPECTION

A copy of the Agreement shall be available for inspection at the Company's registered office at 38 Alexandra Terrace, Singapore 119932 during normal business hours for a period of three (3) months from the date of this announcement.

10. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company. In particular, shareholders and potential investors should note that completion of the Proposed Acquisition is subject to fulfilment of various conditions as set out in the Agreement. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisors.

BY ORDER OF THE BOARD

Lim Siok Leng
Executive Director and Chief Financial Officer

1 November 2019

This announcement has been prepared by Secura Group Limited (the "Company") and has been reviewed by the Company's sponsor, United Overseas Bank Limited (the "Sponsor"), for compliance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. This announcement has not been examined or approved by the SGX-ST. 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 Mr Chia Beng Kwan, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.