

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this document or the action you should take, you should consult a person authorised for the purposes of the Financial Services and Markets Act 2000 (FSMA) who specialises in advising on the acquisition of shares and other securities.

This document comprises a prospectus relating to Sealand Capital Galaxy Limited (**Company**), prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (**FCA**) made under section 73A of FSMA and approved by the FCA under section 87A of FSMA. This document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules. The Company's current listing will be cancelled, and application has been made to the FCA for all of the ordinary shares of £0.0001 each in the Company (issued and to be issued pursuant to the Placing and Acquisition) to be re-admitted to the Official List of the United Kingdom Listing Authority by way of a standard listing under Chapter 14 of the Listing Rules and to the London Stock Exchange for such Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities (**Re-Admission**). It is expected that Re-Admission will become effective and that dealings in the Ordinary Shares will commence at 8.00 a.m. on 28 February 2017.

The Company and each of the Directors and the Proposed Directors, whose names appear on page 35 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company, the Directors and the Proposed Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISK AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH ANY INVESTMENT IN THE ORDINARY SHARES, AS SET OUT IN THE SECTION ENTITLED "RISK FACTORS" ON PAGES 14 TO 25 OF THIS DOCUMENT.

PROSPECTIVE INVESTORS SHOULD BE AWARE THAT AN INVESTMENT IN THE COMPANY INVOLVES A SIGNIFICANT DEGREE OF RISK AND THAT, IF CERTAIN OF THE RISKS DESCRIBED IN THIS DOCUMENT OCCUR, INVESTORS MAY FIND THEIR INVESTMENT IS MATERIALLY ADVERSELY AFFECTED.

ACCORDINGLY, AN INVESTMENT IN THE ORDINARY SHARES IS ONLY SUITABLE FOR INVESTORS WHO ARE PARTICULARLY KNOWLEDGEABLE IN INVESTMENT MATTERS AND WHO ARE ABLE TO BEAR THE LOSS OF THE WHOLE OR PART OF THEIR INVESTMENT.

Sealand Capital Galaxy Limited

(incorporated in the Cayman Islands with registered number 300100)

Acquisition of SecureCom Media Holdings Limited

Placing of 7,000,000 Ordinary Shares and issue of 10,000,000 Ordinary Shares at a price of 20 pence per Ordinary Share

and

Re-admission to the Official List (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the London Stock Exchange's main market for listed securities

This document does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer to buy or subscribe for, ordinary shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company.

The Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (**Securities Act**), or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States or of Australia, Canada, Japan, New Zealand, the Republic of Ireland or the

Republic of South Africa, or any province or territory thereof. Subject to certain exceptions, the Ordinary Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly, and this document may not be distributed by any means including electronic transmission within, into, in or from the United States, Australia, Canada, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa or to as for the account of any national, resident or citizen of the United States or any person resident in Australia, Canada, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa. The Ordinary Shares may only be offered or sold in offshore transactions as defined in and in accordance with Regulation S promulgated under the Securities Act. Acquirers of the Ordinary Shares may not offer to sell, pledge or otherwise transfer the Ordinary Shares in the United States, or to any US Person as defined in Regulation S under the Securities Act, including resident corporations, or other entities organised under the laws of the United States, or non-US branches or agencies of such corporations unless such offer, sale, pledge or transfer is registered under the Securities Act, or an exemption from registration is available. The Company does not currently plan to register the Ordinary Shares under the Securities Act. The distribution of this document in or into other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document has not been, and is not required to be, filed with any governmental or other authority in the Cayman Islands. No governmental or other authority in the Cayman Islands has approved this document nor passed upon or endorsed the accuracy or adequacy of this document. The activities of the Company will not be regulated or otherwise overseen by any Cayman Islands authority. Any representation to the contrary is unlawful. No offering of Ordinary Shares is being made by this document to the public in the Cayman Islands.

APPLICATION WILL BE MADE FOR THE ORDINARY SHARES, ISSUED AND TO BE ISSUED PURSUANT TO THE PLACING AND THE ACQUISITION TO BE ADMITTED TO A STANDARD LISTING ON THE OFFICIAL LIST. A STANDARD LISTING WILL AFFORD INVESTORS IN THE COMPANY A LOWER LEVEL OF REGULATORY PROTECTION THAN THAT AFFORDED TO INVESTORS IN COMPANIES WITH A PREMIUM LISTING ON THE OFFICIAL LIST, WHICH ARE SUBJECT TO ADDITIONAL OBLIGATIONS UNDER THE LISTING RULES. IT SHOULD BE NOTED THAT THE UK LISTING AUTHORITY WILL NOT HAVE THE AUTHORITY TO (AND WILL NOT) MONITOR THE COMPANY'S COMPLIANCE WITH ANY OF THE LISTING RULES AND/OR ANY PROVISION OF ANY CODE WHICH THE COMPANY HAS INDICATED THAT IT INTENDS TO COMPLY WITH ON A VOLUNTARY BASIS, NOR TO IMPOSE SANCTIONS IN RESPECT OF ANY FAILURE BY THE COMPANY TO SO COMPLY.

CONTENTS

SUMMARY	4
RISK FACTORS.....	14
CONSEQUENCES OF A STANDARD LISTING.....	26
IMPORTANT INFORMATION, PRESENTATION OF FINANCIAL AND OTHER INFORMATION AND NOTICES TO INVESTORS	28
EXPECTED TIMETABLE OF PRINCIPAL EVENTS.....	34
PLACING STATISTICS	34
DIRECTORS, PROPOSED DIRECTORS, SECRETARY, AGENTS AND ADVISERS	35
PART I	
INFORMATION ON THE COMPANY, ACQUISITION, TARGET AND STRATEGY	37
PART II	
DIRECTORS AND CORPORATE GOVERNANCE	51
PART III	
ACQUISITION AND PLACING	56
PART IV	
SHARE CAPITAL, LIQUIDITY AND CAPITAL RESOURCES AND ACCOUNTING POLICIES..	59
PART V	
TAXATION	63
PART VI	
HISTORICAL FINANCIAL INFORMATION	66
(A) ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF THE COMPANY	66
(B) HISTORICAL FINANCIAL INFORMATION OF THE COMPANY	68
(C) UNAUDITED INTERIM FINANCIAL INFORMATION OF THE COMPANY	78
(D) ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF THE SECURECOM GROUP	86
(E) HISTORICAL INFORMATION OF THE SECURECOM GROUP	88
(F) UNAUDITED INTERIM FINANCIAL INFORMATION OF THE SECURECOM GROUP ..	105
(G) UNAUDITED PRO FORMA FINANCIAL INFORMATION.....	114
(H) ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION.....	117
PART VII	
OPERATING AND FINANCIAL REVIEW.....	119
(A) OPERATING AND FINANCIAL REVIEW OF THE COMPANY	119
(B) OPERATING AND FINANCIAL REVIEW OF THE SECURECOM GROUP.....	122
PART VIII	
ADDITIONAL INFORMATION	
PART IX	
DEFINITIONS	154

SUMMARY

Summaries are made up of disclosure requirements known as “Elements”. These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of security and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of “not applicable”.

Section A - Introduction and warnings		
Element	Disclosure requirement	Disclosure
A.1	Introduction and warnings	<p>THIS SUMMARY SHOULD BE READ AS AN INTRODUCTION TO THE PROSPECTUS. ANY DECISION TO INVEST IN THE SECURITIES SHOULD BE BASED ON CONSIDERATION OF THE PROSPECTUS AS A WHOLE BY THE INVESTOR.</p> <p>Where a claim relating to the information contained in the prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it does not provide, when read together with other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.</p>
A.2	Subsequent resale of securities or final placement of securities through financial intermediaries	Not applicable as there are no financial intermediaries.

Section B - Issuer		
Element	Disclosure requirement	Disclosure
B.1	Legal and commercial name	The legal and commercial name of the Company is Sealand Capital Galaxy Limited.
B.2	Domicile, legal form, legislation and country of incorporation	The Company is incorporated in the Cayman Islands under the Companies Law. The Company was incorporated on 22 May 2015 as an exempted company with limited liability. The Company's registered number is 300100 and its registered office is at Willow House, PO Box 709, Cricket Square, Grand Cayman KY1-1107, Cayman Islands.

B.3	Current operations /principal activities and markets	<p>The Company has not yet commenced operations. However, by acquiring the Target, the Company will become a trading business operating in the IT and social media sector in the APAC region. The business of the Target is the operation of Metalk, a secure mobile communication software application that serves corporate executives and business people across the APAC region and SecureChannel, a web-based secure broadcasting system that allows companies and organisations to create dynamic and mobile friendly posts and presentations, attach sensitive information and multimedia, and broadcast the information to target users via Metalk, which handles at the mobile end added security features such as self-destruct timers and (on the Android application) anti print-screen measures.</p>																				
B.4a	Significant recent trends of the issuer and its industry	<p>LinkedIn, the globally recognised player in the field of business social networking, has entered Asia in recent years, but the Company does not believe that LinkedIn's social model fits as well with Asian social cultures as it does with Western ones. The Company sees this as a market gap and aims to use Metalk to open up the market in Asia. Following this, the directors intend to base SecureChannel's growth on Metalk's increasing base of corporate users, thereby allowing the expansion of the sales volume of SecureChannel solutions.</p> <p>The Target reports a significant growth in subscriptions of SecureChannel since April 2016.</p>																				
B.5	Group structure	<p>As at the date of this document, the Company is not part of a group.</p> <p>Immediately following completion of the Acquisition, the Company will become the holding company of the Target and, via the Target, the SecureCom Subsidiary. The Target holds 100% of SecureCom Media Limited, which is incorporated in Hong Kong with company registration number 2165268.</p>																				
B.6	Notifiable interests, different voting rights and controlling interests	<p>The interests of the Directors together represent approximately 75% of the issued and outstanding share capital of the Company as at 21 February 2017 (being the latest practicable date prior to the publication of this document) and, along with the interests of the Proposed Directors, are expected to represent approximately 47.87% of the issued share capital of the Company on Re-Admission.</p> <p>As at 21 February 2017, there were no outstanding loans granted (or any guarantee provided) by any member of the Enlarged Group to any Director or Proposed Director, nor by any Director or Proposed Director to (or for the benefit of) any member of the Enlarged Group.</p> <p>Except for the interests of those persons set out in this paragraph, the Directors and the Proposed Directors are not aware, at the date of this document, of any interest which immediately following Re-Admission would amount to 3% or more of the Company's issued share capital:</p> <table><thead><tr><th>Name</th><th>Ordinary shares as at the date of this document</th><th>Percentage of existing Ordinary Shares</th><th>Ordinary Shares on Admission</th><th>Percentage of enlarged share capital</th></tr></thead><tbody><tr><td>Nelson Law</td><td>15,750,000</td><td>52.5%</td><td>15,750,000</td><td>33.51%</td></tr><tr><td>Leon Lim</td><td>6,750,000</td><td>22.5%</td><td>6,750,000</td><td>14.36%</td></tr><tr><td>The Seller</td><td>Nil</td><td>Nil</td><td>10,000,000</td><td>21.28%</td></tr></tbody></table> <p>No major holder of Ordinary Shares has voting rights different from other holders of Ordinary Shares.</p> <p>To the best of the Directors' and Proposed Directors' knowledge, no-one directly or indirectly, acting jointly, exercise or could exercise control over the Company.</p>	Name	Ordinary shares as at the date of this document	Percentage of existing Ordinary Shares	Ordinary Shares on Admission	Percentage of enlarged share capital	Nelson Law	15,750,000	52.5%	15,750,000	33.51%	Leon Lim	6,750,000	22.5%	6,750,000	14.36%	The Seller	Nil	Nil	10,000,000	21.28%
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		Persons holding Ordinary Shares should note the disclosure obligations under the Disclosure Guidance and Transparency Rules.																														
B.7	Historical key financial information of the issuer	<p>This document contains historical financial information of the Company and the SecureCom Group along with pro forma financial information for the Enlarged Group.</p> <p>The Company</p> <p>The Company was incorporated on 22 May 2015 and was admitted to the standard segment of the Official List and to trading on the London Stock Exchange's main market on 17 November 2015. Between the date of incorporation and 30 June 2016, the significant changes to the Company's financial condition comprised the raising £750,000 on admission. In the first audited accounting period since its incorporation to 31 December 2015, the Company recorded a loss before and after tax of £46,553 and as at that date, had net assets of £691,797. During the six-month interim period ended 30 June 2016, the Company recorded a loss before and after tax of £85,844 and as at that date, had net assets of £605,953. There have been no other significant changes to the Company's financial condition and operating results during the 14-month period ended 30 June 2016.</p> <p>As at 30 June 2016, the Company's unaudited balance sheet was as follows:</p> <table><tr><td></td><td>Unaudited As at 30 June 2016 £</td></tr><tr><td>Current assets</td><td></td></tr><tr><td>Prepayment</td><td>25,361</td></tr><tr><td>Cash and cash equivalents</td><td>600,052</td></tr><tr><td>Total assets</td><td>625,413</td></tr><tr><td>Current liabilities</td><td></td></tr><tr><td>Amounts owing to directors</td><td>1,664</td></tr><tr><td>Other payables</td><td>17,796</td></tr><tr><td></td><td>19,460</td></tr><tr><td>Equity</td><td></td></tr><tr><td>Share capital</td><td>3,000</td></tr><tr><td>Share premium</td><td>735,350</td></tr><tr><td>Accumulated loss</td><td>(132,397)</td></tr><tr><td></td><td>605,953</td></tr><tr><td>Total equity and liabilities</td><td>625,413</td></tr></table> <p>On 24 March 2016, the Company announced that it had signed a memorandum of understanding with SecureCom. The outline terms of the memorandum of understanding are that the Company intends to acquire all the issued share capital of SecureCom for the consideration of £1,000,000 in cash and 10,000,000 new Ordinary Shares.</p> <p>Except for the matters referred to above there has been no significant change in the financial condition or operating results of the Company subsequent to 30 June 2016.</p> <p>SecureCom Group</p> <p>The tables below set out audited summary financial information of the SecureCom Group for the 14-month period from 6 November 2014, being the date of incorporation of SecureCom Subsidiary, to 31 December 2015, together with the unaudited interim financial information for the six-month period ended 30 June 2016.</p>		Unaudited As at 30 June 2016 £	Current assets		Prepayment	25,361	Cash and cash equivalents	600,052	Total assets	625,413	Current liabilities		Amounts owing to directors	1,664	Other payables	17,796		19,460	Equity		Share capital	3,000	Share premium	735,350	Accumulated loss	(132,397)		605,953	Total equity and liabilities	625,413
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		Unaudited 6 months ended 30 June 2016 \$	Audited 14 months ended 31 December 2015 \$
Revenue		25,579	21,867
Other income		1,129,000	87,732
Selling and marketing expenses		(24,242,577)	(2,610,994)
Employee benefits expenses		(322,580)	(201,019)
Administrative expenses		(1,773,167)	(1,074,313)
Loss before tax		(25,183,745)	(3,776,727)
Income tax expense		-	-
Loss for the period		(25,183,745)	(3,776,727)
Other comprehensive loss, net of income tax:			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		(49)	(1,191)
Other comprehensive loss for the period, net of income tax		(49)	(1,191)
Total comprehensive loss for the period		(25,183,794)	(3,777,918)
<i>Loss for the period attributable to:</i>			
Shareholders		(25,127,055)	(3,732,898)
Non-controlling interests		(56,690)	(43,829)
		(25,183,745)	(3,776,727)
<i>Total comprehensive loss for the period attributable to:</i>			
Shareholders		(25,127,078)	(3,733,458)
Non-controlling interests		(56,716)	(44,460)
		(25,183,794)	(3,777,918)
			Unaudited As at 30 June 2016 \$
Non-current assets			
Plant and equipment			1,032
Current assets			
Deposits, prepayments and other receivables			96,873
Receivables in respect of subscription monies collected			12,719,204
Bank balances and cash			3,544,299
Total current assets			16,360,376
Total assets			16,361,408
Current liabilities			
Accruals and other payables			2,413,271
Advertising credits payable			8,221,382
Deferred revenue			34,586,009

		<div>45,220,662</div> <div>Capital and reserves</div> <div>Share capital1</div> <div>Other reserve1,281</div> <div>Translation reserve(560)</div> <div>Accumulated losses(28,859,976)</div> <div>Equity attributable to owners of SecureCom(28,859,254)</div> <div>Total equity and liabilities16,361,408</div> <div>On 12 March 2016, the SecureCom Group disposed of its entire equity interest in SecureCom Media (Thailand) Co. Ltd.</div> <div>During the three-month period ended 30 September 2016, the SecureCom Group sold a further 3,593 Enterprise Packages, 98 Professional Packages and 608 Basic Packages for total revenue and deferred revenue of \$30,847,246 through cash subscriptions. During the period, \$27,037,199 of advertising credits were redeemed for cash.</div> <div>During the three-month period ended 31 December 2016, the SecureCom Group sold a further 10,699 Enterprise Packages, 198 Professional Packages and 709 Basic Packages for total revenue and deferred revenue of \$86,239,131 through cash subscriptions. During the period, \$52,964,133 of advertising credits were redeemed for cash.</div> <div>Except for the matters referred to above, there has been no significant change in the financial condition or operating results of the SecureCom Group during the period subsequent to 30 June 2016.</div>																																																																																																						
B.8	Key pro forma financial information	<div>The unaudited Pro Forma Financial Information has been prepared to illustrate the impact of (i) the £3,000,000 Acquisition of the SecureCom Group, (ii) the Placing and (iii) the Re-Admission on the assets and liabilities of the Company as if they had taken place on 30 June 2016 and on earnings as if the Acquisition had taken place on the first day of that financial period, being 1 January 2016.</div> <div>The unaudited pro forma balance sheet and income statements have been prepared for illustrative purposes only in accordance with Annex II of the Prospectus Rules and should be read in conjunction with the notes to the Pro Forma Financial Information. By its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, do not represent the Enlarged Group’s actual financial position or results nor are they indicative of the results that may, or may not, be expected to be achieved in the future.</div> <div>Unaudited pro forma balance sheet</div> <table><tr><th></th><th><u>Adjustment</u></th><th><u>Adjustment</u></th><th><u>Adjustment</u></th><th><u>Adjustment</u></th><th>Unaudited pro forma balance sheet of the Enlarged Group</th></tr><tr><th>Company balance sheet as at 30 June 2016 (Note 1)</th><th>SecureCom Group balance sheet as at 30 June 2016 (Note 2)</th><th>Acquisition of the SecureCom Group (Note 3)</th><th>Consolidation adjustments (Note 4)</th><th>Net Placing proceeds (Note 5)</th><th>£</th></tr><tr><td>Intangible assets</td><td>-</td><td>-</td><td>22,468,452</td><td>-</td><td>22,468,452</td></tr><tr><td>Plant and equipment</td><td>696</td><td>-</td><td>-</td><td>-</td><td>696</td></tr><tr><td>Investments</td><td>-</td><td>3,000,000</td><td>(3,000,000)</td><td>-</td><td>-</td></tr><tr><td>Non-current assets</td><td>696</td><td>3,000,000</td><td>19,468,452</td><td>-</td><td>22,469,148</td></tr><tr><td>Deposits, prepayments and other current assets</td><td>25,361</td><td>65,351</td><td>-</td><td>-</td><td>90,712</td></tr><tr><td>Receivables in respect of subscription monies collected</td><td>-</td><td>8,580,375</td><td>-</td><td>-</td><td>8,580,375</td></tr><tr><td>Cash at bank and at hand</td><td>600,052</td><td>2,390,984</td><td>(1,000,000)</td><td>1,267,000</td><td>3,258,036</td></tr><tr><td>Current assets</td><td>625,413</td><td>11,036,709</td><td>(1,000,000)</td><td>1,267,000</td><td>11,929,122</td></tr><tr><td>Total assets</td><td>625,413</td><td>11,037,405</td><td>2,000,000</td><td>1,267,000</td><td>34,398,270</td></tr><tr><td>Share capital</td><td>3,000</td><td>1</td><td>1,000</td><td>(1)</td><td>4,700</td></tr><tr><td>Share premium</td><td>735,350</td><td>-</td><td>1,999,000</td><td>1,266,300</td><td>4,000,650</td></tr><tr><td>Other reserve</td><td>-</td><td>864</td><td>-</td><td>(864)</td><td>-</td></tr><tr><td>Translation reserve</td><td>-</td><td>(378)</td><td>-</td><td>378</td><td>-</td></tr><tr><td>Accumulated deficit</td><td>(132,397)</td><td>(19,468,939)</td><td>-</td><td>19,468,939</td><td>(132,397)</td></tr><tr><td>Equity attributable to owners of the entity</td><td>605,953</td><td>(19,468,452)</td><td>2,000,000</td><td>1,267,000</td><td>3,872,953</td></tr></table>		<u>Adjustment</u>	<u>Adjustment</u>	<u>Adjustment</u>	<u>Adjustment</u>	Unaudited pro forma balance sheet of the Enlarged Group	Company balance sheet as at 30 June 2016 (Note 1)	SecureCom Group balance sheet as at 30 June 2016 (Note 2)	Acquisition of the SecureCom Group (Note 3)	Consolidation adjustments (Note 4)	Net Placing proceeds (Note 5)	£	Intangible assets	-	-	22,468,452	-	22,468,452	Plant and equipment	696	-	-	-	696	Investments	-	3,000,000	(3,000,000)	-	-	Non-current assets	696	3,000,000	19,468,452	-	22,469,148	Deposits, prepayments and other current assets	25,361	65,351	-	-	90,712	Receivables in respect of subscription monies collected	-	8,580,375	-	-	8,580,375	Cash at bank and at hand	600,052	2,390,984	(1,000,000)	1,267,000	3,258,036	Current assets	625,413	11,036,709	(1,000,000)	1,267,000	11,929,122	Total assets	625,413	11,037,405	2,000,000	1,267,000	34,398,270	Share capital	3,000	1	1,000	(1)	4,700	Share premium	735,350	-	1,999,000	1,266,300	4,000,650	Other reserve	-	864	-	(864)	-	Translation reserve	-	(378)	-	378	-	Accumulated deficit	(132,397)	(19,468,939)	-	19,468,939	(132,397)	Equity attributable to owners of the entity	605,953	(19,468,452)	2,000,000	1,267,000	3,872,953
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Other reserve	-	864	-	(864)	-																																																																																																			
Translation reserve	-	(378)	-	378	-																																																																																																			
Accumulated deficit	(132,397)	(19,468,939)	-	19,468,939	(132,397)																																																																																																			
Equity attributable to owners of the entity	605,953	(19,468,452)	2,000,000	1,267,000	3,872,953																																																																																																			

Amounts owing to directors	1,664	-	-	-	-	1,664
Accruals and other payables	17,796	1,627,993	-	-	-	1,645,789
Advertising credits payable	-	5,546,144	-	-	-	5,546,144
Deferred revenue	-	23,331,720	-	-	-	23,331,720
Current liabilities	19,460	30,505,857	-	-	-	30,525,317
Total equity and liabilities	625,413	11,037,405	2,000,000	19,468,452	1,267,000	34,398,270

Unaudited pro forma statement of comprehensive income

	Company Period ended 30 June 2016 (Note 1)	<u>Adjustment</u> SecureCom Group Period ended 30 June 2016 (Note 2)	<u>Adjustment</u> Acquisition of the SecureCom Group (Note 3)	<u>Adjustment</u> Consolidation adjustments (Note 4)	<u>Adjustment</u> Net Placing proceeds (Note 5)	Unaudited pro forma balance sheet of the Enlarged Group
	£	£	£	£	£	£
Revenue	-	17,256	-	-	-	17,256
Other income	521	761,623	-	-	-	762,144
Selling and marketing expenses	-	(16,354,042)	-	-	-	(16,354,042)
Employee benefit expense	-	(217,612)	-	-	-	(217,612)
Administrative expenses	(86,365)	(1,196,178)	-	-	-	(1,282,543)
Loss before tax	(85,844)	(16,988,953)	-	-	-	(17,074,797)
Tax	-	-	-	-	-	-
Loss for the period	(85,844)	(16,988,953)	-	-	-	(17,074,797)
Exchange differences on translating foreign operations	-	(33)	-	-	-	(33)
Other comprehensive loss for the period	-	(33)	-	-	-	(33)
Total comprehensive loss for the period	(85,844)	(16,988,986)	-	-	-	(17,074,830)
<i>Loss for the period attributable to:</i>						
Shareholders	(85,844)	(16,950,710)	-	-	-	(17,036,554)
Non-controlling interests	-	(38,243)	-	-	-	(38,243)
	(85,844)	(16,988,953)	-	-	-	(17,074,797)
<i>Total comprehensive loss for the period attributable to:</i>						
Shareholders	(85,844)	(16,950,726)	-	-	-	(17,036,570)
Non-controlling interests	-	(38,261)	-	-	-	(38,261)
	(85,844)	(16,988,986)	-	-	-	(17,074,830)

Notes:

- The financial information relating to the Company has been extracted without adjustment from the Company Interim Financial Information set out in Part VI (C) "Unaudited Interim Financial Information of the Company" of this document.
- The financial information relating to the SecureCom Group has been extracted without adjustment from the SecureCom Group Interim Financial Information set out in Part VI (F) "Unaudited Interim Financial Information of the SecureCom Group" of this document, translated from \$ to £ at the rate of \$1.48 to £1.
- The adjustment of £3,000,000 represents the Acquisition, settled by the issue of the Consideration Shares (with an assumed value of £2,000,000) and £1,000,000 in cash.
- The Directors consider that the substance of the Acquisition of the SecureCom Group by the Company is an acquisition under IFRS 3 "Business combinations". This will be adopted as the basis for consolidation in the first published accounts of the Company following completion of the Acquisition. Goodwill and other related intangible assets arising are estimated to be £22,468,452 on consolidation, comprising the acquisition cost of £3,000,000, plus the net liabilities on Acquisition of \$28,859,254 (or £19,468,452 at the rate of \$1.48 to £1).
- The adjustment of £1,267,000 reflects the gross proceeds from the Placing of

		<p>£1,400,000, less associated transaction costs of £133,000. The transaction costs have been charged to the share premium account.</p> <p>6. The Pro Forma Financial Information does not reflect any changes in the trading position of the Company, or any other changes arising from other transactions, since 30 June 2016.</p> <p>7. The Pro Forma Financial Information does not reflect any changes in the trading position of the SecureCom Group, or any other changes arising from other transactions, since 30 June 2016.</p>
B.9	Profit forecasts /estimates	Not applicable; this document does not contain profit forecasts or estimates.
B.10	Qualifications in the audit report	Not applicable; there are no qualifications on such information.
B.11	Working capital	The Enlarged Group's working capital, taking into account the Net Proceeds, is sufficient for its present requirements, that is, for at least the 12 months from the date of this document.

