



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

MEMORANDUM OF UNDERSTANDING – SUBSCRIPTION OF SHARES IN CUSTODIO TECHNOLOGIES PTE LTD

1. INTRODUCTION

The board of directors (the “**Board**” or the “**Directors**”) of Secura Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that the Company had, on 15 December 2016, entered into a memorandum of understanding (“**MOU**”) with Custodio Pte Ltd (“**Custodio**”) and Custodio Technologies Pte Ltd (“**CTPL**”), pursuant to which, the Company will subscribe for such number of new ordinary shares representing 20% of the enlarged issued and paid-up share capital of CTPL for a consideration of USD4.5 million (the “**Proposed Subscription**”).

Pursuant to the MOU, the Company, Custodio and CTPL (collectively, the “**Parties**”) will enter into negotiations on the terms of the Proposed Subscription, with the objective of finalising and entering into a definitive subscription agreement (“**Subscription Agreement**”) and other related documents in respect of the Proposed Subscription.

The MOU sets out the preliminary intentions of the Parties with regards to the Proposed Subscription, and does not constitute a legally binding contract or otherwise give rise to legally enforceable rights and obligations in respect of the Parties, save for certain provisions relating to exclusivity and confidentiality. The Parties shall negotiate in good faith to agree on the terms and conditions of the Subscription Agreement within 60 days from the date of the MOU.

2. INFORMATION ON CUSTODIO AND CTPL

2.1 CTPL

CTPL is a wholly-owned subsidiary of Custodio and was incorporated in Singapore in September 2016. Its principal activities are to carry on, in Singapore, the business and activities of research and development of new cyber security solutions and capabilities, with a focus on cyber early warning technology.

2.2 Custodio

Custodio was incorporated in Singapore in January 2014 and its ultimate shareholding company is Israel Aerospace Industries Ltd., Israel's prime aerospace and aviation manufacturer that is recognised globally as, *inter alia*, a leader in developing military and commercial aerospace technology and cyber solutions.

Custodio's principal activities in Singapore are to carry on, through CTPL, the business and activities of research and development of new cyber security solutions and capabilities with a focus on cyber early warning technology.

The shareholders of Custodio are not related to the Directors or controlling shareholders of the Company or their respective associates.

3. RATIONALE

The Proposed Acquisition will provide an opportunity for the Company to grow its cyber security business in the area of early warning cyber security and establish itself as an innovation centre for the design and implementation of such firmware, hardware and software, which the Company believes has potential for growth.

4. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders of the Company or their respective associates has any interest, directly or indirectly, in the Proposed Subscription, save for their respective shareholding interests in the Company.

5. FURTHER ANNOUNCEMENTS

The Company will make the relevant update announcements on the Proposed Subscription in compliance with the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited, including information required under Chapter 10 of the Catalist Rules, upon finalisation of the terms and conditions of the Subscription Agreement or as and when there are material developments on this matter.

6. CAUTIONARY STATEMENT

Please note that the MOU is subject to, *inter alia*, the execution of the Subscription Agreement among the Parties. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company. In particular, shareholders and potential investors should note that there is no assurance that any business activities or transactions mentioned in this announcement will materialise. 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

15 December 2016

*This announcement has been prepared by Secura Group Limited (the "**Company**") and its contents have been reviewed by the Company's sponsor, United Overseas Bank Limited (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by 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 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.