



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

PROPOSED DISPOSAL OF SHARES IN AN ASSOCIATE COMPANY – SECURA (THAILAND) CO., 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 the Company has on 27 March 2018 (the “**Execution Date**”) entered into a sale and purchase agreement (the “**Agreement**”) with Fidelium Thailand Pte. Ltd. (the “**Purchaser**”, and together with the Company, the “**Parties**”) in relation to the proposed disposal (the “**Proposed Disposal**”) by the Company of 18,000 ordinary shares (the “**Sale Shares**”), representing 45% of the entire issued and paid-up capital of Secura (Thailand) Co., Ltd. (“**STCL**”).

The Sale Shares represent the entire interest of the Company in STCL, and STCL will cease to be an associate of the Company following the completion of the Proposed Disposal.

2. THE PROPOSED DISPOSAL

2.1 Information on STCL

STCL was incorporated in Thailand and its principal activities are to carry on the business of cyber security, homeland security, security consultancy, security printing and other security products and services.

Based on the latest available management accounts at 31 December 2017, the unaudited net liability value and net tangible liability value of STCL was approximately THB 2.3 million (equivalent to approximately S\$97,000¹). No independent valuation was conducted on STCL for the purposes of the Proposed Disposal.

2.2 The Purchaser

The Purchaser is 75% owned by Mr Paul Lim Choon Wui, a former Director and the former Chief Executive Officer of the Company. Mr Paul Lim Choon Wui and the remaining shareholders of the Purchaser are not related to any of the Directors, the controlling shareholders of the Company and their respective associates.

¹ Based on an exchange rate of approximately S\$1: THB23.80

3. SALIENT TERMS OF THE PROPOSED DISPOSAL

3.1 Disposal Consideration

The aggregate cash consideration for the Proposed Disposal of the Sale Shares is S\$1.00. The consideration was arrived at on a willing buyer-willing seller basis, taking into account the net liability and loss-making position of STCL.

3.2 Conditions Precedent

Completion of the Proposed Disposal is subject to the fulfilment of the following conditions precedent, among others:-

- (a) The Company pardoning all loans due to it from STCL. As at the date of the Agreement, the amount due from STCL was approximately S\$128,000.
- (b) Parties obtaining the relevant approvals from the directors and other remaining shareholders of STCL; and
- (c) The Company delivering to the Purchaser the management accounts of STCL for the financial year ending 31 December 2017 and for the period from 1 January 2018 to 28 February 2018.

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 for the financial year ended 31 December 2017 and the management accounts of STCL for the financial year ended 31 December 2017, the relative figures for the Proposed Disposal 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 Disposal
(a)	Net asset value of assets to be disposed of compared to the Group's net asset value	Nil ⁽¹⁾
(b)	Net loss attributable to the assets to be disposed, compared with the Group's net loss	3.8% ⁽²⁾
(c)	Aggregate value of the consideration received, compared with the Company's market capitalisation	0.0% ⁽³⁾
(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) As at 31 December 2017, the Group had made provisions for the full impairment of its investment in STCL.
- (2) The Group's loss before tax for the financial year ended 31 December 2017 was approximately S\$2,382,000. The loss before tax attributable to the Group's 45% stake in STCL for the financial year ended 31 December 2017 was approximately S\$91,000.
- (3) Less than 0.1%. The Company's market capitalisation of approximately S\$30.8 million was computed based on the Company's existing issued and paid-up share capital of 400,000,000 shares and the volume-weighted average price of S\$0.077 per share on 26 March 2018, 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 Disposal constitutes a “non-discloseable transaction” under the Catalist Rules.

5. RATIONALE FOR THE PROPOSED DISPOSAL

The Company decided to dispose its stake in STCL after taking into consideration the challenges of business costs which had yielded negative returns on investment. The Proposed Disposal will allow the Company to free up resources to focus on its core business segment.

6. FINANCIAL IMPACT ON THE COMPANY

As at 31 December 2017, the Group had made provisions for the full impairment of its investment in STCL and amounts due from STCL amounting to \$200,000 in aggregate. Accordingly, the Proposed Disposal is not expected to have a material impact on the Company’s net asset value per share or earning per share for FY2018.

7. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company or their respective associates has any interest, directly or indirectly, in the Proposed Disposal, 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 Disposal, 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 Disposal 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

27 March 2018

*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.

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