Section C - Securities		
Element	Disclosure requirement	Disclosure
C.1	Description of type and class of securities being offered	<p>The Placing Shares are Ordinary Shares of £0.0001 each.</p> <p>The Ordinary Shares are registered with ISIN number KYG7948E1026 and SEDOL number BYM2LM0.</p>
C.2	Currency of securities	The Ordinary Shares are denominated in pounds sterling and the Placing Price is payable in pounds sterling.
C.3	Shares issued/ value per share	The Company has 30,000,000 Ordinary Shares of £0.0001 in issue and fully paid as at the date of this document, with the New Shares (being 7,000,000 Placing Shares and 10,000,000 Consideration Shares) to be issued conditional on Re-Admission taking place. There are no shares in issue that are not fully paid.
C.4	Rights attaching to the Ordinary Shares	<p>Each Ordinary Share ranks <i>pari passu</i> for voting rights, dividends and return of capital on winding up. Every Shareholder present in person, by proxy or by a duly authorised corporate representative at a general meeting of the Company shall have one vote on a show of hands and, on a poll, every Shareholder present in person, by proxy or by a duly authorised corporate representative shall have one vote for every Ordinary Share of which he is the holder. The Company must hold an annual general meeting each year in addition to any other general meetings held in the year. The directors of the Company can call a general meeting at any time. All members who are entitled to receive notice under the Articles must be given notice. Subject to the Companies Law, the Company may, by ordinary resolution, declare dividends to be paid to members of the Company according to their rights and interests in the profits of the Company available for distribution, but no dividend shall be declared in excess of the amount recommended by the board of directors of the Company. On a voluntary winding-up of the Company, the liquidator may, with the sanction of a special resolution of the Company and subject to the Companies Law, divide amongst the Shareholders in specie the whole or any part of the assets of the Company, or vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall determine.</p> <p>The pre-emption rights contained in the Articles were disapplied pursuant to a shareholder resolution dated 26 October 2015 (i) generally for such purposes as</p>

		the Board may think fit (including the allotment of equity securities for cash) up to a maximum aggregate amount not exceeding 200% of the aggregate nominal value of the Ordinary Shares in issue as at the close of the first business day following the Company's initial admission, as set out in the 2015 Prospectus on 17 November 2015; (ii) for the purposes of, in connection with, or resulting from, the Acquisition, or in connection with the restructuring or refinancing of any debt or other financial obligation relating to the Acquisition (whether assumed or entered into by the Company or owed or guaranteed by any company or entity acquired) within two years of 17 November 2015; and (iii) for the purposes of the issue of securities first offered (by way of a rights issue, open offer or otherwise) to existing holders of Ordinary Shares. Otherwise, Shareholders will have pre-emption rights as set out in the Articles.
C.5	Restrictions on free transferability of the Ordinary Shares	<p>There are no restrictions in place other than that the directors may refuse to register a transfer unless it:</p> <ul style="list-style-type: none"> • is in respect of a fully paid share; • is deposited at the registered office or such other place as the Directors may appoint together with the share certificate or other evidence of title; • is in respect of only one class of share; • is in favour of no more than four transferees; and • is not in respect of shares over which the Company has a lien. <p>The provisions in the Articles relating to restrictions on the transferability of the Ordinary Shares or Depositary Interests derived therefrom are disapplied where such Ordinary Shares or Depositary Interests are held in or transferred via CREST or a Permitted System.</p>
C.6	Admission to trading / regulated markets where the securities are traded	As the Acquisition is classified as a Reverse Takeover under the Listing Rules, upon completion of the Acquisition, the Company's listing on the standard segment of the Official List will be cancelled and an application will be made for the immediate Re-Admission of the Enlarged Share Capital to the Official List of the LSE by way of a standard Listing and to trading on the LSE's Main Market. It is expected that Re-Admission will become effective and that unconditional dealings will commence at 8.00 a.m. on 28 February 2017. The Ordinary Shares will not be listed on any other regulated market.
C.7	Dividend policy	The Company does not intend to pay dividends in the near future as any earnings during such time are expected to be retained for use in business operations. The declaration and payment by the Company of any dividends and the amount thereof will be in accordance with, and to the extent permitted by, all applicable laws and will depend on the results of the Company's operations, its financial position, cash requirements, prospects, profits available for distribution and other factors deemed to be relevant at the time.

Section D - Risks		
Element	Disclosure requirement	Disclosure
D.1	Key risks specific to the Company and its industry	<ul style="list-style-type: none"> • The Enlarged Group is dependent upon the Logicquest Agreement and the Enlarged Group's relationship with Logicquest. This agreement terminates on 31 March 2020 and whilst there is an option to automatically renew the agreement, in the event of termination the Enlarged Group may not be able to replace the Logicquest Agreement on terms acceptable to it, or at all. Without an agreement with Logicquest, the Enlarged Group has no right to use the Metalk or SecureChannel software. • The Enlarged Group's intellectual property rights may be infringed or circumvented, and competitors could create technologies or products substantially equivalent or superior to the Target's products, or incorporating the Target's or Logicquest's proprietary technology.

		<ul style="list-style-type: none"> • The Enlarged Group is dependent on continued and unimpeded access to Metalk and SecureChannel and in particular is reliant upon third parties' infrastructure (including mobile data services and wired internet) to provide its users with the services. Failure could negatively impact the business. • Breach of security measures may result in loss of confidence in the products and services of the Target, particularly as the products and services offered by the Target are marketed on the basis of security and discretion. The Board intend for the Target to take such steps as they consider commercially viable to protect its products, data and networks, there is no guarantee that such steps will entirely remove this risk. It is not possible for the Board to entirely protect the Target or Enlarged Group against this risk, including by way of insurance. • The Enlarged Group may face risks relating to its customers' activities, for example, regarding infringement of third parties' intellectual property rights. User guidelines seek to limit the Enlarged Group's exposure, but it cannot be guaranteed that this will be effective in all cases. In addition, even if the user guidelines are effective, this may nonetheless lead to negative publicity. • Due diligence in respect of the Acquisition may not reveal all risks or liabilities. • Pursuant to the Acquisition, the Company will acquire only the Target, which, as a single business, concentrates the risk of potential loss in the event of under performance by such business. • The Enlarged Group may not be able to move away from its model of incentivising existing users to subscribe for SecureChannel products without detrimentally affecting the rate of new subscribers. • Users who have been provided with incentives may elect to take those incentives as cash rather than as broadcasting units. • The Enlarged Group may have difficulties remitting cash from bank accounts in certain jurisdictions.
D.3	Key risks specific to the Ordinary Shares	<ul style="list-style-type: none"> • A Standard Listing affords shareholders a lower level of regulatory protection than a Premium Listing. • Any further issues of Ordinary Shares may dilute investors' shareholdings. • Returns on investment may not be realised within investors' perceived reasonable timescales, due to the potential illiquidity of the Ordinary Shares. • Dividend payments on the Ordinary Shares are not guaranteed. • Shareholders are not entitled to the takeover offer protections provided by the City Code. • The Company is incorporated in the Cayman Islands. There are differences between the Company and a company incorporated in England and Wales. In particular, the rights of shareholders under Cayman Islands law differs from the rights of shareholders of companies incorporated in other jurisdictions. This may include difficulties in enforcing judgments.

Section E - Offer		
Element	Disclosure requirement	Disclosure
E.1	Net proceeds and estimate of expenses	<p>The Company has conditionally raised gross proceeds of £1,400,000 through the Placing.</p> <p>Its total costs relating to the costs of identifying and implementing the Acquisition, the Placing and Re-Admission will be payable by the Company out of the placing proceeds, so the net Proceeds will be £1,267,000.</p>
E.2a	Reasons for the Offer and use of proceeds	<p>The Company intends to use the Net Proceeds to complete the Acquisition and to provide future working capital for the Enlarged Group. This will include, but is not limited to, costs in respect of staff, office space and utilities.</p>

E.3	Terms and conditions of the Offer	<p>The Placing is for 7,000,000 Placing Shares. The Placing Shares are being issued at the Placing Price of 20 pence per share. The Placing is conditional upon Re-Admission occurring and becoming effective by 8.00 a.m. London time on or prior to 14 March 2017.</p> <p>Subscription agreements in respect of 7,000,000 Placing Shares have been received by the Company. An investor who has applied for Ordinary Shares via a subscription agreement with the Company agrees to become a member of the Company and agrees to subscribe for those Ordinary Shares at the Placing Price.</p> <p>The rights attaching to the Placing Shares will be uniform in all respects and all of the Ordinary Shares will form a single class for all purposes. Each investor undertakes to pay the Placing Price for the Placing Shares issued to such investor. The Placing will not be underwritten.</p>
E.4	Material interests	<p>The interests of the Directors together represent approximately 75% of the issued and outstanding share capital of the Company as at 21 February 2017 (being the latest practicable date before the publication of this document) and (along with the interests of the Proposed Directors) are expected to represent approximately 47.87% of the issued share capital of the Company on Re-Admission.</p> <p>Except as set out above, it is not expected that any Director or Proposed Director will have any interest in the share capital of the Company on Re-Admission or have any conflict of interest between his duties to the Company and any private interests or other duties.</p>
E.5	Name of the Offeror Selling Shareholders and lock-up agreements (if any)	<p>The Placing Shares are being placed by the Company.</p> <p>Under lock-in agreements, each of the Directors has agreed with the Company not to dispose of, and to procure that no party associated with the respective Director disposes of, any of the Existing Ordinary Shares held by the Director for a period of 24 months from the date of the initial admission, being 17 November 2015 subject to certain limited exceptions.</p> <p>Under an additional lock-in agreement, the Seller has agreed with the Company not to dispose of, and to procure that no party associated with him disposes of, any of the Ordinary Shares held by them for a period of 24 months from the date of Re-Admission subject to certain limited exceptions.</p>
E.6	Dilution	<p>Upon Re-Admission, the New Shares (being Placing Shares and the Consideration Shares issued pursuant to the Acquisition) will represent approximately 36.17% of the Enlarged Share Capital of the Company.</p>
E.7	Expenses	<p>Not applicable; no expenses charged to the investors by the Company.</p>

RISK FACTORS

The investment detailed in this document may not be suitable for all its recipients and involves a higher than normal degree of risk. Before making an investment decision, prospective investors are advised to consult an investment adviser authorised under the Financial Services and Markets Act 2000 who specialises in investments of the kind described in this document. Prospective investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.

Before deciding whether to invest in Ordinary Shares, prospective investors should carefully consider the risks described below together with all other information contained in this document.

The risks referred to below are those risks the Company, the Directors and the Proposed Directors consider to be the material risks relating to the Company. The risk factors described below may not be exhaustive. Additional risks and uncertainties relating to the Company that are not currently known to the Directors or Proposed Directors, or that are currently deemed immaterial, may also have an adverse effect on the Company's business. If this occurs the price of the Ordinary Shares may decline and investors could lose all or part of their investment.

Prospective investors should note that the risks relating to the Company, its industry and the Ordinary Shares summarised in the section of this document headed "Summary" are the risks that the Company believes to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Ordinary Shares. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this document headed "Summary" but also, among other things, the risks and uncertainties described below.

RISKS RELATING TO THE SOCIAL MEDIA SECTOR

Certain internet and technology companies may intentionally or unintentionally affect the Enlarged Group's operations

Certain internet and technology companies, particularly including Apple Inc. ("Apple"), Google Inc. ("Google") and Microsoft Corporation ("Microsoft"), operate some of the most prevalent digital platforms, such as web browsers, mobile operating systems, social media networks, advertising exchanges and advertising networks. Such companies are continuously making both announced and unannounced changes to their platforms or imposing restrictions on the use of their platforms as part of their internal policy and commercial decision-making processes and in response to new regulatory requirements. Because of their significant market positions, any such changes may have both intended and unintended consequences for the Enlarged Group's operations, including materially disrupting its ability to provide its services to customers.

The Target relies upon the continuing compatibility of Metalk and SecureChannel with third party operating systems, software and distribution channels (such as the App Store operated by Apple). If the Target's relationships or arrangements with any such third party were terminated for any reason, such termination, or any change to the terms, may have a negative effect on the Enlarged Group's business and operations.

The social media sector is competitive

The Target operates in the social media sector. Whilst the Directors believe there are opportunities to succeed in the sector, it is highly competitive. Competition within the sector may include companies with greater technical and financial resources than those of the Enlarged Group. In particular, many of the key players in this area compete in the broader technology sphere. These include large and well-established companies, such as Facebook, Google, Twitter and Yahoo!.

In addition, other companies may seek to enter or expand their activities in the social media sector, and specifically within the distribution of secure information. Such existing and potential competitors may have significantly more financial, technical, marketing and other resources than the Company has, be able to devote greater resources to the development, promotion, sale and support of their products and services, and have greater name recognition than the Enlarged Group. As a result, these competitors may be able to better respond

to new technologies, new risks and threats to security and offer services at lower prices. This may affect the Enlarged Group's ability to retain existing customers, attract new customers and develop improvements to existing products and services, or new products. This may adversely affect the business, financial position, prospects, operations and position of the Enlarged Group.

The Enlarged Group is dependent upon the Logicquest Agreement

The Target's main asset is the Logicquest Agreement, and therefore, it is reliant upon its relationship with Logicquest. The Enlarged Group cannot provide assurances that the Logicquest Agreement will continue on its terms, or on terms acceptable to the Target beyond 31 March 2020, its termination date, or earlier, if terminated due to breach. There is an automatic right of renewal for five year periods, but either party may serve notice not to so renew.

The Enlarged Group may not be able to replace the Logicquest Agreement, on terms acceptable to it, or at all.

The intellectual property upon which the Target is reliant is the property of Logicquest and the Enlarged Group will have no right to use the Metalk software, or the SecureChannel software without the existence of an ongoing agreement with Logicquest.

The terms of the Logicquest Agreement are such that Logicquest itself is entitled to utilise the Metalk software. Therefore, there is a risk that Logicquest will compete with the Enlarged Group, using the same software as is available to the Enlarged Group, but potentially with additional improvements and without the overheads of the licence fee payments.

The Logicquest Agreement includes substantial licence fee payments from the Company to Logicquest, of \$35,000 per month for Metalk and \$50,000 per month for SecureChannel, plus an additional \$30 per active SecureChannel subscription. There is no guarantee that the Enlarged Group would be able to pay these fees should the number of subscribers fall below certain thresholds. Failure to pay for an extended period would be a breach of the Logicquest Agreement, which could lead to its termination.

In addition, in the event of a breach under the terms of the Logicquest Agreement, Logicquest would be entitled to compensation in the sum of \$50 per active SecureChannel subscription per month for a total of 24 months from termination, or \$15 million, whichever is the lower. Events of breach by the Target are limited, but include failures to pay the licence fees as set out in the agreement, breach of the confidentiality requirements set out in the agreement.

Under the terms of the Logicquest Agreement, the parties are required to seek the prior written consent of the other for assignment or transfer, including an indirect disposal by way of a merger.

Intellectual property rights may be infringed or circumvented

In general, social media businesses rely on a combination of goodwill, contractual rights, trademarks, trade secrets, patents and copyrights to establish and protect their intellectual property rights in their technology and products. However, despite these measures, the intellectual property rights (including the licence granted by Logicquest and intellectual property covered by such agreement) could be challenged, invalidated, circumvented or misappropriated. Competitors may independently develop technologies or products that are substantially equivalent or superior to the Target's products or that inappropriately incorporate the Target's proprietary technology into their products.

The Target may, in the future come to rely on advertising revenue, the loss of which would be harmful

Social media businesses generally rely on generating revenue from third parties advertising on their platforms. The Target does not currently monetise its products in this way, but may choose to do so in the future. Commonly, advertisers do not have long-term advertising commitments with social media businesses. Advertisers also may choose to reach users through different products and services. Advertisers will not continue to do business with a social media business, or they will reduce the prices they are willing to pay to advertise, if the business does not deliver advertisements in an effective manner, or if they do not believe that their investment in advertising through social media will generate a competitive return relative to alternatives.

Social media businesses face significant competition for advertiser spend, not only from online and mobile businesses, but also traditional media outlets, such as television, radio and print.

If the Target is not able to compete effectively for users and (potentially, in the future, advertiser spend) its business and operating results would be materially and adversely affected.

User growth and engagement depend upon effective inter-operation with third party operating systems, networks, devices and web browsers

Social media businesses need to make their products and services available across a variety of operating systems and through websites. The Target is dependent on the inter-operability of its products and services with popular devices, mobile operating systems and web browsers that it does not control, such as Mac OS, Windows, Android, iOS, Chrome and Firefox. Any changes in such systems, devices or web browsers that degrade the functionality of the Company's products and services or give preferential treatment to competitive products or services could adversely affect usage of the Company's products and services.

The Target depends on continued and unimpeded access to Metalk and SecureChannel

The Target depends on the ability of their users to access the internet. Currently, this access is provided by companies and other entities that have significant market power in the broadband and mobile internet access marketplace, any of whom could take actions that degrade, disrupt or increase the cost of user access to the Target's products or services, which would, in turn, negatively impact its business.

As the internet (including mobile data services) continues to experience growth in the number of users, frequency of use and amount of data transmitted, the internet infrastructure that the Target and its users will rely on may be unable to support the demands placed upon it. The failure of the internet infrastructure, or mobile data services even for a short period of time, could undermine the Target's operations and harm the Enlarged Group's operating results.

Products and services may contain undetected software errors

The Target's products and services (including any that may be released in the future) incorporate complex software which may contain, errors, bugs or vulnerabilities. Such errors in software code may only be discovered after the product or service has been released. Any errors, bugs or vulnerabilities discovered in code after release could result in damage to the Enlarged Group's reputation, loss of users, loss of platform partners, loss of advertisers or advertising revenue or liability for damages, any of which could adversely affect the Enlarged Group's business and operating results.

Breach of security measures may result in loss of confidence in the products and services of the Target

The products and services offered by the Target (including any that may be released in the future) involve the storage and transmission of users' and advertisers' information. Security breaches expose the business to a risk of loss of this information, litigation and potential liability. Any such breach or unauthorized access could result in significant legal and financial exposure, damage to the reputation of and a loss of confidence in the security of the Target's products and services that could have an adverse effect on the Enlarged Group's business and operating results.

This risk is particularly pertinent for the Target as its products and services are particularly marketed as offering a secure and discreet communication solution.

Whilst the Board intend for the Target to take such steps they consider commercially viable to protect its products, data and network, there is no guarantee that such steps will entirely remove this risk. It will not be possible for the Board to entirely protect the Target or the Enlarged Group against this risk, nor will it be possible for the Enlarged Group to adequately insure against such risk.

The technology used in internet security systems can be costly and time consuming to bring to market

The market for secure social media is evolving and the complex technology incorporated in security products makes them difficult to develop. If the Enlarged Group does not accurately predict, prepare for and respond promptly to technological and market developments and changing end-customer needs and develop corresponding updates and products, the Target's competitive position and prospects will be harmed.

Following the Acquisition, the Target may incur significant research and development expenses as it strives to remain competitive. New product development and introduction involves a significant commitment of time and resources and is subject to a number of risks and challenges.

Although the market expects rapid development and commercial introduction of new products or product enhancements to respond to changing infrastructure and evolving security threats, the development of these products is difficult and the timeline for their release and availability can be uncertain. If the Company does respond to the rapidly changing and rigorous needs of end-users by timely developing and releasing new products and services or enhancements that can respond adequately to new security threats, the Company's competitive position and business prospects will be harmed.

The Enlarged Group may incur liability as a result of content published or made available through its products and services.

Social media businesses such as the Target, may face claims relating to content that is published or made available through their products and services. In particular, there is a risk of claims related to defamation, intellectual property rights, rights of publicity and privacy, illegal content and content regulation. The Enlarged Group could incur significant costs investigating and defending these claims.

The secure, business orientated social media industry is relatively new and rapidly changing

The Targets derives its revenues from the commercialisation of secure communications applications software to users, with a particular focus on business users. This is a relatively new and rapidly changing field and as such it is difficult to predict the prospects for growth in this industry.

The Enlarged Group may face risks relating to its customers' activities

The Enlarged Group may be exposed to claims brought by third parties against it as a result of the activities of its customers on Metalk, SecureChannel and any future products it develops. Such claims may allege, for example, that the content produced by customers on the applications infringes or facilitates the infringement of the intellectual property or other rights of third parties, are false, deceptive, misleading, offensive or otherwise breaches the law.

User guidelines may be used to seek to limit the Enlarged Group's exposure, but there can be no guarantee that this will adequately protect their interests, if at all.

Metalk and SecureChannel user agreements require customers to comply with all applicable laws, which includes all applicable, data protection, and intellectual property regulations and laws. The Enlarged Group will rely on contractual representations from customers that they will do so. The Enlarged Group is unable to audit that customers adhere to these requirements. However, the applications include an option for users to report material, in which event, such material would be investigated.

This may lead to adverse publicity, damages and complaints being filed against the Company. It may also lead to a loss of user ratings. These may lead to a reduction in downloads and customers. Such actions may also expose the Enlarged Group to public criticism, reputational harm, and prosecutions.

The Enlarged Group does not have long term agreements with its customers

The Enlarged Group does not have long term agreements with customers. For the most part, agreements for the premium service of Metalk, and SecureChannel, are for a period of one year. The Enlarged Group may be unable to retain these customers, to attract new customers, or to replace departing customers.

The Enlarged Group's continued success relies upon it maintaining and expanding its current customer relationships, and to develop new profitable customer relationships. In addition, as many of the Target's existing customers currently benefit from reduced costs for their services, due to referrals made by such customers, these customers may be unable, or unwilling to enter into new contracts at the expiration of their initial term, at full value.

The termination of contracts and failure to attract new customers could have a material adverse effect on the Enlarged Group's reputation, business operations, financial position and prospects.

If the Enlarged Group were to fail to adapt to rapidly changing technology, its products, including Metalk, SecureChannel and any products developed in future may become less competitive or obsolete

The Enlarged Group's success will partly depend on its ability to meet its customers' needs, add functionality to its products and respond to technological advancements. If it is unable to adapt and enhance the existing products to meet market demand in a timely manner, the Enlarged Group could lose existing customers and struggle to attract new customers. In particular, the Enlarged Group's success will depend upon its ability to ensure that its products are secure, as marketed, despite ongoing advances in the technology used by parties wishing to compromise the security of the products, and hackers.

If the Enlarged Group were unable to rapidly adapt its business to market new technologies or if the Enlarged Group were unable to develop or acquire new technologies to continue to meet its customers' needs, the Enlarged Group's products could become less competitive or obsolete. Such circumstances could have a material adverse effect on its reputation, business operations, financial position, competitive position and prospects.

System failures could significantly disrupt the Enlarged Group's operations and cause it to lose customers

The Enlarged Group's continued success depends on the uninterrupted performance of its internal computer systems, as well as third-party IT services and systems, which the Target relies upon for the distribution and function of its products. In particular, the Target relies on Logicquest to host the Metalk and SecureChannel applications. The Enlarged Group's ability to generate revenues depends on the continued running of these systems. The Enlarged Group will not be able to influence or control systems owned by any third parties, and may not be able to prevent its own system failures. In particular, it is reliant upon users being able to access the internet to utilise the products. Failure of third party systems, or the Enlarged Group's own systems could lead to negative customer experiences, which could damage the Enlarged Group's reputation.

Cyber-attacks, such as denial-of-service attacks, or other breaches of network or IT security, natural disasters, malicious human acts, telecommunications failures, power outages, terrorist acts or acts of war may cause equipment failures or disrupt systems and operations. The Enlarged Group may be subject to sustained or repeated attempts to breach the security of its networks and IT infrastructure through cyber- attacks, malware, computer viruses and other means of unauthorised access. Any steps the Enlarged Group could take to increase the reliability and redundancy of its systems may be expensive; the Board may not consider them commercially viable and in any event these upgrades may not prevent system failures. A failure to protect the privacy of customer and employee confidential data against breaches of network or IT security could damage the Enlarged Group's reputation and may lead to prosecution or criticism of it.

The Target does not yet have a complete disaster recovery plan in place.

Such circumstances could have a material adverse effect on the Enlarged Group's reputation, business operations, financial position, competitive position and prospects.

The Target has a limited operating history in a new and rapidly evolving industry

The Target has only been operating for around a year and therefore has a limited operating history which may make it difficult to assess effectively its current business and future prospects. It also operates in a new and rapidly evolving industry that may not develop as expected. Prospective investors should be aware that (i) the Company may be unable to discern fully the trends the Enlarged Group will be subject to; (ii) the Enlarged Group operates in a new and rapidly evolving industry; (iii) the operating metrics the Target currently uses to attract new business may need to change; and (iv) only a small number of customer packages have expired and so the Target has only limited information on renewals.

Pursuant to the Acquisition, the Company will acquire only the Target, as a single company, concentrating the risk of potential loss due to underperformance

Pursuant to the Acquisition, the Company will acquire only the Target, meaning that the risk of underperformance in operations or assets will be concentrated therein. There can be no assurance that the Target will be successful or that expectations regarding its growth potential and value will be realised. Potential investors in the Ordinary

Shares should be aware that the risk of investing in the Company could be greater than investing in an entity which acquires and operates a range of businesses in a variety of sectors.

The due diligence carried out in respect of the Acquisition may not reveal all relevant facts or uncover significant liabilities

The Company has conducted focused due diligence in respect of the Acquisition, with the objective of identifying any material issues that may affect the decision to proceed with the Acquisition. The Company intends to use information revealed during the due diligence process to formulate its business and operational planning. During the due diligence process, the Company was forced to rely on the information made available to it, including publicly-available information. Information that was provided may not be accurate at the time of delivery and/or remain accurate during the due diligence process and in the run-up to the Acquisition. More broadly, there can be no assurance that the due diligence undertaken was adequate or accurate or revealed all relevant facts or uncovered all significant liabilities or that the due diligence will result in a successful Acquisition (including with respect to the formulation of a post-Acquisition business strategy). If the due diligence investigation has failed to identify key information in respect of the Target, or if the Company has considered such material risks to be commercially acceptable, the Company may be forced to write-down or write-off assets in respect of the Target once acquired, which may have a material adverse effect on the Company's business, financial condition or results of operations. In addition, following the Acquisition, the Company may be subject to significant, previously undisclosed liabilities of the Target that were not identified during due diligence and which could have a material adverse effect on the Company's financial condition and results of operations.

The Company may be unable to obtain financing to fund the Target's operations in the future, or may not be able to obtain financing on terms acceptable to the Company

Current global market conditions are having a significant impact on the availability and terms of debt financing. If the Company is unable to fully finance the growth of the Target, it may need to be significantly restructured, which may have a material adverse effect on the business, financial condition or results of operations of the Enlarged Group.

The Company may also be required to make substantial equity commitments in cash to fund the ongoing development of the Target.

The issue of new equity to raise finance following the Acquisition will have a dilutive effect on the holders of Ordinary Shares.

Nothing in this paragraph qualifies the working capital statement made in this document as the Company does not anticipate needing to obtain additional financing in the next 12 months.

The Company's business strategy depends on the effectiveness of the operating strategies devised by the Directors and there is no assurance that these strategies will be successfully implemented or, if implemented, that they will be effective

There can be no assurance that the Company or the Board will be able to propose and/or implement effective operational improvements following the Acquisition or to effectively implement the other features of its post-Acquisition value creation strategy as described in this document. In addition general economic and market conditions or other factors outside the Company's control could make the Company's operating strategies difficult to implement. Any failure to implement these strategies successfully and/or the failure of these strategies to deliver the anticipated benefits could have a material adverse effect on the Company's results of operations and financial condition. As a result the Company may be unable to achieve attractive returns for its Shareholders.

The Company's customers may elect to redeem advertising credits in cash rather than in subscriptions for new broadcasting units

The Target has awarded users advertising credits as a reward for product usage, in order to drive subscription levels in both Metalk and SecureChannel. Subject to certain restrictions, advertising credits can be redeemed for either SecureChannel subscriptions or cash. This approach, and the reasons for it, are described in more detail below. In the three month period to 30 September 2016 the Target saw 51.6% of users holding advertising credits elect to take cash and 48.4% broadcasting subscriptions. The Company anticipates that as time goes by

this ratio will alter to favour subscriptions. If users instead opted to redeem their advertising credits in cash this could, depending on the total number of SecureChannel subscribers, put considerable strain on the Company's cash position and consequently have a detrimental impact of the Company's operations.

The Company may be unable to drive SecureChannel subscriber numbers without providing incentives by way of advertising credits

The Company intends to reduce the number of advertising credits issued to Metalk and SecureChannel users by making these more difficult to obtain. This will enable the Company to reduce the risk associated with this practice and move the Enlarged Group towards a position where most subscribers pay cash for subscriptions. There is a risk that the Company may not be able to increase subscriber numbers sufficiently without providing these incentives. If the Company is unable to move towards a model of fully paid for subscriptions this may have a material adverse effect the results of the Company's operations.

The Company may have problems remitting cash in and out of certain jurisdictions

The Target is holding funds denominated in RMB in an account in mainland China held by its agent, Gold Access HK Limited. Due to restrictions on the remittance of RMB outside China the Target cannot readily transfer the funds already standing to the credit of the mainland China account to its accounts outside China.

The Target has reached agreements with companies providing payment processing services to allow future subscription payments received from customers in China to be remitted directly to the Target's accounts outside China. The Target may also elect for payments to be made to the Gold Access China account. The Company intends to use the funds already in China to meet cash requirements caused by the redemption of advertising credits for cash by customers in China. There are also restrictions on transferring funds into China. In order to be able to satisfy future cash redemptions in the territory the Company will need to ensure that it maintains sufficient funds in the China account held by Gold Access. The Company's treasury function will, therefore, dedicate significant resources to ensure that the Company always has sufficient funds in China to meet demand but that excess cash is not tied up in China, when it is needed elsewhere. The Company believes that it will be able to manage this issue but there is a risk that a failure to properly manage its China cash position could cause significant cash flow issues for the Company.

GENERAL TRANSACTION RISKS

At the date of this document, the Company has cash resources of HK\$4,719,650 (£491,119 at HK\$9.61 to £1). The gross Proceeds will be £1,400,000. On Re-Admission the Enlarged Group expects to have cash resources of approximately £3,258,036 after settling liabilities associated with the Acquisition, Placing and Re-Admission. The Group's anticipated operating costs in the 12 months from Re-Admission, payable from the Net Proceeds, are estimated at £1,267,000. The Company's only source of revenue is that arising from the business of SecureCom following completion of the Acquisition.

The cost of the Company in complying with its continuing obligations under the Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules and MAR may be financially material

The cost of the Company in complying with its continuing obligations under the Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules and MAR may be financially material due to the Company's relatively small size on Re-Admission.

The listing of the Company's securities may be cancelled if the Company no longer satisfies its continuing obligations under the Listing Rules, which includes that a sufficient number of Ordinary Shares are in public hands, as defined in the Listing Rules, at all times.

Dependence on key executives and personnel

Although the Directors and Proposed Directors have entered or will at the time of Re-Admission enter into letters of appointment with the Company, the loss of the services of any such individual may have an adverse material effect on the business, operations, revenues, customer relationships and/or prospects of the Company. The future performance of the Company will depend heavily on its ability to retain the services and personal connections/contacts of key executives and to recruit, motivate and retain further suitably skilled, qualified and experienced personnel.

Unfavourable general economic conditions may have a negative impact on the results of operations, financial condition and prospects of the Enlarged Group

The global financial markets are experiencing continued volatility and geopolitical issues and tensions continue to arise. Many Organisation for Economic Co-operation and Development (OECD) countries have continued to experience recession or negligible growth rates, which have had, and may continue to have, an adverse effect on consumer and business confidence. The resulting low consumer and business confidence has led to low levels of demand for many products across a wide variety of industries. The Company cannot predict the severity or extent of these recessions and/or periods of slow growth. Accordingly, the Company's estimate of the results of operations, financial condition and prospects of the Target will be uncertain and may be adversely impacted by unfavourable general global, regional and national macroeconomic conditions.

The Company may be unable to retain or hire the personnel required pursuant to the Acquisition or to retain or hire the personnel required to support the Enlarged Group

The Company will look to the personnel with existing expertise in the acquired company or business to assist in the running and operations of the Target following the Acquisition and to support the Enlarged Group. However, there can be no assurance that the relevant personnel required for these purposes will remain with the Target following Acquisition or that, if they depart, the Company will be able to replace such personnel with individuals of similar expertise and of a similar calibre. Changes in personnel may have a material adverse effect on the Target or its business' operations, which means that following the Acquisition when in effect the operations of the Target will be those of the Company, the adverse impact of such changes may affect the Company's business, financial condition or results of operations.

RISKS RELATING TO THE ORDINARY SHARES

The Standard Listing of the Ordinary Shares affords shareholders a lower level of regulatory protection than a Premium Listing

A Standard Listing affords Shareholders a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules. A Standard Listing will not permit the Company to gain a FTSE indexation, which may impact the valuation of the Ordinary Shares.

Further details regarding the differences in the protections afforded by a Premium Listing as against a Standard Listing are set out in the section of this document entitled "Consequences of a Standard Listing" on pages 26 and 27 of this document. Shareholders should note that as noted in that section, Chapter 10 of the Listing Rules does not apply to the Company and as such, the Company is not required to seek Shareholder approval for an Acquisition under this Chapter (although it may be required to do so for the purposes of facilitating the financing arrangements or for other legal or regulatory reasons).

The pre-emption rights in the Articles of the Company have been disapplied to facilitate the Acquisition and related transactions, and the Company may be required to raise cash through issuing substantial additional equity to complete the Acquisition, which may dilute the percentage ownership of a Shareholder and the value of its Ordinary Shares

Although the Company will receive the net Proceeds from the Placing, the Directors believe that further equity capital raisings (without prejudice to the working capital statement in this prospectus) may be required by the Company in order to develop and operate the Target, and this need may be substantial. If the Company does raise funds by way of equity offers, depending on the number of Ordinary Shares offered and the value of such Ordinary Shares at the time, the issuance of such Ordinary Shares could materially reduce the percentage ownership represented by the holders of Ordinary Shares in the Company immediately prior to such issuance and also dilute the value of Ordinary Shares held by such Shareholders at the time. The disapplication of pre-emption rights could cause a Shareholder's percentage ownership in the Company to be reduced and the issuance of new Ordinary Shares, or, as the case may be, other equity securities could also dilute the value of Ordinary Shares held by such Shareholder.

The pre-emption rights contained in the Articles were disapplied pursuant to a shareholder resolution dated 26 October 2015 (i) generally for such purposes as the Board may think fit (including the allotment of equity

securities for cash) up to a maximum aggregate amount not exceeding 200% of the aggregate nominal value of the Ordinary Shares in issue as at the close of the first business day following the Company's initial admission, as set out in the 2015 Prospectus on 17 November 2015; (ii) for the purposes of, in connection with, or resulting from, the Acquisition, or in connection with the restructuring or refinancing of any debt or other financial obligation relating to the Acquisition (whether assumed or entered into by the Company or owed or guaranteed by any company or entity acquired) within two years of 17 November 2015; and (iii) for the purposes of the issue of securities first offered (by way of a rights issue, open offer or otherwise) to existing holders of Ordinary Shares. Otherwise, Shareholders will have pre-emption rights as set out in the Articles.

The Company may be unable or unwilling to transition to a Premium Listing in the future

There can be no guarantee that the Company will ever meet the eligibility criteria for a Premium Listing or that a transition to a Premium Listing will be sought or achieved. If the Company does not achieve a Premium Listing, the Company will not be obliged to comply with the higher standards of corporate governance or other requirements which it would be subject to upon achieving a Premium Listing and, for as long as the Company continues to have a Standard Listing, it will be required to continue to comply with the lesser standards applicable to a company with a Standard Listing. The Company may still not need to comply with such higher standards even where it is operating a substantial business. In addition, an inability to achieve a Premium Listing will prohibit the Company from gaining a FTSE indexation and may have an adverse effect on the valuation of the Ordinary Shares. Further details regarding the difference in the protections afforded by a Premium Listing as against a Standard Listing are set out in the section entitled "*Consequences of a Standard Listing*" on pages 26 and 27 of this document.

Alternatively, in addition to, or in lieu of, seeking a Premium Listing, the Company may determine to retain a Standard Listing or to seek a listing on another stock exchange, which may not have standards or corporate governance comparable to those required by a Premium Listing or which Shareholders may otherwise consider to be less attractive or convenient.

Shareholders may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable

Investments in Ordinary Shares may be relatively illiquid for as long as the Company holds a Standard Listing. There may be a limited number of Shareholders and there may be infrequent trading in the Ordinary Shares on the London Stock Exchange and volatile Ordinary Share price movements. Shareholders should not expect that they will necessarily be able to realise their investment in Ordinary Shares within a period that they would regard as reasonable. Accordingly, the Ordinary Shares may not be suitable for short-term investment. Re-Admission should not be taken as implying that there will be an active trading market for the Ordinary Shares. Even if an active trading market develops, the market for the Ordinary Shares may fall below the Placing Price.

There is currently no market for the Ordinary Shares. A market for the Ordinary Shares may not develop, which would adversely affect the liquidity and price of the Ordinary Shares

Despite the Company's listing on the Standard Listing, and its application for Re-Admission, as set out in this document, there is currently no market for the Ordinary Shares. Therefore, investors cannot benefit from information about prior history when making their decision to invest. The price of the Ordinary Shares after issue can also vary due to a number of factors, including but not limited to, general economic conditions and forecasts, the Company's general business condition and the release of its financial reports. Although the Company's current intention is that its securities should continue to trade on the London Stock Exchange or another suitable listing venue, it cannot assure investors that it will always do so. In addition, an active trading market for the Ordinary Shares may not develop or, if developed, may not be maintained. Investors may be unable to sell their Ordinary Shares unless a market can be established and maintained, and if the Company subsequently obtains a listing on an exchange in addition to, or instead of, the London Stock Exchange, the level of liquidity of the Ordinary Shares may decline.

Dividend payments on the Ordinary Shares are not guaranteed

The Board will maintain a regular review of the Company's dividend policy. It is not intended, however, that dividends will be paid to Shareholders in the near future (see further paragraph 9, in Part I: *Information on the*

Company, Acquisition and Strategy below). The Company's ability to pay any dividend will depend on a number of factors, including its results of operations, financial condition and profitability, free cash flow and other factors considered relevant by the Directors. The Company can therefore give no assurance that it will be able to pay dividends going forward or as to the amount of any such dividends.

Fluctuations and volatility in the price of Ordinary Shares

Stock markets have from time to time experienced severe price and volume fluctuations, a recurrence of which could adversely affect the market price for the Ordinary Shares. The market price of the Ordinary Shares may be subject to wide fluctuations in response to many factors, some specific to the Company and some which affect listed companies generally, including variations in the operating results of the Company, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, general economic, political or regulatory conditions, overall market or sector sentiment, legislative changes in the Company's sector and other events and factors outside of the Company's control.

Enforcing judgment against the Company may be difficult

As the Company is incorporated in the Cayman Islands and does not expect to operate within England and Wales, the rights of Shareholders will be governed by Cayman Islands' law and the Articles. The rights of Shareholders under Cayman Islands' law may differ from the rights of shareholders of companies incorporated in other jurisdictions, and in particular, England and Wales. Two out of three of the Directors are not residents of the UK and substantially all of the Company's assets are expected to be located outside of England and Wales. As a result, it may be difficult for Shareholders to effect service of process on those persons in the UK, or to enforce in the UK judgments obtained in UK courts against the Company or against the Directors or officers of the Company. The current position with regard to enforcement of judgments in the Cayman Islands is set out below, but this may be subject to change. Although there is no statutory enforcement in the Cayman Islands of judgments obtained in England, the courts of the Cayman Islands will recognise a foreign judgment in person as the basis for a claim at common law in the Cayman Islands provided such judgment: (i) is given by a competent foreign court with jurisdiction; (ii) imposes a specific positive obligation on the judgment debtor (such as an obligation to pay a liquidated sum or perform a specified obligation); (iii) is final and conclusive; (iv) is not in respect of fines, taxes or a penalty; (v) was not obtained in a manner and is not of a kind the enforcement of which is contrary to the public policy of the Cayman Islands; and (vi) there is no potential defence to enforcement.

Shareholders are not entitled to the takeover offer protections provided by the City Code

The City Code applies to offers for, amongst other companies, listed public companies which are either (i) considered by the Takeover Panel to be resident in the UK, the Channel Islands or the Isle of Man; or (ii) incorporated in the UK, the Channel Islands or the Isle of Man and listed on a Member State's regulated market, traded on a multilateral trading facility in the UK or traded on a stock exchange in the Channel Islands or the Isle of Man (in each case, as defined in the City Code).

While the Ordinary Shares (including the New Shares) will be listed on the regulated market of the London Stock Exchange, the Company is not so resident or incorporated and, therefore, Shareholders will not receive the benefit of the takeover offer protections provided by the City Code.

There is no analogous legislation in the Cayman Islands to which the Company is subject.

The Company is incorporated in the Cayman Islands. There are differences between the Company and a company incorporated in England and Wales, in particular, the rights of shareholders under Cayman Islands law differ from the rights of shareholders of companies incorporated in other jurisdictions.

In the Cayman Islands the proper claimant in an action in respect of a wrong alleged to be done to a company is, *prima facie*, the company itself not an individual shareholder. The rule has been extended to cover the principle that if a wrong has been done to a company by its directors, an individual shareholder cannot bring an action in respect of the irregularity, if the irregularity is capable of being waived or ratified by an ordinary resolution of the company in general meeting. Where the breach is not capable of waiver or ratification, a minority shareholder may bring (and maintain, if defended, with the leave of the Grand Court of the Cayman Islands) an action for relief for the benefit of the company (a so-called "derivative action") if the relevant circumstances fall within an exception set out in paragraph 6.8 of Part VIII "*Cayman Islands Law – Protection of minorities*".

Unlike in the UK, the Companies Law does not contain a statutory remedy enabling shareholders to present a petition for the winding up of a company on the grounds that the company's affairs are being or have been conducted in a manner which is unfairly prejudicial to minority shareholders. A shareholder, however, may petition the court for a winding up order on the grounds that it is just and equitable that the company should be wound up pursuant to section 92(e) of the Companies Law. In this context the court will consider a number of factors, including, for example, whether the control or management of the company is characterised by fraud, misconduct or oppression and that a winding up order is necessary to protect the rights of minority shareholders or, for example, whether the company is no longer able to carry on the business for which it was formed in accordance with the reasonable expectations of its shareholders (i.e. potentially because of a supervening event, a loss of "substratum", a lack of financial resources, deadlock between its members or because the company has fulfilled the object for which it was created).

RISKS RELATING TO THE COMPANY'S RELATIONSHIP WITH THE DIRECTORS AND CONFLICTS OF INTEREST

The Directors will allocate their time to other businesses leading to potential conflicts of interest in their determination as to how much time to devote to the Company's affairs, which could have a negative impact on the Company's ability to complete the Acquisition

The Directors are engaged in other business endeavours and are not obligated to devote any significant number of hours to the Company's affairs. If the Directors' other business affairs require them to devote more substantial amounts of time to such affairs, it could limit their ability to devote time to the Company's affairs and could have a negative impact on the Enlarged Group.

The Directors and Proposed Directors may in the future enter into related party transactions with the Company and the Target, which may give rise to conflicts of interest between the Company and the Directors and Proposed Directors

The Directors and one or more of their affiliates may in the future enter into other agreements with the Company and the Target that are not currently under contemplation. It is possible that the entering into of such an agreement might raise conflicts of interest between the Company and the Directors or Proposed Directors.

Historical results of prior investments made by, or businesses associated with, the Directors and Proposed Directors and their affiliates may not be indicative of future performance of an investment in the Company.

Shareholders are directed to the information set out in the descriptions of the Directors and Proposed Directors in *Part II: Directors and Corporate Governance*. The information set out therein is presented for illustrative purposes only and Shareholders are cautioned that historical results of prior investments made by, or businesses or transactions associated with, the Directors and Proposed Directors and their affiliates may not be indicative of the future performance of an investment in the Company or the returns the Company will, or is likely to, generate going forward.

RISKS RELATING TO TAXATION

Taxation of returns from assets located outside the UK may reduce any net return to Shareholders

It is possible that any return the Company receives from any assets, company or business which the Company acquires or operates may be reduced by irrecoverable foreign taxes and this may reduce any net return derived by Shareholders from a shareholding in the Company.

Changes in tax law may reduce any net returns for Shareholders

The tax treatment of holders of Ordinary Shares issued by the Company, any special purpose vehicle that the Company may establish and any company which the Company may acquire are all subject to changes in tax laws or practices or in interpretation of the law in any relevant jurisdiction. Any such change may reduce any net return derived by Shareholders from an investment in the Company.

There can be no assurance that the Company will be able to make returns for Shareholders in a tax-efficient manner

It is intended that the Company will structure its group, including any company or assets acquired in the Acquisition or any other acquisition, to maximise returns for Shareholders in as fiscally efficient a manner as practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions cannot be borne out in practice, taxes may be imposed with respect to any of the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This will alter the post-tax returns for Shareholders (or for Shareholders in certain jurisdictions). Any change in laws or tax authority practices or interpretation of the law could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage to the payment of, at least in the short to medium-term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns to Shareholders.

The risk factors listed above set out the material risks and uncertainties currently known to the Directors but do not necessarily comprise all of the risks to which the Company is exposed or all those associated with an investment in the Company. In particular, the Company's performance is likely to be affected by changes in the market and/or economic conditions and in legal, accounting, regulatory and tax requirements. There may be additional risks that the Directors do not currently consider to be material or of which they are currently unaware.

If any of the risks referred to above materialise, the Company's business, financial condition, results or future operations could be materially adversely affected. In such case, the price of its shares could decline and investors may lose all or part of their investment.

CONSEQUENCES OF A STANDARD LISTING

As the Acquisition is classified as a Reverse Takeover under the Listing Rules, upon completion of the Acquisition, the Company's listing on the standard listing segment of the Official List will be cancelled and an application will be made for the immediate admission of the Enlarged Share Capital to the Official List of the UKLA by means of a Standard Listing and to trading on the Main Market of the London Stock Exchange pursuant to Chapter 14 of the Listing Rules, which sets out the requirements for Standard Listings.

The Company's Ordinary Shares will be listed under Chapter 14 of the Listing Rules (Standard Listing (shares)) and as a consequence a significant number of the Listing Rules will not apply to the Company. Shareholders will therefore not receive the full protection of the Listing Rules associated with a Premium Listing. The Company intends to comply with the Listing Principles 1 and 2 as set out in Chapter 7 of the Listing Rules as required by the UK Listing Authority.

An applicant that is applying for a Standard Listing of equity securities must comply with all the requirements listed in Chapters 2 and 14 of the Listing Rules, which specify the requirements for listing for all securities. Where an application is made for the admission to the Official List of a class of shares, at least 25% of the shares of the class must be distributed to the public in one or more EEA states. Listing Rule 14.3 sets out the continuing obligations applicable to companies with a Standard Listing and requires that such companies' listed equity shares be admitted to trading on a regulated market at all times. Such companies must have at least 25% of the shares of any listed class in public hands at all times in one or more EEA states and the FCA must be notified as soon as possible if these holdings fall below that level.

The continuing obligations under Chapter 14 also include requirements as to:

- the forwarding of circulars and other documentation to the FCA for publication through to the National Storage Mechanism, and related notification to an RIS;
- the provision of contact details of appropriate persons nominated to act as a first point of contact with the FCA in relation to compliance with the Listing Rules and the Disclosure Guidance and Transparency Rules;
- the form and content of temporary and definitive documents of title;
- the appointment of a registrar;
- notifying an RIS in relation to changes to equity and debt capital; and
- compliance with, in particular, Chapters 4, 5 and 6 of the Disclosure Guidance and Transparency Rules.

As a company with a Standard Listing, the Company will, following Re-Admission, not be required to comply with, *inter alia*, the provisions of Chapters 6 and 8 to 13 of the Listing Rules, which set out more onerous requirements for issuers with a Premium Listing of equity securities. These include provisions relating to certain listing principles, the requirement to appoint a sponsor, various continuing obligations, significant transactions, related party transactions, dealings in own securities and treasury shares and contents of circulars.

As mentioned above, while the Company has a Standard Listing, it is not required to comply with the provisions of, among other things:

- Chapter 6 of the Listing Rules containing additional requirements for the listing of equity securities, which are only applicable for companies with a Premium Listing;
- Chapter 8 of the Listing Rules regarding the appointment of a listing sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The Company does not have and does not intend to appoint such a sponsor in connection with its publication of this document, the Placing or Re-Admission;
- Chapter 9 of the Listing Rules regarding continuous obligations for a company with a Premium Listing, which includes, *inter alia*, requirements relating to further issues of shares, the ability to issue shares at a discount in excess of 10% of market value, notifications and contents of financial information that are not applicable to the Company;

- Chapter 10 of the Listing Rules relating to significant transactions;
- Chapter 11 of the Listing Rules regarding related party transactions. It should therefore be noted therefore that related party transactions will not require Shareholder consent;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

IT SHOULD BE NOTED THAT THE UK LISTING AUTHORITY WILL NOT HAVE THE AUTHORITY TO (AND WILL NOT) MONITOR THE COMPANY'S COMPLIANCE WITH ANY OF THE LISTING RULES WHICH THE COMPANY HAS INDICATED HEREIN THAT IT INTENDS TO COMPLY WITH ON A VOLUNTARY BASIS, NOR TO IMPOSE SANCTIONS IN RESPECT OF ANY FAILURE BY THE COMPANY TO SO COMPLY. HOWEVER THE FCA WOULD BE ABLE TO IMPOSE SANCTIONS FOR NON-COMPLIANCE WHERE THE STATEMENTS REGARDING COMPLIANCE IN THIS DOCUMENT ARE THEMSELVES MISLEADING, FALSE OR DECEPTIVE.

IMPORTANT INFORMATION, PRESENTATION OF FINANCIAL AND OTHER INFORMATION AND NOTICES TO INVESTORS

In deciding whether or not to purchase Ordinary Shares, prospective purchasers should rely only on their own examination of the Company and/or the financial and other information contained in this document.

Purchasers of Ordinary Shares must not treat the contents of this document or any subsequent communications from the Company or any of its respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

Prospective investors should inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the Ordinary Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Ordinary Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the Ordinary Shares. Prospective investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

No person has been authorised to give any information or make any representations other than as contained in this document and, if given or made, such information or representations must not be relied on as having been so authorised. Without prejudice to the Company's obligations under the FSMA, Prospectus Rules, Listing Rules and Disclosure Guidance and Transparency Rules, neither the delivery of this document nor any subscription made pursuant to it will, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as at any time subsequent to its date.

This document comprises a prospectus relating to the Company prepared in accordance with the Prospectus Rules and has been approved by the FCA under section 87A of FSMA. This document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules. No arrangement has however been made with the competent authority in any other member state of the EEA (or any other jurisdiction) for the use of this document as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in such jurisdiction.

This document does not constitute, and may not be used for the purposes of, an offer to sell or an invitation to subscribe for or the solicitation of an offer to buy or subscribe for, any Ordinary Shares by any person in any jurisdiction: (i) in which such offer or invitation is not authorised; (ii) in which the person making such offer or invitation is not qualified to do so; or (iii) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation. The distribution of this document and the offering of the Ordinary Shares in certain jurisdictions may be restricted. Accordingly, persons outside the UK into whose possession this document comes are required by the Company to inform themselves about, and to observe any restrictions as to the offer or sale of Ordinary Shares and the distribution of this document under, the laws and regulations of any territory in connection with any applications for Ordinary Shares, including obtaining any requisite governmental or any other consent and observing any other formality prescribed in such territory.

No action has been taken or will be taken in any jurisdiction by the Company or the Directors or the Proposed Directors that would permit a public offering of the Ordinary Shares in any jurisdiction where action for that purpose is required, nor has any such action being taken with respect to the possession or distribution of this document other than in any jurisdiction where action for that purpose is required. Accordingly, the Ordinary Shares may not be offered or sold, directly or indirectly, and neither this document nor any other offering material or advertisement in connection with the Ordinary Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdictions. Any failure to comply with this restriction may constitute a violation of the securities laws of any such jurisdiction. Neither the Company nor any of the Directors nor the Proposed Directors accepts any responsibility for any violation of any of these restrictions by any other person.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's objectives will be achieved.

It should be remembered that the price of the Ordinary Shares, and any income from such Ordinary Shares, can go down as well as up.

This document should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Articles, which prospective investors should review.

FORWARD-LOOKING STATEMENTS

Some of the statements under "Summary", "Risk Factors", "*Part I: Information on the Company, Acquisition and Strategy*" and elsewhere in this document include forward-looking statements which reflect the Company's or, as appropriate, the Directors' or the Proposed Directors' current views, interpretations, beliefs or expectations with respect to the Company's financial performance, business strategy and plans and objectives of management for future operations. These statements include forward-looking statements both with respect to the Company and the sector and industry in which the Target operates. Statements which include the words "expects", "intends", "plans", "believes", "projects", "anticipates", "will", "targets", "aims", "may", "would", "could", "continue", "estimate", "future", "opportunity", "potential" or, in each case, their negatives, and similar statements of a future or forward-looking nature identify forward-looking statements.

All forward-looking statements address matters that involve risks and uncertainties because they relate to events that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. Accordingly, there are or will be important factors that could cause the Company's actual results, prospects and performance to differ materially from those indicated in these statements. In addition, even if the Company's actual results, prospects and performance are consistent with the forward-looking statements contained in this document, those results may not be indicative of results in subsequent periods. Important factors that may cause these differences include, but are not limited to:

- changes in economic conditions generally;
- performance of the Target;
- impairments in the value of the Enlarged Group's assets;
- the availability and cost of equity or debt capital for future transactions;
- changes in interest rates and currency exchange rate fluctuations, as well as the success of the Enlarged Group's hedging strategies in relation to such changes and fluctuations (if such strategies are in fact used); and
- legislative and/or regulatory changes, including changes in taxation regimes.

Risks and uncertainties which are material and known to the Directors and the Proposed Directors are listed in the section of this document headed "Risk Factors", which should be read in conjunction with the other cautionary statements that are included in this document.

Any forward-looking statements in this document reflect the Company's, or as appropriate, the Directors' or the Proposed Directors' current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the Enlarged Group's business, results of operations, financial conditions and growth strategy. For the avoidance of doubt, nothing in this paragraph qualifies the working capital statement set out in paragraph 11 of Part VIII: *Additional Information* of this document.

These forward-looking statements speak only as of the date of this document. Subject to any obligations under the Prospectus Rules, the Listing Rules and the Disclosure Guidance and Transparency Rules and except as required by the FCA, the London Stock Exchange, the City Code or applicable law and regulations, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. All subsequent written and oral forward-looking statements attributable to the Company or individuals acting on behalf of the Company are expressly qualified in their entirety

by this paragraph. Prospective investors should specifically consider the factors identified in this document which could cause actual results to differ before making an investment decision.

NOTICE TO US SHAREHOLDERS AND SHAREHOLDERS IN CERTAIN RESTRICTED JURISDICTIONS

The Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the US or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the US.

The Ordinary Shares have not been and will not be registered under the Securities Act, or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States or of Australia, Canada, the Cayman Islands, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa, or any province or territory thereof. Subject to certain exceptions, The Ordinary Shares may not be taken up, offered, sold, resold, reoffered, pledged, transferred, distributed or delivered, directly or indirectly, and this document may not be distributed by any means including electronic transmission within, into, in or from the United States, Australia, Canada, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa or to for the account of any national, resident or citizen of the United States or any person resident in Australia, Canada, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa. The Ordinary Shares may only be offered or sold in offshore transactions as defined in and in accordance with Regulation S promulgated under the Securities Act. Acquirers of the Ordinary Shares may not offer to sell, pledge or otherwise transfer the Ordinary Shares in the United States, or to any US Person as defined in Regulation S under the Securities Act, including resident corporations, or other entities organised under the laws of the United States, or non-US branches or agencies of such corporations unless such offer, sale, pledge or transfer is registered under the Securities Act, or an exemption from registration is available. The Company does not currently plan to register the Ordinary Shares under the Securities Act.

CAYMAN ISLANDS NOTICE

No invitation may be made to any member of the public of the Cayman Islands to subscribe for Ordinary Shares and this document shall not be construed as an invitation to any member of the public in the Cayman Islands to subscribe for Ordinary Shares. "Public" for these purposes does not include any exempted or ordinary non-resident company registered under the Companies Law or a foreign company registered pursuant to Part IX of the Companies Law. Shares may be beneficially owned by persons resident, domiciled, established, incorporated or registered pursuant to the laws of the Cayman Islands. The Company, however, will not undertake business with the public in the Cayman Islands other than so far as may be necessary for the carrying on of the business of the Company exterior to the Cayman Islands.

BRITISH VIRGIN ISLANDS NOTICE

No invitation may be made to any member of the public of the British Virgin Islands to subscribe for Ordinary Shares and this document shall not be construed as an invitation to any member of the public in the British Virgin Islands to subscribe for Ordinary Shares. Shares may be beneficially owned by persons resident, domiciled, established, incorporated or registered pursuant to the laws of the British Virgin Islands.

HONG KONG NOTICE

The Ordinary Shares will not be offered or sold in Hong Kong by means of any document other than (a) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and the rules made thereunder, or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) or which do not constitute an offer to the public within the meaning thereof. No advertisement, invitation or document relating to the Ordinary Shares has been or will be issued which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong except if permitted under the securities laws of Hong Kong; and any advertisement, invitation or document relating to the Ordinary Shares will be issued only to persons outside Hong Kong or to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and the rules made thereunder.

NOTICE TO EEA SHAREHOLDERS

In relation to each member state of the EEA which has implemented the Prospectus Directive (each, a “relevant member state”) with effect from and including the date on which the Prospectus Directive was implemented in that relevant member state (the “relevant implementation date”), no Ordinary Shares have been offered or will be offered pursuant to the Placing to the public in that relevant member state prior to the publication of a prospectus in relation to the Ordinary Shares which has been approved by the competent authority in that relevant member state or, where appropriate, approved in another relevant member state and notified to the competent authority in the relevant member state, all in accordance with the Prospectus Directive, except that with effect from and including the relevant implementation date, offers of Ordinary Shares may be made to the public in that relevant member state at any time:

- (a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of: (i) an average of at least 250 employees during the last financial year; (ii) a total balance sheet of more than €43 million; and (iii) an annual turnover of more than €50 million, as shown in its last annual or consolidated accounts;
- (c) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) in such relevant member state; or
- (d) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Ordinary Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purpose of these provisions, the expression an “offer to the public” in relation to any Ordinary Shares in any relevant member state means the communication in any form and by any means of sufficient information on the terms of the Placing and any Ordinary Shares to be offered so as to enable an investor to decide to purchase any Ordinary Shares, as the same may be varied in that relevant member state by any measure implementing the Prospectus Directive in that relevant member state, and the expression “Prospectus Directive” includes any relevant implementing measure in each relevant member state.

In the case of any Ordinary Shares being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Ordinary Shares acquired by it in the Placing have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Ordinary Shares to the public other than their offer or resale in a relevant member state to qualified investors as so defined or in circumstances in which the prior consent of the Company has been obtained to each such proposed offer or resale. Each of the Company and its respective affiliates, and others, will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

NOTICE TO OVERSEAS SHAREHOLDERS

An Overseas Shareholder may not be able to enforce a judgment against some or all of the Directors, Proposed Directors and executive officers. The Company is incorporated under the laws of the Cayman Islands and the

majority of the Directors (including the Proposed Directors) are not residents of the UK. Consequently, it may not be possible for an Overseas Shareholder to effect service of process upon the Directors or Proposed Directors or to enforce against the Directors or Proposed Directors judgments of courts of the Overseas Shareholder's country of residence based on civil liabilities under that country's securities laws. There can be no assurance that an Overseas Shareholder will be able to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries other than the UK against the Directors or Proposed Directors who are residents of the UK or countries other than those in which judgment is made. In addition, Cayman Islands or other courts may not impose civil liability on the Directors or Proposed Directors in any original action based solely on the foreign securities laws brought against the Company or the Directors or Proposed Directors in a court of competent jurisdiction in England or other countries.

NOTICE TO ALL SHAREHOLDERS

Copies of this document will be available on the Company's website, <http://www.scg-ltd.com/> from the date of this document until the date which is one month from the date of Re-Admission.

THIRD PARTY INFORMATION

Where information contained in this document has been sourced from a third party, the Company confirms that such information has been accurately reproduced and, so far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

DATA PROTECTION

The Company may delegate certain administrative functions to third parties and will require such third parties to comply with data protection and regulatory requirements of any jurisdiction in which data processing occurs. Such information will be held and processed by the Company (or any third party, functionary or agent appointed by the Company) for the following purposes:

- (a) verifying the identity of the prospective investor to comply with statutory and regulatory requirements in relation to anti-money laundering and anti-terrorism procedures;
- (b) carrying out the business of the Company and the administering of interests in the Company;
- (c) meeting the legal, regulatory, reporting and/or financial obligations of the Company in the United Kingdom, the Cayman Islands or elsewhere; and
- (d) disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.

Where appropriate, it may be necessary for the Company (or any third party, functionary or agent appointed by the Company) to:

- (a) disclose personal data to third party service providers, agents or functionaries appointed by the Company to provide services to prospective investors; and
- (b) transfer personal data outside of the EEA to countries or territories which do not offer the same level of protection for the rights or freedoms of prospective investors as the United Kingdom.

If the Company (or any third party, functionary or agent appointed by the Company) discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data.

In providing such personal data, investors will be deemed to have agreed to the processing of such personal data in the manner described above. Prospective investors are responsible for informing any third party individual to whom the personal data relates of the disclosure and use of such data in accordance with these provisions.

DEFINED TERMS

Except for certain names of natural persons and legal entities and capitalised terms that need no further explanation, the capitalised terms used in this document, including capitalised abbreviations, are defined or explained in *Part IX: Definitions*, starting on page 154 of this document.

CURRENCY

Unless otherwise indicated, all references in this document to:

- “GBP”, “£”, “pounds sterling”, “pounds”, “sterling”, “pence” or “p” are to the lawful currency of the United Kingdom;
- all references to “\$”, “US\$” or “US dollars” are to the lawful currency of the United States of America;
- all references to “€” or “euro” are to the lawful currency of the Euro zone countries;
- all references to “THB” or “Thai Bhat” or “Bhat” are to the lawful currency of Thailand;
- all references to “Hong Kong dollars” or “HK\$” are to the lawful currency of Hong Kong;
- all references to “RMB” are to Chinese Renminbi, the lawful currency of the People’s Republic of China;
- all references to “SGD” are to Singaporean dollars, the lawful currency of the Singapore; and
- all references to “VND” are to Vietnamese Dong, the lawful currency of Vietnam.

NO INCORPORATION OF WEBSITE TERMS

Except to the extent expressly set out in this document, neither the content of the Company’s website or any other website nor the content of any website accessible from hyperlinks on the Company’s website or any other website is incorporated into, or forms part of, this document.

GOVERNING LAW

Unless otherwise stated, statements made in this document are based on the law and practice currently in force in England and Wales and are subject to changes therein.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	22 February 2017
Payment to be received from investors pursuant to the Placing in cleared funds	22 February 2017
Announcement confirming results of Placing	22 February 2017
Cancellation of trading of Existing Ordinary Shares	27 February 2017
Completion of the Acquisition	28 February 2017
Re-Admission and commencement of unconditional dealings in Enlarged Share Capital	28 February 2017
Crediting of Depositary Interests representing Ordinary Shares to be held in uncertificated form to CREST Accounts	28 February 2017
Despatch of definitive share certificates for New Shares	14 March 2017

All references to time in this document are to London time unless otherwise stated. The above times may change without notification at the discretion of the Company.

PLACING STATISTICS

Number of Existing Ordinary Shares	30,000,000
Placing Price and issue price per Consideration Share	20 pence per Ordinary Share
Number of Consideration Shares	10,000,000
Number of Placing Shares	7,000,000
Total number of New Shares (being the Consideration Shares and Placing Shares)	17,000,000
Enlarged Share Capital in issue immediately following the issue of the New Shares	47,000,000
Percentage of Enlarged Share Capital represented by New Shares	36.17%
Gross proceeds of the Placing	£1,400,000
Net Proceeds of the Placing	£1,267,000

DIRECTORS, PROPOSED DIRECTORS, SECRETARY, AGENTS AND ADVISERS

Directors	<p>Chung Lam Nelson Law (<i>Chief Financial Officer and Chairman</i>) Chih Hong Leon Lim (<i>Chief Executive Officer</i>) Ingvar Angus Sigurd Irvine (<i>Non-executive Director</i>) <i>(All c/o the registered office)</i></p>
Proposed Directors	<p>Ka Fai Joe Lam (<i>Executive Director</i>) Nicholas Lyth (<i>Non-executive Director</i>) <i>(Both c/o the registered office)</i> To be appointed from Re-Admission</p>
Company Secretary and registered office	<p>Collas Crill Corporate Services Limited Willow House PO Box 709 Cricket Square Grand Cayman KY1 1107 Cayman Islands</p>
UK Solicitors to the Company	<p>Fladgate LLP 16 Great Queen Street London WC2B 5DG</p>
Hong Kong Solicitors to the Company	<p>Benjamin Au and Billy Chan, Solicitors Room 2105 21/F Wing On House 71 Des Voeux Road Central Hong Kong</p>
British Virgin Islands Solicitors to the Company	<p>Harney Westwood & Riegels LLP 3rd Floor, 1 Pemberton Row London EC4A 3BG</p>
Cayman Solicitors to the Company	<p>Harney Westwood & Riegels LLP 3rd Floor, 1 Pemberton Row London EC4A 3BG</p>
Auditors and Reporting Accountants	<p>Crowe Clark Whitehill LLP St Bride's House 10 Salisbury Square London EC4Y 8EH</p>
Registrar	<p>Computershare Investor Services (Cayman) Limited The R&H Trust Co Ltd Winward 1</p>

	Regatte Office Park West Bay Road Grand Cayman KY1-1103 Cayman Islands
Depository	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 7NH
Bankers	China Construction Bank (Asia) Corporation Limited Unit C, 20/F, China Overseas Building 139 Hennessy Road Wanchai Hong Kong
Website	http://www.scg-ltd.com/
Ticker/TIDM	SCGL
ISIN	KYG7948E1026
CUSIP	G7948E102
SEDOL	BYM2LM0

PART I
INFORMATION ON THE COMPANY, ACQUISITION, TARGET AND STRATEGY

1. Introduction

The Company was admitted to the standard listing segment of the Official List, and to trading on the Main Market of the London Stock exchange on 17 November 2015 as a single purpose acquisition company, with the objective of acquiring a company or business in the social media sector that it would develop and grow, as set out and as more fully described in the 2015 Prospectus. At the time of its initial admission, by way of a placing of 7,500,000 Ordinary Shares at 10 pence each, Sealand raised £750,000 in order to investigate, carry out due diligence in respect of, and evaluate potential acquisition targets.

On 24 March 2016 the Company announced its intention to acquire the entire issued share capital of the Target for consideration of £1,000,000 in cash and the issue and allotment of 10,000,000 Consideration Shares. The cash element of the consideration for this Acquisition will be met by a combination of existing cash reserves of the Company and by the issue and allotment of the Placing Shares. The Share Purchase Agreement was conditionally entered into on 22 February 2017, and the details are set out in Part III of this document.

The Acquisition is conditional on, amongst other matters:

- there being no material adverse change in the financial trading position or prospects of the Target;
- receipt of any necessary third party, regulatory or taxation consents or approvals;
- completion of the Placing; and
- the Re-Admission.

Following completion of the Acquisition, the Enlarged Group will become an operating company within the social media sector, of which, the Company will be the holding company.

The Acquisition will constitute a Reverse Takeover as defined by Listing Rule 5.6.4R, because it will give rise to a fundamental change in the business of the Company, resulting in it becoming an operating company and due to the size of the transaction as determined by the percentage ratio calculated under the class tests set out in LR 10 Annex 1.

2. The Target and its products

The Target, SecureCom, is a provider (under licence) of three specific products which are available for download and use by individuals and businesses within the APAC region:

- Metalk Basic;
- Metalk Premium; and
- SecureChannel.

The products are described in detail below.

The business of SecureCom was founded by Desmond and Denver Chua, following the brothers' development of a security hardware business in Asia from 2004 to 2014. The Subsidiary was incorporated on 6 November 2014, followed by the Target on 28 January 2015, at which point it acquired 100% of the Subsidiary. The directors of the Target are Chua Tien San (otherwise known as Desmond Chua) and Ka Fai (Joe) Lam. Joe Lam will join the Board of the Company at Re-Admission.

Key dates in the Target's development are:

- March 2014: Metalk business founded;
- August 2014 – Metalk Android Beta version developed;
- January 2015 – Metalk Android version completed;
- February 2015 – Metalk iOS version completed;
- March 2015 – Metalk iOS launched and c.1,000,000 downloads recorded;
- April 2015 – introduction of Metalk Premium;
- September 2015 – launch of Metalk Business functions;

- October 2015 – launch of SecureChannel;
- February 2016 – launch of “*Privacy mode*”;
- March 2016 – disposal of SecureCom Media (Thailand) Co. Limited; and
- May 2016 – launch of MeTime, video avatar and “Discover” feature released.

The business is currently focused on APAC, and has an agency agreement with the previous part owned Thai subsidiary of the Target (further details of which are set out in paragraph 9.8 of Part VII). Following Re-Admission it is the intention of the Company to open a new office in London, to enable the Enlarged Group to focus on opportunities in Europe.

In early 2015, the Target entered into the Logicquest Agreement (summarised below), and gained global license rights to Metalk, a mobile application providing secure communications. Logicquest has also granted SecureCom the exclusive rights to SecureChannel, a broadcasting platform, developed on the basis of the core technology of Metalk. It allows the broadcast of information to a potentially extremely large audience. It is marketed towards businesses looking to communicate business directions and decisions, and to release information (such as advertising information) to large groups, in a safe and secure environment.

Metalk

Metalk is a secure instant messaging application. It is a mobile based application which safeguards users’ privacy and protects important correspondence data. SecureCom has obtained the sole operating rights to the mobile application Metalk, which is developed and owned by Logicquest. Logicquest has, however, retained the right to market and sell Metalk itself. The application is available for download on the Apple App Store, Google Play and various other application download platforms. Its servers currently cover the APAC region.

Metalk’s security is considered market leading having been awarded “Most Secure Mobile Application of the Year 2015” at the Capital Weekly ProChoice Awards, and “Best Business Application of the Year 2015” at the Shenzhen International Internet and E-commerce Expo. The key security features of Metalk are as follows:

- End-to-end encryption, provided with all data sent and received by Metalk including text, voice messages and images. Security is provided by both encrypted over AES encryption technology and through a 1024-bit RSA cryptosystem. AES encryption technology was first published in 1998 and is a specification for the encryption of electronic data, established by the US National Institute of Standards and Technology in 2001. RSA encryption was developed in 1977 as one of the first practical public key encryption cryptosystems. It is now an internationally recognised method for the secure transmission of data.
- Periodic changes of encryption keys. The Directors believe that a normal home computer processor will take approximately 1,500 years to crack Metalk’s end to end encryption technology. Such an assumption is based on the fact that the encryption key does not change over time. However, Metalk automatically triggers a change of encryption keys at random intervals, thereby reducing the chances of a security breach.
- Secure communications protocol. Metalk data is transmitted over HTTPS (a protocol for secure communication over a computer network which is widely used on the internet), which utilised an added encryption layer of SSL (a protocol that provides communication security over a computer network) to protect the traffic. This ensures reasonable protection from eavesdroppers and “man-in-the-middle” attacks.
- Trusted and non-trusted device management; enables users to manage lists of trusted devices to enhance account protection. Logging in from non-trusted devices requires account authentication, including responding to security questions. Users can also review past usage (including log in locations, timings, platforms and numbers of messages sent) while on the move, to enable users to identify any unauthorised access.
- Pattern Lock feature helps to prevent unauthorised access. After a set number of incorrect attempts at drawing the unlock pattern, all chat history stored locally on the phone is deleted.
- Blurred screen feature, to protect user’s privacy when switching between applications on an iPhone.

Metalk also has a number of features aimed at improving the user's experience of the app, and efficiency:

- Activity management, where users can invite contacts to join in business or social events.
- Voice messaging, to either a single contact or a group.
- "Sticky to the top" feature, which allows users to select certain important chats which will remain at the top of the chat log, for quick access.
- QR code scanning, where each user is given a unique QR code. By scanning this code, another user can quickly and easily add them as a contact. A QR code is also assigned to group chats, where scanning the code automatically adds the user.
- Discover section within the Metalk app which provides articles and advertisements for the user to browse. Articles can be posted by advertisers, and users may earn reward bounties issued by merchants by reading and sharing some of these adverts.
- Customisation options, including backgrounds, and ringtones.

Metalk premium includes the following additional features:

- Chat history back up.
- Deceptive view, whereby users can conceal contacts, by assigning friends aliases, giving contacts a different avatar and altering the last message displayed for any person.
- "Whisper" mode, which allows users to send text, images or voice messages that will self-destruct a certain time period after being read.
- Privacy mode, which allows users to create a concealed list, accessible via a second pattern lock. The chat history stored under privacy mode is deleted following a number of failed log in attempts.

Metalk also offers the following additional features, which are free to use, to business users of its framework:

- MeTime, which allows users to view and respond to recent happenings within their social network, inclusive of experience sharing.
- Animated avatar, which allows users to create a video avatar of themselves, giving a more precise and engaging first impression for business networking purposes;
- Chat minutes, which allow portions of group chats to be stored and marked for future reference.
- Events can be created and monitored, including notifying users of acceptances of contacts invited to such events.
- VIP Centre, which allows the user to log in online and provides web-end extended services, such as the secured cloud service for uploading and storing files for communicating images, voice messages, Word, Excel, PowerPoint and pdf documents. The VIP Centre also allows business users to locate a lost phone if someone attempts to access Metalk from the device, unlock an account, and clear all stored data from a device if it is suspected lost or compromised.
- My Files, which enables users to upload, download, store and circulate various documents in Metalk, and supports various office document formats, and large file sizes. Users login to the VIP Centre and upload files to the server, and can then access them on the phone via Metalk.

The basic Metalk package is free to download and use, whilst a one-year subscription to the premium package is available via a \$29.99 in-app purchase. At the expiration of the initial term, users need to sign up again for a further year. This subscription payment goes to the licensor of Metalk, Logicquest, and not the Target. However, by building the number of users of Metalk, the Target is better placed to grow the business of SecureChannel.

As at 31 July 2016, Metalk had approximately 1.32 million users, of which 8,980 were premium users. Of these users, approximately 1.18 million were active as at that date, of which 4,154 were premium users. In total, Metalk has had a total of 3.2 million downloads, and is ranked in the top 50 top grossing social media apps (as at 14

March 2016) in Hong Kong and Singapore, and just outside the top 50 in China, Thailand, Vietnam and Taiwan (Taiwan, as at 24 March 2016).

At the end of a contract for Metalk premium, the user must re-subscribe for the premium content, and will be prompted to do so. The Target has only been active for around a year and so has limited experience of the renewals process.

Currently, the Company does not monetise Metalk as all revenue goes to Logicquest. The Company requires the Metalk licence as SecureChannel is based upon that application. The Company benefits from increased numbers of Metalk users as SecureChannel subscribers are attracted by the large number of potential advertising targets then available to SecureChannel users.

In addition, clients can earn advertising credits through Metalk premium usage (as discussed below), which can then be redeemed for additional subscriber packages. The rationale for this is that by encouraging Metalk premium users to correspond with colleagues, friends and family through Metalk, recipients will be enticed to subscribe for SecureChannel packages.

The intention of the Directors and Proposed Directors is to grow the number of Metalk premium users, and, following this, the SecureChannel subscriber base, SecureChannel users do have access to Metalk users for advertising purposes. The eventual intention is for Metalk to become a subscriber environment into which retailers will be able to advertise and sell products, thereby monetising the database.

Currently, the mobile commerce features of the applications have not been launched. It is anticipated that these will be launched in early 2017, and are intended to support social commerce functions, allowing merchants to sell products via the Metalk platform. Efforts to attract advertisers and merchants to the SecureChannel platform are expected to be increased in Q4 2016.

SecureChannel

The Directors and Proposed Directors believe that today, the confidentiality of information is critical to the competitiveness of a company or organisation. To appeal to this market, SecureCom has launched SecureChannel, a secure broadcasting solution suitable for business of all sizes.

SecureChannel is a web-based software-as-a-service platform that provides corporate clients with the means to mass broadcast sensitive information over large private networks. The software includes the ability to send broadcasts and messages, set auto-destruct timers on those messages, and to receive a notification if a recipient takes a screen shot of a message. It also allows response tracking and multimedia file sharing.

SecureChannel users can, via the SecureChannel website, draft their own messages and presentations, which can be based on set templates made available to them. There are also tutorials which help users to draft, edit and send broadcasts.

SecureChannel users purchase broadcast units through packages which are then used to send messages, presentations and videos. There are a range of SecureChannel packages offered by the Target, ranging from a basic starter pack, marketed to those with an audience of 100 or less (for \$3,000 for a 12 month validity period), up to an advertising package, which enables users to target Metalk users (for \$100,000). Some packages include a certain number of broadcast units which limit the number of messages which can be sent and the lifespan of the units, whilst others limit the number of recipients and contacts permitted.

SecureChannel broadcasts are sent via the SecureChannel website, www.sec-channel.com, and are received by the selected group of users of the Metalk app. For example, the selected group may be a small group within the broadcaster's own social circle, or may be Metalk users within a specified geographic space for an advertisement.

The annual subscription packages available are:

Discreet networks

These annual subscription packages are tailored to the needs of discreet business circles or internal communications within core management groups of a company. There is no limit to the amount of messages

that can be broadcast, thereby allowing large amounts of dynamic information to be circulated while keeping them secure. The subscription packages available are as follows:

- *“Private Circle”* package;
\$5,000 per annum
12 month contract
50 recipients
unlimited posts
3 sub accounts
- *“Marketing”* package;
\$10,000 per annum
12 month contract
1,000 recipients
unlimited posts
5 sub accounts

Advertising

This package is tailored to the needs of vendors who wish to have their products and services circulated to the high net-worth individual users of Metalk Basic and Metalk Premium, around the APAC region. Seasonal promotions and incentives can be communicated via advertisement banner space within Metalk.

- *“Advertising”* package
\$100,000 per annum
12 month contract
1,500,000 broadcasting units
broadcast to all Metalk Basic and Metalk Premium users
5 sub accounts

Affiliate Marketing

Affiliate marketing packages are tailored to the needs of large social or business groups, normally membership-based. For enterprise level packages, the multi-user function allows the organisation's administrative department to segment the tasks of creating posts, sending and tabulating responses to various personnel.

- *“Basic”* package
\$3,000 per annum
12 month contract
30,000 broadcasting units
100 recipients
no sub accounts
- *“Professional”* package
\$9,000 per annum
18 month contract
100,000 broadcasting units
300 recipients
no sub accounts
- *“Enterprise”* package
\$15,000 per annum
24 month contract
200,000 broadcasting units
1,000 recipients
10 sub accounts

Since the launch of SecureChannel in October 2015, SecureCom has (as at 30 September 2016) attracted 9,687 subscribers, comprising 1,978 (20.4%) subscribers to the Basic Package, 261 (2.7%) to the Professional

Package and 7,448 (76.9%) to the Enterprise Package. Below is a summary of the monthly subscribers for each of the three packages from October 2015 to September 2016:

Table 1 SecureChannel subscribers

New subscribers (#)	Basic Package (at \$3,000 each)	Professional Package (at \$9,000 each)	Enterprise Package (at \$15,000 each)	Total
October 2015	169	18	103	290
November 2015	109	10	223	342
December 2015	104	15	188	307
January 2016	83	15	145	243
February 2016	109	17	176	302
March 2016	130	26	232	388
April 2016	166	19	875	1,060
May 2016	328	34	1,080	1,442
June 2016	172	9	833	1,014
July 2016	188	23	872	1,083
August 2016	201	33	1,316	1,550
September 2016	219	42	1,405	1,666
Total	1,978	261	7,448	9,687

Source: Management Information

Subscriber numbers for SecureChannel have increased markedly from March 2016 to September 2016. Subscribers have come from a wide variety of countries; mostly from Hong Kong, China and Singapore, and also, to a lesser extent, from Vietnam and Taiwan.

The Target has only limited experience of SecureChannel packages being renewed as the first SecureChannel contracts were entered into in October 2015, and are for a minimum term of 12 months (although some are for longer). In October 2016 269 contracts expired and 213 of these were renewed, showing a renewal rate of 79%. In the November 2016 the Target saw a renewal rate of 81% while in December 2016 77% of expiring SecureChannel packages were renewed (there is no guarantee that renewals will continue at these rates). It is possible that given the early stage of the Target, the Directors may offer extensions to SecureChannel users, or that broadcasting units may be permitted to carry over into new contracts. A decision has not yet been made on this. Currently subscribers cannot purchase additional broadcasting units if they utilise all of those included in their package. This may be offered in the future. Therefore, it is expected that the major source of income and growth for the Enlarged Group will be new subscriptions.

The Target's business is currently heavily reliant on word-of-mouth marketing and business referrals, for which users may receive discounts against the costs of services provided by the Target. This is offered under its "affiliate marketing" program. Both Metalk premium users and SecureChannel users can earn advertising credits through various means. They can then utilise these advertising credits for future SecureChannel subscriptions, or redeem them for cash. Metalk premium users may not necessarily be SecureChannel users and so a Metalk premium user redeeming his advertising credits for subscriptions could use these advertising credits towards his first SecureChannel subscription. From commencement of business until 30 September 2016, 43.9% of earned advertising credits have been redeemed for broadcast subscriptions, and 33.0% for cash rewards. The remaining advertising credits are carried forward on the Target's statement of financial position, pending redemption.

The attractiveness of the SecureChannel offering partly rests on the size of the potential customer base. It is typical for businesses operating in the messenger industry to offer the product free initially and then once the user base reaches an appropriate scale it will begin to charge for subscriptions, or introduce targeted advertising in order to generate revenue. The Target is seeking to attract high net worth clients and as such did not feel that the 'free to user' model would be appropriate. The Target has therefore required users to pay for subscriptions; in order to ensure it attracts high net worth clients but has then rewarded them by issuing them advertising credits that can be redeemed for cash or further subscriptions. This effectively reduces the cost of the package to the customer over time. The cost of the advertising credits is akin to a marketing expense, the cost of which increases both new subscriber numbers and the Target's marketing expense in its income statement. Advertising credits are primarily earned by (i) Metalk premium customers using their accounts, (ii) by SecureChannel

customers using their broadcasting units or (iii) by those introducing new users. All revenue derived from the redemption of advertising credits is used to reduce marketing costs in the Group's income statement.

During the three-month period ended 30 September 2016, the actual ratio for new subscriptions to SecureChannel packages was 54.9% through cash and 45.1% from the redemption of advertising credits. During the subsequent three-month period ended 31 December 2016, the ratio was broadly similar at 52.9% through cash and 47.1% from the redemption of advertising credits. As discussed above, the issue of advertising credits is the Directors' chosen method of generating scale in SecureChannel subscriber numbers during the early stages of the business. The Directors believe that the user base will, by the end of 2016, have reached a size that is sufficient to attract customers rather than relying on incentives by way of the issue of advertising credits. The Directors, therefore, intend to reduce the ability of Metalk premium and SecureChannel users to earn advertising credits from January 2017. As an example, SecureChannel users currently earn advertising credits on subscription and by activity, however, the Directors will reduce the number of advertising credits that it is possible for subscribers to earn on subscription and activity by 13-17% and 50-63% respectively. In addition the Target is launching new products, discussed below, which it expects to be attractive to customers and consequently increase the numbers of advertising credits being redeemed for subscriptions rather than cash. By reducing the availability of advertising credits to existing subscribers, it is intended that by the end of the first quarter of 2017, the business model will become more cash-based, with the ratio of new subscriptions being 70% cash to 30% redemption of advertising credits. The Directors also intend to reduce the percentage of new advertising credits that can be redeemed for cash.

Logicquest

Logicquest is Logicquest Technology Limited, a company incorporated in the British Virgin Islands. The Metalk and SecureChannel software were developed by Beijing Logicquest Labs, a company registered in China. Logicquest holds a 96.67% beneficial interest in Beijing Logicquest Labs, which is held for it by a nominee, who is a Chinese national. The remaining 3.33% of Beijing Logicquest Labs is held by another Chinese national, but not for the benefit of Logicquest. Following its development of the Metalk and SecureChannel software, Beijing Logicquest Labs transferred all of its intellectual property rights to Logicquest, which consequently owns the Metalk and SecureChannel software. Logicquest has no other subsidiaries or interests in any companies.

Mr Yew Siong Cheng, the sole director and shareholder of Logicquest is also a director of Logicquest Technology Inc., a company incorporated in the United States of America. Other than having a director in common, neither entity has any connection with, interest in, or control over, the other. Previous public communications made by Logicquest, Logicquest Technology Inc. and the Target have suggested a link between (a) Logicquest Technology Inc. and Logicquest Technology Limited and (b) Logicquest Technology Inc. and the Metalk and SecureChannel products. These public communications were incorrect and the entities responsible have agreed, where possible, to correct these public communications and make declarations as to the correct position.

Logicquest Agreement

The Target's main asset is the Logicquest Agreement, which is for the provision of technology software. The agreement, which came into effect on 15 January 2015, will remain in force until 31 March 2020, unless terminated earlier in accordance with the terms of the agreement. The agreement will renew automatically at the end of the term for successive five-year periods, unless either party gives written notice to the other of its intention not to renew 90 days prior the expiry of the current term.

Under the Agreement, Logicquest, as developer, owner and operator of Metalk and the SecureChannel Broadcasting System, provides SecureCom the right to use the Metalk software (Metalk mobile chat application and technological framework) and SecureChannel Broadcasting System and all related data. More specifically, SecureCom is granted the right and licence to use the Metalk software and the paid functions extending from it through SecureCom's own revenue model for profit, as well as the SecureChannel Licence to operate SecureChannel. The Metalk licence is not entirely exclusive, as Logicquest has the right to utilise the Metalk software itself. Logicquest receives all income on the Metalk subscriptions.

The licence fees payable by SecureCom from 1 April 2015 to 31 March 2020 are as follows:

- Metalk - \$35,000 per month; and

- SecureChannel - \$50,000 per month.

In addition to the above fees, SecureCom is to pay a fee of \$30 per active SecureChannel subscription, tabulated at the end of each calendar month.

In May 2016, fees due to Logicquest under the Logicquest Agreement came to a total of \$284,080, composed of the following:

- Metalk licence fee for May 2016: \$35,000 (fixed);
- SecureChannel licence fee for May 2016: \$50,000 (fixed); and
- variable accounts charge: \$199,080 (based on 6,636 active SecureChannel subscriptions, at \$30 each).

As at the date of this document all fees payable to Logicquest have been paid in full and on time.

Logicquest provides complete technical support and follow-up services for the running and maintenance of the software throughout the course of the licensing period. Logicquest has committed to providing a continuous service with an average up-time of 99% per month. Logicquest is responsible for the installation, debugging and launching of the licenced software.

In the event of a material breach of the Logicquest Agreement, the innocent party may terminate if the breach is not remedied within 45 days of written notice. Where Logicquest is the non-breaching party, Logicquest is entitled to compensation from SecureCom in the sum of \$50 per active SecureChannel subscription per month for a total of 24 months from termination or \$15 million, whichever figure is lower. Where SecureCom is the non-breaching party, Logicquest shall indemnify all loss and damage suffered as a result of such breach and termination including but not limited to all loss of profits that SecureCom could have made during the licence's unexpired term.

SecureCom is not entitled to assign the rights granted under the agreement but has the right to grant further licences to agents/distributors. Neither SecureCom nor Logicquest may assign or transfer in whole or in part the licence agreement including whether by merger, consolidation, amalgamation or restructuring etc. without the prior written consent of the other party. The consent of Logicquest to allow SecureCom to assign or transfer the license agreement to Sealand Capital Galaxy Ltd has been given

The Target does not alter the software produced and licensed by Logicquest under the above agreement. However, Logicquest does continue to develop the software, and considers the Target's requests when doing so. For example, the Target anticipates that an "e-wallet" will be added into the next version of the software, at its request.

IT

As stated above, the Metalk and SecureChannel applications are hosted on servers operated by Logicquest which is responsible for full technical support and the running of and maintenance of the applications. The Target has entered into agreements with Plus65 Interactive Pte Limited under which IT equipment (such as PCs and laptops) is leased to the Target and software applications are maintained and updated by Plus65. Further details are set out in paragraph 9 of Part VII.

3. Social media sector

It is the Directors and Proposed Directors' view that social media is a global phenomenon and still gathering strength. Businesses such as Twitter, Facebook, Snapchat and WhatsApp have become household names. These businesses haven taken advantage of changing social trends, low cost communications and technological advances to grow rapidly. As well as their social impact, many social media businesses have created companies with substantial market capitalisations and valuations as existing groups and investors have sought to acquire innovative technology or strategically valuable assets to grow.

Social media is where people interact, create or exchange information, ideas and views in virtual communities and networks or via applications that allow the creation and publication of user-generated content. Mobile and web-based technologies allow the creation of highly interactive platforms which allow creativity, discussion and sharing. The social media sphere has rapidly introduced substantial and pervasive changes to communications between individuals, organisations and groups.

Social media is becoming increasingly accessible, relevant, fast, easy to use and pervasive, driving this increasing usage.

One of the key revenue streams that can be generated by a large social platform (as is monetised by SecureChannel) is targeted digital advertising which is anticipated to be one of the fastest growing sectors of the digital media sector. By way of example, according to a general industry report “Ten Years of Digital Adspend¹” produced in 2014 by the Internet Advertising Bureau UK and PricewaterhouseCoopers the social media market in the UK was worth £922 million in 2014, which was an increase of 64.6% from the previous year. In addition, digital advertising expenditure in general, which is not restricted solely to social media but is often integrated into social media platforms, has grown from £825 million in 2004 to £7.2 billion in 2014, an increase of almost 800%. The report anticipates that by 2020 the value of digital advertising will be £13 billion, as it will grow £1 billion each year from 2015. The Internet Advertising Bureau UK has published its top trends for social media in 2015² which anticipated that advertising will be increasingly targeted, with an increase in real time reactions. It is reported that advertisers like the targeted approach and interactive relationship with customers.

Based on the above, the Directors and Proposed Directors are of the opinion that SecureCom's SecureChannel product is well placed to take advantage of the fast growing market trend in targeted advertising software. In particular, they are confident that SecureChannel has the ability to continue to develop and stay abreast of market growth and changes.

Alongside targeted advertising, another key area of expected growth and focus within the social media marketplace is of data security. One key concern of many users of social media is security, whether of accounts being hacked or the sale or leaking of personal information to third parties, and the media regularly reports rising fears of cyber crime, including a recent BBC article entitled “Social Media: a hunting ground for cybercriminals”, which highlights identity theft on social media networks such as Facebook³. This article highlights in particular, increasing numbers and sophistication of malware scams and personal data appropriation, where important information is inadvertently, publicly, shared on networks with little security. In order to limit potentially sensitive information being published (which may be of use to cyber criminals) Metalk users have control over the information displayed in their profiles, and who has access to this information. Information is encrypted over AES encryption technology, and a 1024 bit RAS cryptosystem, which renders it extremely difficult for potential cyber criminals to intercept data stored or transmitted by SecureCom.

It was reported by security company McAfee, that 800 million user records are lost per year. In addition, IBM estimates that 22% of companies will suffer from a data breach within the next two years, potentially leading to serious damage to the business' reputation, fines and a serious cost in terms of management time spent dealing with the breach and taking steps to limit future breaches. It was estimated that of those breaches, 47% were malicious or criminal attacks.⁴

The Directors and Proposed Directors believe that Metalk addresses a number of the security concerns often raised in the context of social media, such as encrypting messages. For example, users do not publish significant amounts of public information about themselves, as they may do on networks such as Facebook; messages are securely encrypted; users can ensure that their accounts have not been compromised; and QR codes help ensure that the correct contact is added.

The Directors believe that the combination of circumstances referred to above, together with the skills and strengths of the Board will enable the Enlarged Group to operate and develop the Target, to generate Shareholder value in the Company.

Metalk started off as a secure mobile messenger, addressing the needs of business and corporate users, allowing them to continue to engage in instant messaging whilst being sure that their chat data is well protected.

¹ Source: <http://www.iabuk.net/research/digital-adspend#1DvCX4tUErPRT1jU.97>

²Source: <http://www.iabuk.net/blog/top-social-trends-for-2015>

³ Source: <http://www.bbc.co.uk/news/business-36854285>

⁴ Source: <https://post-quantum.com/>

However, moving on from the first year of operations, the Target realised that its user base of business and corporate people have more than just mere needs for security. Therefore it has, since October 2015, launched a series of business functions such as chat minutes, events management and “My Files”, allowing users to more efficiently conduct business correspondence and liaison within Metalk.

In future, while the Target intends to continue to retain and strengthen security and privacy for users, the Enlarged Group plans to build upon this a wide range of business utility functions that would ultimately allow it to serve a sizeable base of business and corporate users.

4. The Target’s market

The Target operates in the APAC region and, although the Enlarged Group will also target the European market, it is likely that APAC will remain the Enlarged Group’s main focus in future. APAC economies are developing quickly; as are the appetites of consumers in APAC countries for the internet and social media. In 2015 six of the top ten fastest growing world economies were APAC countries⁵. These included the Philippines, Indonesia and Laos. In addition it was estimated that in September 2016 there were 1.83 billion internet users in the APAC region with 1.43 billion social media users. Of those social media users, 95% use social media on their mobiles. Internet usage in the APAC region is also growing significantly. The global average annual growth rate in internet users is 19% (including APAC) while the APAC average is 27%. The Growth in social media usage is also higher in the APAC region than the global average.⁶

It is intended that the Enlarged Group will open an office in London following completion the Re-Admission, thereby providing the Enlarged Group with access to a new market for its products. Information on the estimated size of the European market is available above.

In Europe (a future target area for the Enlarged Group) it was estimated at January 2015 that of a total population of 837 million, approximately 70% (584 million) were active internet users, and there were 1,104 million mobile connections. Approximately 387 (approximately 66% of active internet users) had active social media accounts, and of those 287 million had active mobile social accounts.⁷

5. History

SecureCom was registered in the British Virgin Islands on 28 January 2015, with company registration number 1860557 and registered office P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.

The Target’s principal place of business is 882/3 882/4 TC Green Condominium, Phrase 2, RAMA 9, Kuakwang, Bangkok, giving it access to one of the key hubs of the APAC region in which it operates.

The Target currently holds 100% of the SecureCom Subsidiary, which is the operating company of the group. It was incorporated on 6 November 2014 in Hong Kong, with company registration number 2165268 and registered office Unit 2001, 20/F Mongkok Commercial Centre, 16 Argyle Street, Mongkok, Kowloon, Hong Kong. Until 22 March 2016, the Target held a 47% interest in SecureCom Media (Thailand) Co. Limited, at which point it was sold. Consideration received for this sale was \$40,000. This interest was sold to strengthen the internal financial and operational controls of the SecureCom Group, as the directors held the view that the historical financial information and management of this minority held entity was not of a standard required of a subsidiary of a listed company.

6. Objectives

Broad Objectives

The Company’s objective is to generate an attractive rate of return for Shareholders, predominantly through capital appreciation, by operating and growing the Target.

⁵ <http://www.bloomberg.com/news/articles/2015-02-25/the-20-fastest-growing-economies-this-year>

⁶ <http://wearesocial.com/uk/special-reports/digital-in-apac-2016>

⁷ <http://wearesocial.com/uk/special-reports/digital-social-mobile-worldwide-2015>

Following completion of the Acquisition, the Company intends to implement a strategy designed to maximise Shareholder value by rapidly expanding the user base coverage, implementing disciplined operational improvements and strengthening management including through the services of the Directors and Proposed Directors.

The operating objectives of The Company for the next three years are listed as follows:

1. building a quality user base: the growth of advertising clientele and revenues for SecureChannel, the main income driver of the Target, is largely reliant on the quality of users within Metalk. In the past 18 months, the Target has successfully carved a niche in the social media market by combining information security with business functions. The current user base of Metalk comprises high-income users from the APAC region, either corporate professionals or business people. The Directors and Proposed Directors believe that a high-earning user base is also a high-spending one. In the following years, the Company expects to continue building this high earning user base by increasing the business utility within Metalk, and add in payment functions so that SecureChannel advertisers can eventually tap into a quality user base with high spending power;
2. complete the spectrum of corporate communications: currently, the Target has three types of packages, covering internal secure communications and mass broadcasting. The Company intends to expand the options provided to the market within the next few years, to cover the full spectrum of corporate communications, from internal to external, to advertising, sales and follower retention. Plans are being made and development work is in progress to ensure the launch of the first follower retention services before the end of 2016; and
3. reach out to new markets: as the Target has already operated in the APAC market for a considerable amount of time the Company believes that following the Acquisition there will be an opportunity to open up European markets. The Company intends to, within the next three years, invest resources and effort to expand into new market territories. The Directors and Proposed Directors believe that this will add to the overall advertising and marketing value of the Target's platform.

Expansion of Advertising Options

The expansion of advertising options will be through the development of new functions and subscription packages for SecureChannel.

The Enlarged Group intends to introduce new functions into certain packages; these are (i) a follower and branding function and (ii) e-commerce.

By allowing users to follow brands, companies or products the Enlarged Group will enable its customers to develop its own base of interested users who have volunteered to receive messages and information submitted by them. Customers can, therefore, be sure of a reasonably friendly reception to their communications and can tailor their messages appropriately. The peer to peer network will also give the customer a greater opportunity to deliver its messages to the social group of the follower, broadening the appeal of attracting followers.

In 2015, e-commerce sales totalled \$1.671 trillion globally, representing 7.4% of all retail sales. It is predicted that by 2019 that share will jump to 12.8%, meaning approximately \$3.578 trillion in e-commerce sales in that year. It is believed that the APAC region will be the main driver of this growth. In 2015 over half of e-commerce sales took place in APAC with a market value of approximately \$878 million. The APAC market for e-commerce is also expected to grow at a faster rate than the rest of the world with the APAC region contributing around 75% of the market growth until at least 2019. The Enlarged Group will therefore develop an e-commerce function for SecureChannel to enable certain customers to transact directly with users via the service⁸.

The Enlarged Group believes that the addition of these functions will allow it to cover the full spectrum of corporate communications services in the next three years.

⁸ www.emarketer.com/public_media/docs/emarketer_etailwest2016_worldwide_ecommerce_report.pdf

Campaign Packages

Over the past months of operations, the Target has begun to recognise certain latent needs of its corporate clients. In addition to advertising and creating one-time awareness, such clients also require the ability to create a following and a longer term relationship with their potential or existing customers. To meet this need the Enlarged Group will provide "Campaign Packages".

The Campaign Packages will include a series of new features, which are detailed above, such as the ability to broadcast to selected regions for a limited number of times, the sharing of these broadcasted messages to various other social media platforms, the ability to allow readers to subscribe to this channel, and the ability to create product information and conduct e-commerce actions within the follower base of such accounts.

The Company intends to launch these functions by the end of 2016.

Advertising Packages (Custom)

The current Advertising Package allows large corporations to deliver information to all Metalk users. The Company believes that high-spending corporate clients will require additional services to allow for: follower building, communication of branding and e-commerce sales and that such clients will wish to use the services that are relevant to its business. The Company recognises that such clients may not be able to efficiently achieve this by purchasing the existing packages. The Company will therefore look to offer customised packages to high spending corporate clients that will allow the clients to pick the services that are relevant to their needs.

The Company will develop a team of professional account managers to tend to these needs and service the Company's high net worth clients based on customised solutions that adhere to the client's corporate strategy.

Projected Sustainability and Returns

Over the past 18 months, the Target has proven the value of information security and business functions in the circle of business and corporate users. The Directors and the Proposed Directors believe that the number of paying subscribers to Metalk's premium features is evidence that a market of high-earning and high-spending individuals exists in the APAC region, and that these clients have very different social media needs from that of the average person.

As already referred to above, the Target is currently allowing Metalk users to earn SecureChannel advertising credits and thus increase the SecureChannel subscriber numbers. These new SecureChannel subscribers can then either utilise these advertising credits for future SecureChannel broadcast subscriptions, or redeem them for cash. By way of example, during the three-month period ended 30 September 2016, 54.9% of new broadcast subscriptions during that period were sold for cash and 45.1% from subscribers redeeming advertising credits. The cost of granting the advertising credits is a direct marketing expense of the Target and was, and continues to be, the chosen method of rapidly expanding the SecureChannel subscription base in the Target's growth phase. The total marketing cost to the Target is represented by subscribers choosing to redeem advertising credits through broadcasting subscriptions plus those choosing to redeem advertising credits for cash.

The Directors expect that from late 2016, the need to incentivise users in the current manner will have diminished, such that the expected ratio of new cash subscriptions will increase from the current 54.9% to 70%. Furthermore, the Directors expect that the ratio of subscribers choosing to redeem advertising credits for cash will fall from 33.0% to 25%. What this means for the Enlarged Group going forward is a move away from the current business model of attracting new subscribers by offering advertising credits, to a model of paid-for subscriptions. With respect to marketing costs going forward, the Directors expect that the cash element will reduce proportionately. As such, the Enlarged Group is expected to generate more cash from its activities going forward than the Target does at present.

The Directors expect the change in the business model will be as a result of the Target having garnered a sizable number of business and corporate clients through the current model and expect that the new services to be offered will continue to attract additional subscribers. It is the intention of the Directors to reduce the ability of subscribers to earn advertising credits by adjusting the contractual terms of the subscription packages, such that fewer advertising credits will be able to be earned. As an example, SecureChannel users currently earn advertising credits on subscription and by activity, however, from December 2016 the Directors will reduce the

number of advertising credits that it is possible for subscribers to earn on subscription and activity by 13-17% and 50-63% respectively. In addition the Target is launching new products, discussed above, which it expects to be attractive to customers and consequently increase the numbers of advertising credits being redeemed for subscriptions rather than cash. The Directors also intend to reduce the percentage of new advertising credits that can be redeemed for cash. As the cost of granting the advertising credits is a direct marketing expense of the Target, the Directors expect that by reducing the ability to earn advertising credits in the future, the Enlarged Group will (i) reduce its marketing spend both in real terms and in cash terms and (ii) decrease the cash outflows to those subscribers choosing to redeem advertising credits for cash.

The Directors also believe that with the inclusion of follower and e-commerce functions, the Enlarged Group will finally complete the spectrum of communication services it intends to offer to the market, and largely increase the actual results the software can bring to the Enlarged Group's corporate subscribers. It is expected that this will increase the number of subscription renewals per annum, adding to the overall sustainability of the Enlarged Group's business going forward.

Assumptions

As detailed above, the APAC region's economies are some of the fastest growing in the world while there is also strong growth in internet and social media usage in the region. The Enlarged Group's ability to achieve its expected returns and reduce its reliance on offering users the opportunity to earn SecureChannel advertising credits in order to drive subscriber numbers, is, in part, reliant on continued growth in these markets.

The Directors expect that the number of subscribers for its Basic and Enterprise Packages will grow by 10% per month in China through to the end of 2017, subject to an expected fall in February 2017 due to the Chinese New Year. The Directors expect that subscriptions for the Basic and Enterprise Packages will grow by 5% per month in both Hong Kong and Singapore. In Taiwan, Thailand, Vietnam and Malaysia, the Directors expect growth of around 10% per month through to December 2017 for the Basic Package and 5% per month for the Enterprise Package. This assumption is due to the fact that Basic Packages are believed to be more price appropriate for these markets. It is not expected that there will be any significant growth in subscription to the Enlarged Group's professional SecureChannel packages in any of its territories before the end of 2017.

As detailed above, the Directors assume that the ratio of payments for SecureChannel subscriptions will move from 53.9% cash and 46.1% redemption of advertising credits in December 2016 to 70% cash and 30% redemption of advertising credits during 2017. They also assume that the number of subscribers opting to redeem advertising credits for cash (rather than SecureChannel subscriptions) will decrease from 40.9% in the three-month period ended 31 December 2016 to 25% by the end of 2017. There is a risk that these assumptions may not be correct. This issue is discussed in more detail in the section headed "Risk Factors".

7. Competition

The Target has the license for the software for Metalk and SecureChannel under the terms of the Logicquest Agreement. Therefore, there are no other direct competitors utilising the same software as the Target. Logicquest does retain rights over Metalk.

Social media is a competitive sector and there are many other competitors in the secure communications sphere, including PQ Chat, Signal/Redphone, Silent Phone, Silent Text, TextSecure, ChatSecure and Orbot. However, Metalk does not position itself as a messenger or mainstream social media application. The Directors and Proposed Directors believe that amongst all social media user types, business and corporate users hold the highest spending power. The Directors and Proposed Directors consider that the only defining product in the market till date is LinkedIn but do not consider that LinkedIn's Multi-Tied social networking works as well in Asian cultures. The Enlarged Group's ultimate goal is to forge Metalk into Asia's version of LinkedIn, adhering strictly to cultural practices dominant in the business environment in APAC, and offering unique functions yet to be offered by other platforms, to eventually secure the Enlarged Group's market position.

Following the Re-Admission it is the intention of the Directors and Proposed Directors to expand into Europe.

It is increasingly common for popular, mainstream chat applications (such as WhatsApp and Facebook chat) to provide a certain degree of security, by way of encrypted messaging services to users, in some cases as standard. However, the Directors believe that the Target's products can be differentiated from these, as its

security technology is significantly more sophisticated. Metalk utilises SQLite database management system with SQLCipher as an added open source extension to SQLite that provides AES encryption of database files. All data sent and received by Metalk, including text, voice messages and images, are encrypted over RSA cryptosystem, internationally recognised for secure data transmission. It is estimated that a normal home processor will take approximately 1,500 years to crack Metalk's encryption keys. Typically encryption keys do not change over time, however in Metalk, the system will automatically trigger a change of encryption keys at random intervals which greatly reduces the chances of a security breach. In addition, the Company's products can be tailored for business users, creating a more professional, less amateur appearance for customers. As far as the Directors are aware, there are no large competitors which offer an integrated marketing solution similar to SecureChannel up until now. In the open market, mobile applications which are secure do not open up integrated web solutions to target corporate customers, which is why there is no significant competition for SecureChannel, primarily because SecureChannel is a product built on the foundations of Metalk, which allows corporate users to broadcast via Metalk (which is already highly secure) and set self-destruct timers with anti-duplication measures to safeguard the broadcasted information.

The Electronic Frontier Foundation (EFF) is a US-based lobby group dedicated to "defending your rights in the digital world". It has reviewed a number of messaging applications and rated them based on certain security parameters.⁹ According to the last published "scorecard" of the EFF, some of the most well-known chat applications; Facebook chat, iMessage, Skype, SnapChat, and Viber do provide messages which are encrypted in transit. However, these applications do not compete with Metalk as they are not secure in a number of other ways. For example, EFF claim that of these, all except iMessage are lacking encryption which would stop the provider (and therefore potential hackers and third parties) from reading the messages.¹⁰

8. Bank account management

The Target has engaged Gold Access HK Limited as a collections and remittance agent in China, Taiwan, Hong Kong, Malaysia, Singapore and Vietnam to collect payments made by users and to distribute funds received as instructed. Other than in China, the Target may call for remittance of sums held by Gold Access HK Limited on demand and may also instruct it to make payments to customers who elect to redeem advertising credits for cash. Further details of this agency agreement are set out in paragraph 9 of Part VIII.

Gold Access HK Limited holds an account in China as agent for the Target, however there are restrictions on transferring cash between accounts in China and accounts outside China. The Target and the Company intend to use funds held in China to meet cash requirements caused by the redemption of advertising credits for cash by customers in China. The requirement to have cash in China to meet cash redemptions of advertising credits will remain for the short to medium term as a result of the ongoing provision of advertising credits to customers. As it is difficult to transfer sums into China from other accounts, the Company will rely on direct payments from customers in China to replenishing the China account balance. The Target has agreements with companies providing payment processing services which allow it to either receive funds from China into its main Hong Kong bank account or to receive such payments in the Gold Access China account. The Company will carefully manage its China cash position to ensure it has adequate reserves of cash in China without putting unnecessary cash flow strains on the remainder of its business.

Prior to the end of the financial period ending 31 December 2016 a director of the Target collected subscription monies from the sale of products in Singapore into his personal account on behalf of the Target. This was done as the Target had no bank account in Singapore. Sums held by the director were remitted to the Target on a regular basis after deduction of any attributable expenses incurred by the director. The Target now collects subscription monies without using the director's account and all sums, including interest, have been transferred from the director's account to the Target.

⁹ Source: <https://www.eff.org/node/82654>

¹⁰ Source: <http://www.makeuseof.com/tag/forget-whatsapp-6-secure-communication-apps-youve-probably-never-heard/>

9. Dividend policy

The Company intends that its cash resources will be used for the operation and development of the Target and the Enlarged Group and as such, no dividends are intended to be paid in the near future. Any earnings in the near future are expected to be retained for use in business operations, not being distributed until the Company has an appropriate level of distributable profits. The declaration and payment by the Company of any dividends and the amount thereof will be in accordance with, and to the extent permitted by, all applicable laws and will depend on the results of the Company's operations, its financial position, cash requirements, prospects, profits available for distribution and other factors deemed to be relevant at the time.

10. Current trading and prospects

The Target's trading in the period to 31 December 2015 was in line with management expectations.

The Target launched its first product (Metalk) in March 2015, with SecureChannel following in October 2015. Since that time, it has gained approximately 1.32 million Metalk users of which 8,980 were Metalk premium users. As at 30 September 2016, the Target reports 9,687 SecureChannel subscribers. SecureCom has increased revenue from \$4,226 for the six months ended 30 June 2015, to \$25,579 to the six months ended 30 June 2016.

During the three-month period ended 30 September 2016, SecureCom earned revenue of \$4,242,127 as a result of much increased levels of utilisation of broadcast units. During the three-month period ended 31 December 2016, this trend continued, generating revenue of \$14,992,525.

The focus for the next financial year is to continue the growth in subscription numbers, including focusing on new markets such as the EEA.

11. Summary financial information

Financial information relating to the Company and pro forma information relating to the Enlarged Group immediately following completion of the Acquisition is set out in Part VI (A), (B), (C) and (F) of this document.

The financial information relating to SecureCom is set out in Part VI (D) and (E) of this document.

12. Taxation

General information relating to UK and Cayman Islands taxation is summarised in Part V of this document.

13. Further information.

Your attention is drawn to the additional information set out in Part VIII of this document.

PART II DIRECTORS AND CORPORATE GOVERNANCE

1. The Directors and Proposed Directors and Senior Employee

The Board currently comprises three Directors and on Re-Admission the two Proposed Directors will be appointed to the Board.

The Directors and Proposed Directors collectively have extensive experience and a proven track record in investment, corporate finance and business acquisition, operation and development in the social media sector and are well placed to implement the Enlarged Group's business objective and strategy. Any further appointments to the Board would be made after due consideration to the Enlarged Group's requirements and to the availability of candidates with the requisite skills and, where applicable, depth of sector experience.

The Board

Details of the Directors and Proposed Directors are set out below:

Chung Lam Nelson Law, also known as Nelson Law (Chairman and Chief Financial Officer), age 54

Nelson Law has over ten years' experience in the corporate banking sector. Mr Law was engaged in a senior management position in Chemical Bank (now Chase Morgan) during the 1980s. He also worked for a subsidiary

of the China State Construction Engineering Corp for five years in the Philippines on project finance. Mr Law's specialisms are in organization and method, having been involved in corporate restructuring in several industries including garment production, IT, construction, agricultural and minerals trading. Mr Law is a non-executive director of Wealth Glory Holdings Limited, a company listed on the Growth Enterprise Market of the Hong Kong Stock Exchange (HKSE 8269). In that capacity, Mr Law has been involved in assessing and locating possible investment targets for the listed company, including an online retailer that was subsequently acquired by Wealth Glory Holdings Limited. In Mr Law's capacity as an associate director of JP Advisory Limited Mr Law works with corporate clients in reviewing investment opportunities, assist them in transaction due diligence and also deal negotiation, including of internet based businesses using social media and/or online advertising revenue models. Mr Law resides in Hong Kong.

It was intended that Mr law would step down as Chief Financial Officer or Chairman at the completion of an acquisition, however, this is no longer the intention of the Company and therefore Mr Law will retain his position.

Chih Hong Lim, also known as Leon Lim (Director, Chief Executive Officer), age 38

Chih Hong Lim, otherwise known as Leon Lim, will be responsible for overseeing the Company's investment strategy and following the completion of the Acquisition, the Company's operations. Mr Lim is an entrepreneur and the owner of several businesses which are involved in software design, electronic gaming design and mobile application design and training. As a result of his experience with these businesses, Mr Lim has developed good contacts within the IT start-up and entrepreneur communities in south east Asia. Mr Lim resides in Singapore.

Ingvar Angus Sigurd Irvine, also known as Angus Irvine (Non-executive Director), age 50

Angus Irvine is a foreign exchange broker and is the chief executive officer of VIBHS Financial Limited which is authorised and regulated by the Financial Conduct Authority in the United Kingdom. It is head-quartered in London and is a leading financial intermediary providing online trading solutions. For ten years Mr. Irvine was head of online trading at Options Direct Limited where he instigated their in-house customer relationship management system which allowed for automatic e-mail follow ups. He then held the same position at FXCM in London before being promoted in to head of retail on-exchange in August 2011. In 2012 Mr. Irvine was appointed Vice President Business Development at FXCM, where he was instrumental in the development of a new white label multi-asset trading platform, including middle and back offices; incorporating on-exchange products as well as foreign exchange, CFDs, funds and bonds. In this position, Mr. Irvine had responsibility for vendor selection and management of stakeholder relationships, and managed the sales process from prioritization through project management. In these roles he has worked extensively with chief technology officers. In September 2013 Mr. Irvine began to provide professional services management consultancy to foreign exchange industry participants on a freelance basis, during which time he prepared foreign brokers for FCA regulation in the United Kingdom, as well as installing standard operating procedures for sales process and on-boarding, as well as having completed event planning with oversight of sales, operations and IT departments. Mr Irvine resides in the UK.

Proposed Directors

Ka Fai Lam, also known as Joe Lam, and Ka Lok Lam (Proposed Executive Director), age 41

Mr. Joe Lam was appointed CEO of SecureCom Media Holdings Limited on 1 November 2015. He obtained his bachelors and subsequently masters degree in industrial design in the UK in 2002. Joe has worked as a project manager for an IT hardware company and founded a software firm to develop custom made management systems for hospitals, finance companies, education firms and online casinos. As managing director of this business, Joe successfully grew the company to a 50-man team with annual turnover of more than \$10 million. Mr Lam is a British citizen.

Nicholas Lyth (Proposed Non-executive Director), age 50

Nicholas Lyth is a UK based, experienced board director and qualified accountant with over five years' experience advising a number of publically quoted companies including AIM listed companies Univision Engineering Ltd, Altona Energy plc and Taihua plc.

Prior to his recent public company experience, Mr. Lyth was Group Finance and Purchasing Director of Belle Group, a manufacturer of engineering equipment operating across Europe, the US and Asia. He was also Head of Finance at Fothergill Group, a UK manufacturer of technical industrial fabrics, between 1996 and 2003. In his early career, Nick was a management accountant at Courtaulds plc and Rotunda plc.

Details of the Directors' letters of appointments are set out in paragraph 8.4 of Part VIII: *Additional information* of this document.

Senior employee

Ho Chow Chan (Chief Technology Officer), age 40

Ho Chow Chan, otherwise known as Mac Chan, has over ten years' experience in the IT industry and will be responsible for all information technology related projects of the Company. Mr Chan graduated with a first class honours degree in Information Engineering and a master's degree in Philosophy in Information Engineering from the Chinese University of Hong Kong. After graduating, Mr Chan founded his first IT company, Tradecity.com Limited, which was a company specialising in providing IT solutions for online stores including building programs and subsequently application servers. Tradecity.com Limited was sold to an investment fund, following which Mr Chan established his current business: Vizualize Limited. That company, of which Mr Chan is the owner and technical director, builds sophisticated applications for tracking shoppers, audience measurement, queue management and product interaction. Vizualize Limited's clients include retailers and museums. Mr Chan resides in Hong Kong.

2. Independence of the Board

Angus Irvine and Nicholas Lyth are considered to be "independent" (using the definition set out in the Corporate Governance Code).

3. Strategic decisions

Members and responsibility

The Board is responsible for the Company's objectives and business strategy and its overall supervision. Any divestment and other strategic decisions will all be considered and determined by the Board.

The Board will provide leadership within a framework of appropriate and effective controls. The Board will set up, operate and monitor the corporate governance values of the Company, and will have overall responsibility for setting the Company's strategic aims, defining the business objective, managing the financial and operational resources of the Company and reviewing the performance of the officers and management of the Company's business following the Acquisition. The Board will take appropriate steps to ensure that the Company complies with Listing Principles 1 and 2 as set out in Chapter 7 of the Listing Rules

4. Frequency of meetings

The Directors intend to schedule quarterly board meetings and will hold additional meetings as and when required. The expectation is that this will not result in more than four meetings of the Board each year.

5. Corporate governance

As a company with a Standard Listing, the Company is not required to comply with the provisions of the Corporate Governance Code. However, in the interests of observing best practice on corporate governance, the Company intends to comply with the provisions of the Corporate Governance Code insofar as is appropriate having regard to the size and nature of the Company and the size and composition of the Board.

The Board has established an audit committee, a remuneration committee and a nomination committee comprising at least one non-executive director. The terms of reference of these committees are summarised below.

- 5.1 The Company's audit committee is comprised of Nicholas Lyth (Chairman) and Angus Irvine and Leon Lim. The audit committee is to meet at least two times a year to consider the integrity of the financial statements of the Company, including its annual and interim accounts; the effectiveness of the Company's

internal controls and risk management systems; auditor reports; and terms of appointment and remuneration for the auditor.

- 5.2 The Company's remuneration committee is comprised of Nicholas Lyth (Chairman) and Angus Irvine and Leon Lim. The remuneration committee is to meet at least two times a year and has as its remit the determination and review of, amongst others, the remuneration of executives on the Board and any share incentive plans of the Company.
- 5.3 The Company's nomination committee is comprised of Nicholas Lyth (Chairman) and Angus Irvine and Leon Lim. The nomination committee is to meet at least two times a year and has as its remit the reviewing the size, structure and composition of the Board and ensuring that it is comprised of the right balance of skills, knowledge and experience, identifying and nominating for approval candidates to fill and vacancies in the Board as and when they arise.

As a result of the coming into force of MAR on 3 July 2016, the Model Code was deleted and is no longer relevant to listed companies. As the Company is not listed with a premium listing, it is not obliged to comply with the UK Corporate Governance Code, however, in the interests of observing best practice, the Company has, on a voluntary basis, adopted the UK Corporate Governance Code in so far as is appropriate, having regard to the size and nature of the Company and the Board. The Board will be responsible for taking all proper and reasonable steps to ensure compliance. Compliance with the UK Corporate Governance Code is being undertaken on a voluntary basis, and no body will have the authority to (and will not) monitor the Company's voluntary compliance with the UK Corporate Governance Code, nor to impose sanctions in respect of any failure by the Company to so comply.

The Board will keep the Company's compliance with the new MAR regime under review, and will adopt such policies and practices as the Board consider necessary to ensure such compliance from time to time. This includes compliance with requirements regarding directors' dealings.

6. Conflicts of interest

General

Potential areas for Directors' conflicts of interest in relation to the Company include:

- some of the Directors and, following Re-Admission, the Proposed Directors are required to commit a limited amount of time to the Company's affairs and, accordingly, they may have conflicts of interest in allocating management time among various business activities;
- in the course of their other business activities, the Directors may become aware of investment and business opportunities which may be appropriate for presentation to the Company as well as the other entities with which they may, in the future, become affiliated. They may have conflicts of interest in determining to which entity a particular business opportunity should be presented. At the date of this document, however, the Directors do not have any other business interests which would cause them a conflict of interest with respect to the presentation of a particular business opportunity to the Company; and
- in the course of his duties for JP Advisory Limited, Nelson Law works with corporate clients in reviewing investment opportunities, assists them in transaction due diligence and also deal negotiation, including of internet based businesses using social media and/or online advertising revenue models. Such investment opportunities are sourced by the corporate clients, not by Mr Law; his role is purely advisory and the decision whether or not to proceed with a transaction is solely that of the client. It is possible that a client of JP Advisory Limited might consider a transaction with a business that the Company might also be reviewing. In that circumstance, which Mr Law considers to be unlikely, Mr Law would notify JP Advisory Limited of his conflict of interest and would take no further part in advising the client on that transaction.

The Directors may come to have other fiduciary obligations including to other companies whose board of directors they may join in the future. To the extent that they identify business opportunities that may be suitable for the Company or other companies on whose board of directors they may sit, the Directors will honour their pre-existing fiduciary obligations to the Company.

7. Lock-in agreements

Each of the Directors has undertaken to the Company that, other than in certain limited circumstances, they will not, and will procure that any associated party will not, dispose of any interest they hold in the 22,500,000 Ordinary Shares collectively held by them (representing 50% of the Enlarged Share Capital). These lock in agreements were entered into in relation to the previous placing and listing in November 2015, as set out in the 2015 Prospectus. These restrictions will continue to apply to the directors for 24 months from such admission, expiring on 16 November 2017.

The Seller has undertaken to the Company that, other than in certain limited circumstances, he will not, and will procure that any associated party will not, dispose of any interest he holds in the 10,000,000 Ordinary Shares held by the Seller (representing 21.28% of the Enlarged Share Capital) for a period of 24 months from Re-Admission.

Further details of the lock-in agreements are set out in paragraph 9.5 of Part VIII: *Additional Information* of this document.

PART III

ACQUISITION AND PLACING

1. Details of the Acquisition

The Company announced on 24 March 2016 that it had conditionally agreed to acquire the entire issued share capital of the Target from the Seller, the consideration for which is to be £1,000,000 to be satisfied in cash, and the issue and allotment of the 10,000,000 Consideration Shares at the deemed issue price of 20 pence per Consideration Share. The cash element will be met by the net proceeds of the issue of the Placing Shares and out of the existing cash reserves of the Company.

The conditional Share Purchase Agreement was entered into on 22 February 2017.

Completion of the Share Purchase Agreement is subject to:

- there being no material adverse change in the financial trading position or prospects of the Target;
- receipt of any necessary third party, regulatory or taxation consents or approvals;
- completion of the Placing; and
- completion of the Re-Admission.

The Share Purchase Agreement includes customary warranties and representations relating to the Target and its subsidiaries and business, given by the Seller. It includes limited warranties given by the Company to the Seller, particularly in relation to the Consideration Shares. Claims made under these warranties and representations are subject to market standard financial and time limitations..

The Share Purchase Agreement is governed by the laws of England and Wales and the parties have irrevocably submitted to the exclusive jurisdiction of the courts of England and Wales in relation to any claim (including non-contractual claims) arising out of the Share Purchase Agreement.

2. Description of the Placing

Under the Placing, gross proceeds of £1,400,000 before expenses have been raised and 7,000,000 Placing Shares have been subscribed for, and will, conditional on Re-Admission, be issued to, investors at the Placing Price of 20 pence per Placing Share. The cash expenses of Re-Admission will be paid out of the proceeds of the Placing and existing cash reserves of the Company. The Placing will only be completed if not less than £1,000,000 is raised.

The Placing has been offered to investors in the United Kingdom and certain other jurisdictions in the EEA by way of subscription agreements. Conditional on, amongst other things, Re-Admission occurring on or prior to 14 March 2017 (or such later time and/or date as may be agreed), each investor under the Placing has irrevocably agreed to acquire those Placing Shares allocated to it under its subscription agreement. Each investor has paid the Placing Price for the Placing Shares subscribed for by it to the Company's bank account as set out in such investor's subscription agreement.

The completion of the Placing is conditional on Re-Admission taking place, following the cancellation of the Company's existing listing as described in this document. If Re-Admission does not occur for any reason, monies received under the subscription agreements will be returned without interest. The Placing is not being underwritten.

Confirmation of the completion of the Placing will be announced via an RIS on Re-Admission, which is expected to take place at 8.00 a.m. on 28 February 2017.

The Placing Shares have been made available to institutional and certain non-institutional investors in the UK and certain other jurisdictions. In accordance with Listing Rule 14.2.2, at Re-Admission at least 25% of the Ordinary Shares of this listed class will be in public hands (as defined in the Listing Rules).

Equity commitment of significant investors

The following table sets out, to the extent known to the Company, subscription under the Placing made by persons subscribing for more than 5% of the Placing Shares:

Name	Description	Ordinary Shares being subscribed for in the Placing	Percentage of Placing Shares being subscribed for	Percentage of Ordinary Shares held at Re-Admission
Matthew James House	Investor	1,400,000	20%	2.98%
Monika Dudzinska	Investor	1,200,000	17.14%	2.55%
Graham Douglas Grindell Peck	Investor	1,400,000	20%	2.98%
Simal Khetshi Popat	Investor	1,000,000	14.29%	2.13%
Matthew Jonathon Reader	Investor	1,000,000	14.29%	2.13%
Andrew James William Dovey	Investor	1,000,000	14.29%	2.13%

Completion of the Acquisition, the Placing and Re-Admission are inter-conditional.

Admission, dealings and CREST

As the Acquisition constitutes a Reverse Takeover under the Listing Rules, the London Stock Exchange will cancel trading in the Existing Ordinary Shares on the Main Market for listed securities, and the UKLA will cancel the Company's current listing on the standard listing segment of the Official List by 5:00 p.m. on 27 February 2017.

An application will be made to the UKLA and to the London Stock Exchange for the Enlarged Share Capital to be admitted, to trading on the Main Market for listed securities and to listing on the standard listing segment of the Official List. It is expected that this Re-Admission will become effective and that dealings in the Ordinary Shares will commence on the London Stock Exchange at 8.00 a.m. on 28 February 2017.

Admission is expected to take place and unconditional dealings in the Ordinary Shares are expected to commence on the London Stock Exchange at 8.00 a.m. on 28 February 2017. Dealings on the London Stock Exchange before Re-Admission will only be settled if Re-Admission takes place. All dealings in Ordinary Shares prior to commencement of unconditional dealings will be at the sole risk of the parties concerned.

Where applicable, definitive share certificates in respect of the New Shares are expected to be despatched, by post, at the risk of the recipients not later than 14 March 2017. No temporary documents of title will be issued. The rights attaching to the New Shares will be uniform in all respects with the Existing Ordinary Shares and all of the Ordinary Shares will form a single class for all purposes from the date of the issue of the New Shares.

Application will be made for the New Shares to be admitted to CREST with effect from Re-Admission. Therefore, settlement of transactions in the Ordinary Shares following Re-Admission may take place through CREST.

CREST is the system for paperless settlement of trades in listed securities. CREST allows securities to be transferred from one person's CREST account to another's without the need to use share certificates or written instruments of transfer in accordance with the CREST Regulations.

The Articles permit the holding of Ordinary Shares in uncertificated form under the CREST system. Application has been made for the Ordinary Shares to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in the Ordinary Shares following Re-Admission may take place within the CREST System if any Shareholder so wishes. CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so. An investor applying for Ordinary Shares in the Placing

will receive Ordinary Shares in certificated form.

PART IV

SHARE CAPITAL, LIQUIDITY AND CAPITAL RESOURCES AND ACCOUNTING POLICIES

1. Share capital

Details of the current issued share capital of the Company are set out in paragraph 3.3 of Part VIII: *Additional Information*. As at Re-Admission, the share capital of the Company is expected to be £4,700, divided into 47,000,000 issued Ordinary Shares of £0.0001 each.

All of the issued Ordinary Shares will be in registered form, and capable of being held in certificated or uncertificated form. The Registrar will be responsible for maintaining the share register. Temporary documents of title will not be issued. The ISIN of the Ordinary Shares is KYG7948E1026. The SEDOL number of the Ordinary Shares is BYM2LM0.

2. Financial position

The financial information in respect of the Company as at 31 December 2015 and 30 June 2016, the Target as at 31 December 2016 and 30 June 2016 and Enlarged Group as at 30 June 2016 is set out in *Part VI: Financial Information on the Company and the Enlarged Group*.

Further finance information in respect of the Target as at 30 September 2016 is set out in *Part VII: Operating and Financial Review*.

3. Liquidity and capital resources

Sources of cash and liquidity

The costs relating to the Placing and Re-Admission will be met from the existing cash reserves of the Company.

The Company may raise additional capital from time to time. This may include capital to be raised in connection with development of the Target following the Acquisition. Such capital is expected to be raised through share issues (such as rights issues, open offers or private placings) or borrowings. As at the date of this document, the Company and the Target have no borrowings.

In addition to capital raised from new equity, the Company may choose to finance future capital requirements with debt financing. The forms of debt financing to be used by the Company are expected to be limited to bank financing, although no such financing arrangements will be in place at Re-Admission.

The Company retains flexibility to incur borrowings if it considers it appropriate in the relevant circumstances. Any costs associated with the debt financing are likely to be paid with the proceeds of such financing.

If debt financing is utilised, there will be additional servicing costs. Furthermore, while the terms of any such financing cannot be predicted, such terms may subject the Company to financial and operating covenants or other restrictions, including restrictions that might limit the Company's ability to make distributions to Shareholders.

As at 9 November 2016, the Company had cash of HK\$4,719,650 (£491,119 at HK\$9.61 to £1). As at 8 November 2016, the Target had cash of \$3,228,548 (£2,603,668 at \$1.24 to £1).

Ongoing costs and expenses

The Company's principal use of the Net Proceeds will be to satisfy the cash consideration for the Acquisition and for ongoing operating and working capital costs. The Directors anticipate that the Net Proceeds of £1,267,000 will be applied as follows:

Expense	Estimated expenditure in 12 months post Acquisition
Cash consideration for the Acquisition	£1,000,000
PR and market communications staff costs	£17,415

General administration staff costs	£21,989
IT department staff costs	£42,658
Office rental and utilities	£110,092
Contingency	£74,846
Total	£1,267,000

Over time and in accordance with the Enlarged Group's business strategy, the Company may make distributions to Shareholders in accordance with the Company's dividend policy.

Capitalisation and indebtedness

The Company's capitalisation, as at the date of the latest published unaudited financial information, being 30 September 2016, is summarised in the table below:

	Unaudited As at 30 September 2016 £
Total current debt	
Guaranteed	-
Secured	-
Unguaranteed/Unsecured	1,664
Total non-current debt	
Guaranteed	-
Secured	-
Unguaranteed/Unsecured	-
	Unaudited As at 30 September 2016 £
Shareholder's equity	
Share capital	3,000
Share premium	735,350
Reserves	(266,918)
Total	471,432

In the period from 30 September 2016 to 22 February 2017, there have been no material changes to the Company's capitalisation.

Indebtedness (Company)

The Company's indebtedness, as at the date of the latest published unaudited financial information, being 30 September 2016, is summarised in the table below:

	Unaudited As at 30 September 2016 £
A. Cash	478,346
B. Cash equivalents	-
C. Trading securities	-
D. Liquidity (A)+(B)+(C)	478,346
E. Current financial receivable	-
F. Current bank debt	-
G. Current portion of non-current debt	-

H. Other current financial debt	1,664
I. Current financial debt (F)+(G)+(H)	1,664
J. Net current financial indebtedness (I)-(E)-(D)	(476,682)
K. Non-current bank debt	-
L. Bonds issued	-
M. Other non-current loans	-
N. Non-current financial indebtedness (K)+(L)+(M)	-
O. Net financial indebtedness (J)+(N)	(476,682)

In the period from 30 September 2016 to 22 February 2017, there have been no material changes to the Company's indebtedness.

Capitalisation (SecureCom)

SecureCom's capitalisation, as at the date of the latest unaudited financial information, being 30 September 2016, is summarised in the table below:

	Unaudited As at 30 September 2016 \$
Total current debt	
Guaranteed	-
Secured	-
Unguaranteed/Unsecured	9,905,516
Total non-current debt	
Guaranteed	-
Secured	-
Unguaranteed/Unsecured	-

	Unaudited As at 30 September 2016 \$
Shareholder's equity	
Share capital	1
Share premium	1,281
Reserves	(60,349,935)
Total	(60,348,653)

In the period from 30 September 2016 to 22 February 2017, there have been no material changes to SecureCom's capitalisation.

Indebtedness (SecureCom)

SecureCom's indebtedness, as at the date of the latest published unaudited financial information, being 30 September 2016, is summarised in the table below:

	Unaudited As at 30 September 2016 \$
A. Cash	3,578,311
B. Cash equivalents	-
C. Trading securities	-
D. Liquidity (A)+(B)+(C)	3,578,311
E. Current financial receivable	12,645,290
F. Current bank debt	-
G. Current portion of non-current debt	-
H. Other current financial debt	9,905,516
I. Current financial debt (F)+(G)+(H)	9,905,516
J. Net current financial indebtedness (I)-(E)-(D)	(6,318,085)
K. Non-current bank debt	-

L. Bonds issued	-
M. Other non-current loans	-
N. Non-current financial indebtedness (K)+(L)+(M)	-
O. Net financial indebtedness (J)+(N)	(6,318,085)

In the period from 30 September 2016 to 22 February 2017, there have been no material changes to SecureCom's indebtedness.

Accounting policies and financial reporting

The Company's financial year end is 31 December and the first set of financial statements will be for the period to 31 December 2016. The Company will present its financial statements in accordance with IFRS.

PART V TAXATION

1. Taxation in the United Kingdom

The following information is based on UK tax law, proposals announced in the 16 March 2016 Budget and HM Revenue and Customs ("HMRC") practice currently in force in the UK. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time. Please note that announcements in the 16 March 2016 Budget are only proposals and have not yet been enacted in UK tax legislation. The information that follows is for guidance purposes only. Any person who is in any doubt about his or her position should contact their professional advisor immediately.

Tax treatment of the Company

The following information is based on the law. Proposals in the 16 March 2016 Budget and practice currently in force in the UK.

Provided that the Company is not resident in the UK for taxation purposes and does not carry out any trade in the UK (whether or not through a permanent establishment situated there), the Company should not be liable for UK taxation on its income and gains, other than in respect of interest and other income received by the Company from a UK source (to the extent that it is subject to the withholding of basic rate income tax in the UK).

It is the intention of the directors to conduct the affairs of the Company so that the central management and control of the Company is not exercised in the UK in order that the Company does not become resident in the UK for taxation purposes. The directors intend, insofar as this is within their control, that the affairs of the Company are conducted so the Company is not treated as carrying on a trade in the UK through a permanent establishment.

Tax treatment of UK investors

The following information, which relates only to UK taxation, is applicable to persons who are resident in the UK and who beneficially own Ordinary Shares as investments and not as securities to be realised in the course of a trade. It is based on the law and practice currently in force in the UK. The information is not exhaustive and does not apply to potential investors:

- who intend to acquire, or may acquire (either on their own or together with persons with whom they are connected or associated for tax purposes), more than 10%, of any of the classes of shares in the Company; or
- who intend to acquire Ordinary Shares as part of tax avoidance arrangements; or
- who are in any doubt as to their taxation position.

Such Shareholders should consult their professional advisers without delay. Shareholders should note that tax law and interpretation can change and that, in particular, the levels, basis of and reliefs from taxation may change. Such changes may alter the benefits of investment in the Company.

Shareholders who are neither resident nor temporarily non-resident in the UK and who do not carry on a trade, profession or vocation through a branch, agency or permanent establishment in the UK with which the Ordinary Shares are connected, will not normally be liable to UK taxation on dividends paid by the Company or on capital gains arising on the sale or other disposal of Ordinary Shares. Such Shareholders should consult their own tax advisers concerning their tax liabilities.

Dividends

Where the Company pays dividends, no UK withholding taxes are deducted at source, Shareholders who are resident in the UK for tax purposes will, depending on their circumstances, be liable to UK income tax or corporation tax on those dividends.

UK resident individual Shareholders who are domiciled in the UK, and who hold their Ordinary Shares as investments, will be subject to UK income tax on the amount of dividends received from the Company.

Dividend income received by UK tax resident individuals will have a £5,000 dividend tax allowance. Dividend receipts in excess of £5,000 will be taxed at 7.5% for basic rate taxpayers, 32.5% for higher rate taxpayers and 38.1% for additional rate taxpayers.

Shareholders who are subject to UK corporation tax should generally, and subject to certain anti-avoidance provisions, be able to claim exemption from UK corporation tax in respect of any dividend received but will not be entitled to claim relief in respect of any underlying tax.

Disposals of Ordinary Shares

Any gain arising on the sale, redemption or other disposal of Ordinary Shares will be taxed at the time of such sale, redemption or disposal as a capital gain.

As announced in the 16 March 2016 Budget, it is proposed that gains accruing after 6 April 2016 the rate of capital gains tax on disposal of Ordinary Shares by basic rate taxpayers will reduce from 18% to 10%, and for upper rate and additional rate taxpayers the rate will fall from 28% to 20%.

For Shareholders within the charge to UK corporation tax, indexation allowance may reduce any chargeable gain arising on disposal of Ordinary Shares but will not create or increase an allowable loss.

Subject to certain exemptions, the corporation tax rate applicable to its taxable profits is currently being 20% from 1 April 2015, falling to 19% after 1 April 2017 and 18% after 1 April 2020. It is proposed in 16 March 2016 Budget that the rate of corporation tax after 1 April 2020 will fall to 17% instead of 18%.

Further information for Shareholders subject to UK income tax and capital gains tax

Deemed gains

The attention of Shareholders who are resident in the United Kingdom for tax purposes are drawn to the provisions of section 13 of the Taxation of Chargeable Gains Act 1992. This provides that for so long as the Company would be a close company if it were resident in the UK, Shareholders could (depending on individual circumstances) be liable to UK capital gains taxation on their pro rata share of any capital gain accruing to the Company (or, in certain circumstances, to a subsidiary or investee company of the Company). Shareholders should consult their own independent professional advisers as to their UK tax position.

“Controlled Foreign Companies” provisions — deemed income of corporates

If the Company were at any time to be controlled, for UK tax purposes, by persons (of any type) resident in the United Kingdom for tax purposes, the “controlled foreign companies” provisions in Part 9A of Taxation (International and Other Provisions) Act 2010 could apply to UK resident corporate Shareholders. Under these provisions, part of any “chargeable profits” accruing to the Company (or in certain circumstances to a subsidiary or investee company of the Company) may be attributed to such a corporate Shareholder and may in certain circumstances be chargeable to UK corporation tax in the hands of the corporate Shareholder. The Controlled Foreign Companies provisions are complex, and prospective Shareholders should consult their own independent professional advisers.

Deemed income of individuals

The attention of Shareholders who are individuals resident in the United Kingdom for tax purposes is drawn to the provisions set out in Chapter 2 of Part 13 of the UK Income Tax Act 2007, which may render those individuals liable to UK income tax in respect of undistributed income (but not capital gains) of the Company.

“Transactions in securities”

The attention of Shareholders (whether corporates or individuals) within the scope of UK taxation is drawn to the provisions set out in, respectively, Part 15 of the Corporation Tax Act 2010 and Chapter 1 of Part 13 of the Income Tax Act 2007, which (in each case) give powers to HM Revenue and Customs to raise tax assessments so as to cancel “tax advantages” derived from certain prescribed “transactions in securities”.

Stamp duty and stamp duty reserve tax

The statements below are intended as a general guide to the current position. They do not apply to certain intermediaries who are not liable to stamp duty or stamp duty reserve tax or (except where stated otherwise) to persons connected with depositary arrangements or clearance services who may be liable at a higher rate.

No UK stamp duty or stamp duty reserve tax will be payable on the issue of the Ordinary Shares. The Ordinary Shares will not be subject to UK stamp duty reserve tax ("SDRT") on a transfer provided that they are not registered in any register kept in the UK by or on behalf of the Company and the Ordinary Shares are not paired with shares issued by any company incorporated in the UK.

The Ordinary Shares will be transferred into a depositary and investors will deal in the depositary interests within CREST. Dealings in these depositary interests should avoid stamp duty, as there will be no instrument of transfer on which the charge could fall.

Depositary interests may nevertheless be subject to SDRT. Depositary interests are excluded from the definition of "chargeable securities" for the main SDRT provisions, so that investors will not be subject to a possible SDRT charge unless the investor is a person whose business is, or includes, issuing depositary receipts for chargeable securities, or a person who holds such securities as nominee or agent for an issuer of depositary receipts as part of arrangement for the issuer to issue depositary receipts. In the context of the Placing, the most likely such persons will be the Depositary and its nominated custodian. Anyone else who may be in that category should take further professional advice.

If any Shareholder is in any doubt as to his or her taxation position, they should seek independent and professional financial advice.

Cayman Islands taxation

The Company

The Government of the Cayman Islands, will not, under existing legislation, impose any income, corporate or capital gains tax, estate duty, inheritance tax, gift tax or withholding tax upon the Company or the Shareholders. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands, save for certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are not party to any double taxation treaties. The Company has received an undertaking from the Governor in Cabinet of the Cayman Islands that, in accordance with section 6 of the Tax Concessions Law (2011 Revision) of the Cayman Islands, for a period of 20 years from the date of the undertaking, no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to the Company or its operations and, in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable (i) on or in respect of the shares, debentures or other obligations of the Company or (ii) by way of the withholding in whole or in part of a payment of dividend or other distribution of income or capital by the Company to its shareholders or a payment of principal or interest or other sums due under a debenture or other obligation of the Company.

Capital and Stamp Duty

No capital or stamp duties are levied in the Cayman Islands on the issue, transfers or redemption of Ordinary Shares or Depositary Interests of Cayman Islands companies, except those which hold interests in land in the Cayman Islands. An original instrument of transfer of Ordinary Shares may be stampable if executed or brought into the Cayman Islands. An annual registration fee is payable by the Company to the Cayman Islands Registrar of Companies which is calculated by reference to its authorised capital. The foregoing is based on current law and practice in the Cayman Islands and this is subject to change therein.

PART VI
HISTORICAL FINANCIAL INFORMATION

(A) ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF THE COMPANY



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22 February 2017

The Directors
Sealand Capital Galaxy Limited
PO Box 709
Willow House
Cricket Square
George Town
Grand Cayman
KY1-1107
Cayman Islands

Dear Sirs,

Introduction

We report on the audited historical financial information of Sealand Capital Galaxy Limited (the "Company") for the period from incorporation on 22 May 2015 to 31 December 2015 (the "Company Financial Information"). The Company Financial Information has been prepared for inclusion in Part VI (B) of the Company's prospectus dated 22 February 2017 (the "Prospectus"), on the basis of the accounting policies set out in note 2 of the Company Financial Information. This report is required by Annex 1 item 20.1 of Commission Regulation (EC) No. 809/2004 (the "Prospectus Directive Regulation") and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

The directors of the Company (the "Directors") are responsible for preparing the Company Financial Information in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

It is our responsibility to form an opinion on the Company Financial Information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the Company Financial Information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial information underlying the Company Financial Information and whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Company Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the Company Financial Information gives, for the purposes of the Prospectus, a true and fair view of the state of affairs of the Company as at the period stated and of its loss, cash flows and changes in equity for the period stated in accordance with IFRS.

Declaration

For the purposes of Prospectus Rule 5.5.3R (2)(f) we are responsible for this report as part of the Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Document in compliance with Annex I item 1.2 of the Prospectus Directive Regulation.

Yours faithfully,

Crowe Clark Whitehill LLP
Chartered Accountants

(B) HISTORICAL FINANCIAL INFORMATION OF THE COMPANY

STATEMENT OF FINANCIAL POSITION

The audited statement of financial position of the Company as at 31 December 2015 is set out below:

		Audited As at 31 December 2015 £
	Notes	
Current assets		
Cash and cash equivalents		733,187
		<u>733,187</u>
Total assets		<u>733,187</u>
Current liabilities		
Amounts owing to directors	10	1,932
Other payables		39,458
		<u>41,390</u>
Equity		
Share capital	11	3,000
Share premium	11	735,350
Accumulated loss		(46,553)
		<u>691,797</u>
Total equity and liabilities		<u>733,187</u>

STATEMENT OF COMPREHENSIVE INCOME

The audited statement of comprehensive income of the Company for the period from incorporation on 22 May 2015 to 31 December 2015 is set out below:

		Audited 8 months ended 31 December 2015 £
	Notes	
<i>Continuing operations</i>		
Other income		13
Administrative expenses	4	(46,566)
Loss on ordinary activities before taxation		(46,553)
Taxation		-
Total comprehensive loss attributable to owners of the Company		(46,553)
Basic and diluted loss per Ordinary Share (pence)	8	(0.005)

STATEMENT OF CHANGES IN EQUITY

The audited statement of changes in equity for the Company for the period from incorporation on 22 May 2015 to 31 December 2015 is set out below:

	Share capital £	Share premium £	Accumulated losses £	Total equity £
Comprehensive loss for the period				
Loss for the period	-	-	(46,553)	(46,553)
	-	-	(46,553)	(46,553)
<i>Transactions with owners:</i>				
Shares issued on incorporation	7	-	-	7
Issue of Ordinary Shares	2,993	749,250	-	752,243
Share issue costs	-	(13,900)	-	(13,900)
As at 31 December 2015	3,000	735,350	(46,553)	691,797

CASH FLOW STATEMENT

The audited statement of cash flows of the Company for the period from incorporation on 22 May 2015 to 31 December 2015 are set out below:

	Audited 8 months ended 31 December 2015 £
Cash flow from operating activities	
Loss before tax	(46,553)
<u>Adjustment for:</u>	
Interest income	(13)
Operating cash flows before movements in working capital	(46,566)
Increase in amounts owing to a director	1,932
Increase in accrued expenses	39,458
Net cash used in operating activities	(5,176)
 Cash flows from financing activities	
Interest income received	13
Proceed from issue of shares	738,350
Net cash from financing activities	738,363
 Net increase in cash and cash equivalents	733,187
 Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	733,187

NOTES TO THE COMPANY'S FINANCIAL INFORMATION

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 22 May 2015 as an exempted Company with limited liability under the Companies Law. The registered office of the Company is Willow House, Cricket Square, PO Box 709, Grand Cayman, KY1-1107, Cayman Islands. The Company's nature of operations is to act as a special purpose acquisition Company.

2. ACCOUNTING POLICIES

2.1 Basis of preparation

The Company Financial Information has been prepared in accordance with IFRS and IFRIC interpretations applicable to companies reporting under IFRS. The Company Financial Information has been prepared under the historical cost convention as modified for financial assets carried at fair value.

The Company Financial Information is presented in £ which is also the Company's functional currency.

2.2 Standards and interpretations issued but not yet applied

At the date of authorisation of the Company Financial Information, the Directors have reviewed the standards in issue by the International Accounting Standards Board ("IASB") and IFRIC, which are effective for annual accounting periods ending on or after the stated effective date. In their view, none of these standards would have a material impact on the financial reporting of the Company.

2.3 Going concern

The Company is an investment Company, and, apart from a small amount of interest receivable, currently has no income stream. Until a suitable trading business is acquired, it is therefore dependent on its cash reserves to fund ongoing costs.

After reviewing the Company's budget for 2016/17 and its medium term plans, particularly the Memorandum of Understanding signed with SecureCom, the Directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future. For this reason, they adopted the going concern basis in preparing the Company Financial Information.

The Company Financial Information does not include any adjustments that would result if the Company were unable to continue as a going concern.

2.4 Finance leases and hire purchase commitments

Assets obtained under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their useful economic lives. The interest element is charged to profit and loss account on a straight line basis over the period of the finance leases or hire purchase contracts.

Rentals paid under operating leases are charged to income on a straight line basis over the lease period.

2.5 Cash and cash equivalents

The Company considers any cash on short-term deposits and other short-term investments to be cash equivalents.

2.6 Taxation

The tax currently payable is based on the taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax is provided for using the liability method on temporary timing differences at the balance sheet date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognised in full for all temporary differences. Deferred income tax assets are recognised for all deductible temporary differences carried forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, and carry-forward of unused tax credits and unused losses can be utilised.

The carrying amount of deferred income tax assets is assessed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred

income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that is probable that future taxable profits will allow the deferred income tax asset to be recovered.

2.7 Financial instruments

Financial assets and financial liabilities are recognised on the statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

2.8 Financial assets

Financial assets within the scope of IAS 39 are classified as either:

- i) financial assets at fair value through profit or loss;
- ii) loans and receivables;
- iii) held-to-maturity investments; or
- iv) available-for-sale financial assets.

The classification depends on the purpose for which the financial assets were acquired. The Directors determine the classification of its financial assets at initial recognition and re-evaluates this classification at every reporting date.

As at the balance sheet date, the Company did not have any financial assets at fair value through profit or loss, and in the categories of held-to-maturity investments and available-for-sale financial assets.

2.9 Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities measured at amortised cost.

Financial liabilities are classified as at fair value through profit or loss if the financial liability is either held for trading or it is designated as such upon initial recognition

Other financial liabilities

Trade and other payables are initially measured at amortised cost, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method, with interest expense recognised on an effective yield basis.

2.10 Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

2.11 Foreign currencies

Profit and loss account transactions denominated in foreign currencies are translated into sterling and recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the profit and loss account.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT

The preparation of the Company Financial Information in conformity with IFRS requires the Directors to make estimates and assumptions that affect the reported amounts of income, expenditure, assets and liabilities. Estimates and judgements are continually evaluated, including expectations of future events to ensure these estimates to be reasonable.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The Company's nature of operations is to act as a special purpose acquisition Company. Thus significantly reducing the level of estimates and assumptions required.

4. OPERATING LOSS

The loss before income tax is stated after charging:

	Audited 8 months ended 31 December 2015
Directors' remuneration – salaries and fees	9,000
Staff cost	12,903
Exchange gain	(74)
<i>Auditors' remuneration:</i>	
Fees payable to the Company's auditor for the audit of the Company's annual accounts	10,000

5. EMPLOYEES

The average number of employees during the period was made up as follows:

	Audited 8 months ended 31 December 2015
	£
Directors	3
Staff	1
Total	4

6. DIRECTORS' REMUNERATION

Directors' emoluments including amounts payable to third parties in respect of Directors' services are detailed below:

Name	Fees £	Salary £	Compensation £	Benefits £	Total £
Angus Irvine	9,000	-	-	-	9,000

No pension contributions were made on behalf of the Directors by the Company.

No Director currently has any share options and no share options were granted to or exercised by a Director in the period.

7. TAXATION

The Company is incorporated in the Cayman Islands. All costs have been incurred by this Company and, as such, the loss incurred in the period is subject to Cayman Islands taxation legislation. The prevailing taxation rate is 0%.

8. LOSS PER ORDINARY SHARE

The loss per Ordinary Share calculation has been based on the loss attributable to Shareholders of £46,553, divided by 9,241,728, being the weighted average number of Ordinary Shares in issue during the period. The basic and the diluted loss per Ordinary Share are the same. There are no discontinued operations in either period and, therefore, the basic and the diluted loss per Ordinary Share from continuing operations are the same as the basic and the diluted loss per Ordinary Share.

9. CAPITAL COMMITMENTS

At 31 December 2015, the Company had no capital commitments.

10. OTHER PAYABLES

	Audited As at 31 December 2015 £
Other payables	35
Accruals	39,423
Total	39,458

11. SHARE CAPITAL AND SHARE PREMIUM

Allotted, called up and fully paid (Ordinary Shares of £0.0001 each):

	Number of Ordinary Shares	Share capital £	Share premium £
On incorporation	1	7	-
Issue of Ordinary Shares	999	6,521	-
Redenomination and subdivision of Ordinary Shares – 16 October 2015	65,599,000	-	-
Forfeiture of Ordinary Shares – 16 October 2015	(65,534,400)	(6,521)	-
Issue of Ordinary Shares – 16 October 2015	22,434,400	2,243	-
Issue of Ordinary Shares – 17 November 2015	7,500,000	750	749,250
Ordinary Share issue costs	-	-	(13,900)
	30,000,000	3,000	735,350

On the incorporation date, the Company had an authorised share capital of US\$1,000,000 divided into 100,000 Ordinary Shares of par value US\$10 each and issued 1 Ordinary Share at par value of US\$10 which is fully paid up.

On 22 May 2015, the Company issued 999 Ordinary Shares at par value of US\$10 which are not fully paid up.

Pursuant to an ordinary resolution of the Company held on 16 October 2015, the authorised and issued share capital of the Company was been re-denominated (using an effective currency conversion rate of \$1 : £0.656), and on the same day subdivided each issued and unissued Ordinary Share of £6.56 into an Ordinary Share of £0.0001.

Immediately following the redenomination and subdivision of Ordinary Shares, the Company and its existing Shareholders agreed to the forfeiture of all of the unpaid Ordinary Shares totalling 6,553,440,000 of the 6,560,000,000 ordinary shares in issue and the Company agreed to waive any right to call for the unpaid share capital to be paid up.

On 16 October 2015, the Company issued a further 22,434,400 Ordinary Shares at par value of £0.0001 which were fully paid up.

On 17 November 2015, the Company's Ordinary Shares were admitted to trading on Main Market of the London Stock Exchange. The Company further issued 7,500,000 Ordinary Shares of par value £0.0001 each at £0.10 per Ordinary Share from the public placement. The total issued Ordinary Shares of the Company was 30,000,000.

12. RELATED PARTY TRANSACTIONS

Key management are considered to be the Directors and key management personnel compensation has been declared in note 6 to the Company Financial Information.

During the period, the Company did not enter into any material transactions with other related parties. As at 31 December 2015, the amount due to the Director was £1,932 relating the advance loan to the Company, which is interest free with no repayment term.

13. OTHER FINANCIAL COMMITMENTS

The Company had no commitments for the period ending 31 December 2015 under non-cancellable operating leases.

14. FINANCIAL INSTRUMENTS

The Company's financial instruments comprise cash, trade debtors and trade creditors that arise directly from its operations. The Company's policy has been, and continues to be, that no speculative trading in financial derivatives shall be undertaken.

The principal financial instruments used by the Company, from which financial instrument risk arises, are as follows:

	Audited As at 31 December 2015 £
Financial assets	
<i>Loans and receivables</i>	
Cash and cash equivalents	733,187
Total financial assets	733,187
Financial liabilities at amortised cost	
Amounts owing to Directors	1,932
Other payables	39,458
Total financial liabilities	41,390

15. FINANCIAL RISK MANAGEMENT

The Company uses a limited number of financial instruments, comprising cash, short-term deposits, bank loans and overdrafts and various items such as trade receivables and payables, which arise directly from operations. The Company does not trade in financial instruments.

Financial risk factors

The Company's activities expose it to a variety of financial risks: currency risk, credit risk, liquidity risk and cash flow interest rate risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

a) Currency risk

The Company does not operate internationally and its exposure to foreign exchange risk is limited to the transactions and balances that are denominated in currencies other than £.

b) Credit risk

The Company does not have any major concentrations of credit risk related to any individual customer or counterparty.

c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and available funding through an adequate amount of committed credit facilities. The Company ensures it has adequate resource to discharge all its liabilities. The Directors have considered the liquidity risk as part of their going concern assessment.

d) Cash flow interest rate risk

The Company has no significant interest-bearing liabilities and assets. The Company monitors the interest rate on its interest bearing assets closely to ensure favourable rates are secured.

Fair values

The Directors assessed that the fair values of cash and short-term deposits, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

16. POST BALANCE SHEET EVENTS

On 24 March 2016, the Company announced that it had signed a memorandum of understanding with SecureCom. The outline terms of the memorandum of understanding are that the Company intends to acquire all the issued share capital of SecureCom for a total consideration of £1,000,000 in cash and 10,000,000 new Ordinary Shares.

17. NATURE OF THE FINANCIAL INFORMATION

The Company Financial Information presented above does not constitute statutory accounts for the period under review.

(C) UNAUDITED INTERIM FINANCIAL INFORMATION OF THE COMPANY

STATEMENT OF FINANCIAL POSITION

The unaudited statement of financial position of the Company as at 30 June 2016, together with the audited statement of financial position of the Company as at 31 December 2015 (the "Company Interim Financial Information") are set out below:

		Unaudited As at 30 June 2016 £	Audited As at 31 December 2015 £
	Notes		
Current assets			
Prepayment		25,361	-
Bank balances and cash		600,052	733,187
		<u>625,413</u>	<u>733,187</u>
Current liabilities			
Amount due to a director	8	1,664	1,932
Other payables		17,796	39,458
		<u>19,460</u>	<u>41,390</u>
Net assets		<u>605,953</u>	<u>691,797</u>
Capital and reserves			
Share capital	9	3,000	3,000
Share premium	9	735,350	735,350
Accumulated losses		<u>(132,397)</u>	<u>(46,553)</u>
Total equity		<u>605,953</u>	<u>691,797</u>

STATEMENT OF COMPREHENSIVE INCOME

The unaudited statements of comprehensive income of the Company for the 6-month period ended 30 June 2016 and the period from incorporation on 22 May 2015 to 30 June 2015 are set out below:

	Notes	Unaudited 6 months ended 30 June 2016	Unaudited 40 days ended 30 June 2015
Revenue	3	-	-
Other income	3	521	-
Administrative expenses		(86,365)	-
Loss before tax	4	(85,844)	-
Income tax expense	6	-	-
Loss for the period and total comprehensive loss for the period attributable to ordinary shareholders		(85,844)	-
Basic and diluted loss per Ordinary Share (pence)	7	(0.003)	-

STATEMENT OF CHANGES IN EQUITY

The unaudited statement of changes in equity for the Company for the 6-month period to 30 June 2016 is set out below:

	Share capital £	Share premium £	Accumulated losses £	Total equity £
As at 31 December 2015	3,000	735,350	(46,553)	691,797
Comprehensive loss for the period				
Loss for the period	-	-	(85,844)	(85,844)
As at 30 June 2016	<u>3,000</u>	<u>735,350</u>	<u>(132,397)</u>	<u>605,953</u>

CASH FLOW STATEMENT

The unaudited statement of cash flows of the Company for the 6-month period to 30 June 2016 are set out below:

	Unaudited 6 months ended 30 June 2016 £
Cash flow from operating activities	
Loss before tax	(85,844)
<i>Adjustment for:</i>	
Interest income	(33)
Operating cash flows before movements in working capital	(85,877)
Increase in prepayments	(25,361)
Decrease in amounts owing to a director	(268)
Decrease in other payables	(21,662)
Net cash used in operating activities	(133,168)
 Cash flows from financing activities	
Interest income received	33
Net cash from financing activities	33
 Net increase in cash and cash equivalents	(133,135)
 Cash and cash equivalents at beginning of period	733,187
Cash and cash equivalents at end of period	600,052

NOTES TO THE COMPANY INTERIM FINANCIAL INFORMATION

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 22 May 2015 as an exempted Company with limited liability under the Companies Law. The registered office of the Company is Willow House, Cricket Square, PO Box 709, Grand Cayman, KY1-1107, Cayman Islands.

Items included in the Company Interim Financial Information are measured using the currency of the primary economic environment in which the Company operates (the “functional currency”). The Company Interim Financial Information is presented in £’s which is the same as the functional currency of the Company.

No statements of cash flows has been prepared for the comparative period as the Company had no cash transactions during the period from 22 May 2015 to 30 June 2015.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The Company Interim Financial Information has been prepared in accordance with International Accounting Standard (“IAS”) No. 34 “Interim Financial Reporting” and IFRSs as adopted for use by the European Union and IFRIC Interpretations applicable to companies reporting under IFRS.

The Company Interim Financial Information has been prepared on the historical cost basis. The Company Interim Financial Information has not been audited or reviewed by the Company’s auditors, but has been reviewed by the Company’s Directors.

2.1 *Going concern basis*

The Company is an investment company, and, apart from a small amount of interest receivable, currently has no income stream. Until a suitable trading business is acquired, it is therefore dependent on its cash reserves to fund ongoing costs.

After reviewing the Company’s budget for 2016/2017 and its medium term plans, the Directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future. For this reason, they adopt the going concern basis in preparing the Company Interim Financial Information.

The Company Interim Financial Information does not include any adjustments that would result if the Company were unable to continue as a going concern.

The accounting policies used in the preparation of the Company Interim Financial Information are same as those used in the preparation of the Company’s financial information for the period from 22 May 2015 to 31 December 2015. The adoption of new and revised IFRSs did not result in significant changes to the Company’s accounting policies, presentation of the Company’s financial statements and amounts reported for the current period or prior period.

2.2 *Standards and interpretations issued but not yet applied*

Amendments to IAS 19	<i>Defined Benefit Plans: Employee Contributions</i>
Amendments to IAS 32	<i>Offsetting financial assets and financial liabilities</i>
Amendments to IAS 36	<i>Recoverable amount disclosures for non-financial assets</i>
Annual Improvements to 2010-2012 Cycle	<i>Amendments to a number of IFRSs</i>
Annual Improvements to 2011-2013 Cycle	<i>Amendments to a number of IFRSs</i>

The Company has not early applied the following new and revised standards, amendments or interpretation that have been issued but are not yet effective.

IFRS 9	<i>Financial Instruments</i> ²
IFRS 15	<i>Revenue from Contracts with Customers</i> ²
IFRS 16	<i>Leases</i> ⁴

Amendments to IFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i> ¹
Amendments to IFRS 15	<i>Clarifications to IFRS 15 "Revenue from Contracts with Customers"</i> ²
Amendments to IAS 1	<i>Disclosure Initiative</i> ¹
Amendments to IAS 7	<i>Disclosure Initiative</i> ⁵
Amendments to IAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i> ⁵
Amendments to IAS 16 and IAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ¹
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to IFRS 10, IFRS 12 and IAS 28	<i>Investment Entities: Applying the Consolidation Exception</i> ¹
Annual Improvements to 2012-2014 Cycle	<i>Amendments to a number of IFRSs</i> ¹

1 Effective for annual periods beginning on or after 1 January 2016

2 Effective for annual periods beginning on or after 1 January 2018

3 Effective for annual periods beginning on or after a date to be determined

4 Effective for annual periods beginning on or after 1 January 2019

5 Effective for annual periods beginning on or after 1 January 2017

The Company is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. The Directors have concluded that the adoption of them is unlikely to have a significant impact on the Company Interim Financial Information.

3. REVENUE AND OTHER INCOME

The Company does not have any turnover during both periods.

An analysis of the Company's other income is as follows:

	Unaudited 6 months ended 30 June 2016 £	Unaudited 40 days ended 30 June 2015 £
Bank interest income	33	-
Exchange gains, net	488	-
	<u>521</u>	<u>-</u>

4. LOSS BEFORE TAX

	Unaudited 6 months ended 30 June 2016 £	Unaudited 40 days ended 30 June 2015 £
Loss before tax has been arrived at after charging:		
(a) Staff costs, including directors' remuneration		
Salaries and other benefits	<u>31,510</u>	<u>-</u>
(b) Other items		
Directors' remuneration	<u>18,000</u>	<u>-</u>

5. EMPLOYEES

	Unaudited 6 months ended 30 June 2016 £	Unaudited 40 days ended 30 June 2015 £
The average number of employees during the period was made up as follows:		
Directors	3	2
Staff	1	-

6. INCOME TAX EXPENSE

The Company is incorporated in the Cayman Islands. All costs have been incurred by this Company and, as such, the loss incurred for the six months ended 30 June 2016 is subject to Cayman Islands taxation legislation. The prevailing taxation rate is 0%.

7. LOSS PER ORDINARY SHARE

The loss per Ordinary Share calculation has been based on the loss attributable to Shareholders of £85,844 divided by 30,000,000, being the weighted average number of Ordinary Shares in issue during the period. The basic and the diluted loss per Ordinary Share are the same. There are no discontinued operations in either period and, therefore, the basic and the diluted loss per Ordinary Share from continuing operations are the same as the basic and the diluted loss per Ordinary Share.

8. AMOUNT DUE TO A DIRECTOR

The amount is unsecured, interest-free and has no fixed terms of repayment.

9. SHARE CAPITAL

Allotted, called up and fully paid (Ordinary Shares of £0.0001 each)

	Number of Ordinary Shares	Share capital £	Share premium £
On incorporation	1	7	-
Issue of Ordinary Shares	999	6,521	-
Redenomination and subdivision of Ordinary Shares – 16 October 2015	65,599,000	-	-
Forfeiture of Ordinary Shares – 16 October 2015	(65,534,400)	(6,521)	-
Issue of Ordinary Shares – 16 October 2015	22,434,400	2,243	-
Issue of Ordinary Shares – 17 November 2015	7,500,000	750	749,250
Ordinary Share issue costs	-	-	(13,900)
As at 31 December 2015 (audited) and at 30 June 2016 (unaudited)	30,000,000	3,000	735,350

On the incorporation date, the Company had an authorised share capital of \$1,000,000 divided into 100,000 Ordinary Shares of par value \$10 each and issued 1 Ordinary Share at par value of \$10 which was fully paid up.

On 22 May 2015, the Company issued 999 Ordinary Shares at par value of \$10 which were not fully paid up.

Pursuant to an ordinary resolution of the Company held on 16 October 2015, the authorised and issued share capital of the Company was re-denominated (using an effective currency conversion rate of \$1: £0.656) and, on the same day, subdivided each issued and unissued Ordinary Share of £6.56 into an Ordinary Share of £0.0001.

Immediately following the redenomination and subdivision of Ordinary Shares, the Company and its existing Shareholders agreed to the forfeiture of all of the unpaid Ordinary Shares totalling 6,553,440,000 of the 6,560,000,000 ordinary shares in issue and the Company agreed to waive any right to call for the unpaid share capital to be paid up.

On 16 October 2015, the Company issued 22,434,400 Ordinary Shares at par value of £0.0001 which were fully paid up.

On 17 November 2015, the Company's Ordinary Shares were admitted to trading on the Main Market of the London Stock Exchange. The Company further issued 7,500,000 Ordinary Shares of par value £0.0001 each at £0.10 per Ordinary Share from a public placement. As at 30 June 2016, the total issued Ordinary Shares of the Company was 30,000,000.

10. RELATED PARTY TRANSACTIONS

(a) Compensation of key management personnel

The remuneration of members of key management non-director personnel during the period was as follows:

	Unaudited 6 months ended 30 June 2016 £	Unaudited 40 days ended 30 June 2015 £
Short-term benefits	<u>18,000</u>	<u>-</u>

(b) Apart from the balances with related parties at the end of the reporting period disclosed elsewhere in the Company Interim Financial Information, the Company had not entered into any other significant related party transactions during the period.

11. NATURE OF THE COMPANY INTERIM FINANCIAL INFORMATION

The Company Interim Financial Information presented above does not constitute statutory accounts for the period under review.

**(D) ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF THE
SECURECOM GROUP**



22 February 2017

The Directors
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Dear Sirs,

Introduction

We report on the audited historical financial information of SecureCom Media Holdings Limited and its wholly owned subsidiaries, SecureCom Media Limited and SecureCom Media (Thailand) Co., Limited (together the "SecureCom Group") for the period from incorporation of SecureCom Media Limited on 6 November 2014 to 31 December 2015 (the "SecureCom Group Financial Information"). The SecureCom Group Financial Information has been prepared for inclusion in Part VI (E) of Sealand Capital Galaxy Limited's (the "Company") prospectus dated 22 February 2017 (the "Prospectus"), on the basis of the accounting policies set out in note 3 to the SecureCom Group Financial Information. This report is required by Annex 1 item 20.1 of Commission Regulation (EC) No. 809/2004 (the "Prospectus Directive Regulation") and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

The directors of the Company (the "Directors") are responsible for preparing the SecureCom Group Financial Information in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

It is our responsibility to form an opinion on the SecureCom Group Financial Information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the SecureCom Group Financial Information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial information underlying the SecureCom Group Financial Information and whether the accounting policies are appropriate to the SecureCom Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the SecureCom Group Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the SecureCom Group Financial Information gives, for the purposes of the Prospectus, a true and fair view of the state of affairs of the SecureCom Group as at the dates stated and of its profits/losses, cash flows and changes in equity for the periods stated in accordance with IFRS.

Declaration

For the purposes of Prospectus Rule 5.5.3R (2)(f), we are responsible for this report as part of the Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Document in compliance with Annex I item 1.2 of the Prospectus Directive Regulation.

Yours faithfully,

Crowe Clark Whitehill LLP

Chartered Accountants

(E) HISTORICAL INFORMATION OF THE SECURECOM GROUP

STATEMENT OF COMPREHENSIVE INCOME

The audited statement of comprehensive income of the SecureCom Group for the period from 6 November 2014 to 31 December 2015 is set out below:

	Notes	Audited 14 months ended 31 December 2015 \$
Revenue	7	21,867
Other income	8	87,732
Selling and marketing expenses	17	(2,610,994)
Employee benefit expenses	9	(201,019)
Administrative expenses		(1,074,313)
Loss before tax	10	(3,776,727)
Income tax expense	11	-
Loss for the period		(3,776,727)
Other comprehensive loss, net of income tax:		
Item that may be reclassified subsequently to profit or loss:		
Exchange differences on translating foreign operations		(1,191)
Other comprehensive loss for the period, net of income tax		(1,191)
Total comprehensive loss for the period		(3,777,918)
<i>Loss for the period attributable to:</i>		
Shareholders		(3,732,898)
Non-controlling interests		(43,829)
		(3,776,727)
<i>Total comprehensive loss for the period attributable to:</i>		
Shareholders		(3,733,458)
Non-controlling interests		(44,460)
		(3,777,918)

STATEMENT OF FINANCIAL POSITION

The audited statement of financial position of the SecureCom Group as at 31 December 2015 is set out below:

	Notes	Audited as at 31 December 2015 \$
Non-current assets		
Deposits to acquire property, plant and equipment		141,825
Current assets		
Amount due from non-controlling shareholder of a subsidiary	12	86,948
Deposits, prepayments and other receivables	13	112,617
Receivables in respect of subscription monies collected	14	2,214,501
Bank balances and cash	15	1,208,564
Total current assets		3,622,630
Total assets		3,764,455
Current liabilities		
Accruals and other payables	16	1,037,640
Advertising credits payable	17	1,188,636
Deferred revenue	18	5,224,688
Total current liabilities		7,450,964
Net liabilities		(3,686,509)
Capital and reserves		
Share capital	19	1
Other reserve		1,281
Translation reserve		(560)
Accumulated losses		(3,732,898)
Equity attributable to owners of SecureCom		(3,732,176)
Non-controlling interests		45,667
Total equity and liabilities		(3,686,509)

STATEMENT OF CHANGES IN EQUITY

The audited statement of changes in equity of the SecureCom Group for the period from 6 November 2014 to 31 December 2015 is set out below:

	<i>Share capital</i> \$	<i>Other reserve</i> \$	<i>Translation reserve</i> \$	<i>Accumulated losses</i> \$	<i>Attributable to owners of SecureCom</i> \$	<i>Non- controlling interests</i> \$	<i>Total equity</i> \$
Issue of shares of SecureCom Subsidiary upon incorporation	1,282	-	-	-	1,282	-	1,282
Reclassification arising from reorganisation	(1,281)	1,281	-	-	-	-	-
Capital contribution from non-controlling shareholder of a newly incorporated subsidiary	-	-	-	-	-	90,127	90,127
Loss for the period	-	-	-	(3,732,898)	(3,732,898)	(43,829)	(3,776,727)
Other comprehensive income for the period	-	-	(560)	-	(560)	(631)	(1,191)
At 31 December 2015	1	1,281	(560)	(3,732,898)	(3,732,176)	45,667	(3,686,509)

STATEMENT OF CASH FLOWS

The audited statement of cash flows of the SecureCom Group for the period from 6 November 2014 to 31 December 2015 is set out below:

	Audited 14 months ended 31 December 2015 \$
Cash flow from operating activities	
Loss before tax	(3,776,727)
<u>Adjustment for:</u>	
Advertising credits converted into broadcasting units	-
Bank interest income	(162)
Foreign exchange loss	315
Operating cash flows before movements in working capital	(3,776,574)
Increase in receivables in respect of subscription monies collected	(2,214,501)
Increase in deposits, prepayments and other receivables	(112,617)
Increase in accruals and other payables	1,037,640
Increase in advertising credits payable	1,188,636
Increase in deferred revenue	5,224,688
Net cash flows generated from operating activities	1,347,272
 Cash flows from investing activities	
Deposits paid to acquire property, plant and equipment	(141,825)
Bank interest income received	162
Increase in amount due from non-controlling shareholder of a subsidiary	(86,948)
Net cash used in investing activities	(228,611)
 Cash flows from financing activities	
Capital contributions from non-controlling interest	88,621
Proceeds from issue of shares upon incorporation of a subsidiary	1,282
Net cash from financing activities	89,903
 Net increase in cash and cash equivalents	1,208,564
 Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	1,208,564

NOTES TO THE SECURECOM GROUP FINANCIAL INFORMATION

1. BASIS OF PREPARATION

(a) General information

SecureCom is a limited liability company incorporated in the British Virgin Islands on 28 January 2015. The address of the registered office of the Company is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.

SecureCom is engaged in investment holding and the provision of advertising services through social media during the period. As at 31 December 2015, the ultimate controlling party was Chua Tien San ("Mr. Chua").

The SecureCom Group Financial Information is non-statutory and has been prepared in accordance with IFRS, issued by the International Accounting Standards Board, as adopted by the European Union.

(b) Group reconstruction

SecureCom owns 100% of SecureCom Subsidiary which was inactive during the period. SecureCom Subsidiary was incorporated on 6 November 2014 with a share capital of \$1,282 (HK\$10,000). On 1 June 2015, Mr. Chua, the then sole shareholder of SecureCom Subsidiary, sold 100% of the shares of SecureCom Subsidiary to SecureCom for a nominal consideration of HK\$1. Mr. Chua is also the sole shareholder and director of SecureCom.

This transaction is considered to fall outside of the scope of IFRS 3 "*Business Combinations*" (Revised 2008) and in accordance with IAS 8 "*Accounting Policies, Changes in Accounting Estimates and Errors*", the director has considered the pronouncements of other standard setting bodies and has looked to accounting principles generally accepted in the United Kingdom ("UK GAAP") for guidance (FRS 102) which does not conflict with International Financial Reporting Standards and reflects the substance of the transaction. Therefore, the SecureCom Group Financial Information has been presented as if the SecureCom Group structure has been in place from the date of incorporation of SecureCom Subsidiary, using merger accounting principles as a group reconstruction under FRS 102, in order to give a true and fair view. Accordingly, a reserve representing the difference between the share capital of the acquiree and the cost of investment by SecureCom has been recognised in equity.

SecureCom also controls 47% of voting rights in SecureCom (Thailand) Co., Limited, which was incorporated on 10 July 2015 (Notes 4 and 19). SecureCom (Thailand) Co., Limited was inactive during the period and was sold subsequent to the balance sheet date (Note 21 to the SecureCom Group Financial Information).

Items included in the financial statements of each entity in the SecureCom Group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The SecureCom Group Financial Information is presented in United States Dollars ("\$"), which is the same as the functional currency of the Company.

(c) Basis of measurement

The SecureCom Group Financial Information has been prepared on a historical cost basis - refer to individual accounting policies for details.

(d) Basis of consolidation

The SecureCom Group Financial Information incorporates the financial information of SecureCom and entities controlled by SecureCom and its subsidiaries (together referred to as the "SecureCom Group").

Control is achieved when the SecureCom Group 1) has power over the investee; 2) is exposed, or has rights, to variable returns from its involvement with the investee; and 3) has the ability to use its power to affect its returns. The SecureCom Group also assesses existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies.

Consolidation of a subsidiary begins when the SecureCom Group obtains control over the subsidiary and ceases when the SecureCom Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the period are included in the consolidated statement of profit or loss and other comprehensive income from the date the SecureCom Group gains control until the date when the SecureCom Group ceases to control the subsidiary.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to SecureCom and are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of SecureCom. Profit or loss and each component of other comprehensive income are attributed to the owners of SecureCom and to the non-controlling interest. Total comprehensive income of subsidiaries is attributed to the owners of SecureCom and to the non-controlling interests even if this results in the non-controlling interests having a deficit balances.

When necessary, adjustments are made to the financial information of subsidiaries to bring their accounting policies into line with the SecureCom Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the SecureCom Group are eliminated in full on consolidation.

(e) Going concern basis

The SecureCom Group incurred a net loss of \$3,776,727 for the period ended 31 December 2015. As at 31 December 2015, the SecureCom Group also had a shareholder's deficiency of \$3,686,509. Notwithstanding the financial position of the SecureCom Group at 31 December 2015, the SecureCom Group Financial Information has been prepared on the going concern basis because the sole director and shareholder is of the opinion that the SecureCom Group will have adequate funds to meet its obligations for the next twelve months, as and when they fall due, having regard to the following:

- (i) the SecureCom Group is a start-up business and commenced trading in 2015;
- (ii) the SecureCom Group reported positive operating cash flows for the period and expects to continue to generate positive operating cash flows from operations in the next twelve months; and
- (iii) deferred revenue of \$5,224,688 at the balance sheet date represents prepayment for advertising services which will be recognised as income in future periods rather than refunded.

Consequently, the SecureCom Group Financial Information has been prepared on a going concern basis.

2. NEW STANDARDS AND AMENDMENTS ISSUED BUT NOT YET EFFECTIVE FOR THE PERIOD ENDED 31 DECEMBER 2015

As at the date of this document, certain new standards, amendments and interpretations to existing standards have been published by the International Accounting Standards Board but are not yet effective and have not been adopted early by the SecureCom Group. All relevant standards, amendments and interpretations to existing standards will be adopted in the SecureCom Group's accounting policies in the first period beginning on or after the effective date of the relevant pronouncement.

SecureCom's director does not anticipate that the adoption of these standards, amendments and interpretations will have a material impact on the SecureCom Group Financial Information in the periods of initial application, except that IFRS 15 "*Revenue from Contracts with Customers*" may have an impact on revenue recognition and related disclosures. IFRS 15 is effective for annual periods beginning on or after 1 January 2018 and will be applied retrospectively. At this point it is not practicable for the director to provide a reasonable estimate of the effect of IFRS 15 as a detailed review of this standard is ongoing in light of the SecureCom Group's evolving business model.

3. SIGNIFICANT ACCOUNTING POLICIES

The SecureCom Group's principal accounting policies are set out below.

(a) Revenue recognition

The SecureCom Group is a provider (under licence) of three specific products which are available for download and use by individuals and businesses within the Asia Pacific Region region:

- Metalk Basic;
- Metalk Premium; and
- SecureChannel.

Metalk is a secure instant messaging application and SecureChannel is a web-based software-as-a-service platform that provides corporate clients with the means to mass broadcast sensitive information over large private networks. The software includes the ability to send broadcasts and messages, set auto-destruct timers on those messages, and to receive a notification if a recipient takes a screen shot of a message. It also allows response tracking and multimedia file sharing.

Revenue is earned from the provision of broadcasting and advertising services and is recognised at the point at which the related services are used or advertisements are broadcast.

Subscriptions received from customers in cash that are related to services not yet consumed are deferred and disclosed as deferred revenue in the consolidated statement of financial position (Note 17 to the SecureCom Group Financial Information) until the point of usage at which point a relevant portion is recognised as revenue.

Upon the expiry of prepaid packages for advertising services, the corresponding amount of deferred revenue remaining, if any, will be recognised as income in profit or loss.

Interest income from cash and bank balances is accrued on a time basis, by reference to the principal outstanding and at the effective interest rates applicable.

Handling fee income is charged to subscribers who opt to redeem their advertising credits for cash.

(b) Advertising credits payable

Advertising credits are earned by customers through use of the Metalk subscription application and SecureChannel packages and have no expiry date. Subsequently, advertising credits can either be redeemed in cash or converted into broadcasting units through the purchase of one of the SecureCom Group's SecureChannel broadcasting plans.

Advertising credits granted in the period are initially recognised as selling and marketing expenses through profit or loss and a liability in the statement of financial position (Note 17 to the SecureCom Group Financial Information). The carrying value of the liability and associated expense is determined by reference to the Directors' estimate of the proportion that will be redeemed in cash and the proportion that will be converted into broadcasting units. The liability for those being converted into cash is carried at the expected amount payable and those being converted into broadcasting units are carried at the expected incremental cost of providing that service. The Directors current estimate of that cost is \$nil.

(c) Leasing

The SecureCom Group previously had a property held under an operating lease. Rentals under operating leases are charged on a straight-line basis over the lease term.

(d) Foreign currencies

In preparing the financial information of each individual SecureCom Group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items denominated in foreign currencies carried at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

For the purpose of presenting the SecureCom Group Financial Information, the assets and liabilities of the SecureCom Group's foreign operations are translated into \$ using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rate for the period, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

(e) Employee benefits

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the SecureCom Group in respect of services provided by employees up to the reporting date.

(f) Taxation

Tax payable is based on taxable profits for the period which differ from profit or loss before tax reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The SecureCom Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(g) Financial instruments

Financial assets and financial liabilities are recognised when the SecureCom Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

The SecureCom Group's financial assets comprise loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables comprise amounts due from the non-controlling shareholder of a subsidiary, subscription monies held by a director and other receivables and are measured at amortised cost using the effective interest method, less any impairment losses.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Derecognition of financial assets

The SecureCom Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Equity instruments and financial liabilities

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a SecureCom Group entity are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities comprise amounts due from a director, other payables and advertising credits payable and are measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The SecureCom Group derecognises financial liabilities when the SecureCom Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(h) Cash and cash equivalents

Bank balances and cash in the consolidated statement of financial position comprise cash at banks and on hand.

(i) License fees payable

The SecureCom Group is required to pay license fees to the licensor of the Metalk and SecureChannel applications, including a fixed monthly amount and a variable amount based on active SecureChannel subscriptions.

(j) Segment information

In the opinion of the director, the SecureCom Group has a single operating segment since the Metalk and SecureChannel applications are considered to be complementary and are licensed and administered from a single database. The SecureCom Group also earns all of its revenue from the SecureChannel application. Accordingly, an analysis of segment revenues, segment profit or loss, segment assets, segment liabilities and other material items corresponding to items in the entity's financial statements has not been presented.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the SecureCom Group's accounting policies, which are described in Note 3 to the SecureCom Group Financial Information, the director of SecureCom is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following critical judgements have been made by the director of SecureCom in the process of applying the entity's accounting policies that have the most significant effect on the amounts recognised in the SecureCom Group Financial Information.

Going concern basis

The SecureCom Group Financial Information has been prepared on going concern basis, further details of which are set out in Note 1 (e) to the SecureCom Group Financial Information.

Control of SecureCom Media (Thailand) Co., Limited

The SecureCom Group controlled 47% of the voting rights in SecureCom Media (Thailand) Co., Limited as at the balance sheet date. The director has determined that the SecureCom Group had the practical ability to unilaterally direct the relevant activities of this entity and has consolidated the entity as a subsidiary with a 53% non-controlling interest.

Cash and cash equivalents

In addition to cash and bank balances, the SecureCom Group has subscription monies due from a director and a cash collection agent, as disclosed in Note 14 to the SecureCom Group Financial Information. Both of these balances have been accounted for as loans and receivables since the amounts held are net of expenses paid by the parties concerned and are not held in segregated bank accounts.

Advertising credits payable (redemption method)

At the point advertising credits are earned, the Directors estimate the percentage of advertising credits that will be redeemed for cash and those that will be redeemed for broadcasting units. The Directors estimate is based on historical and projected redemption statistics. For the period ended 31 December 2015, the Directors assumed that 42.9% of advertising credits would be redeemed for cash and 57.1% for broadcasting units.

During the period to 31 December 2015, 3,853,828 of advertising credits were earned of which 1,968,029 were converted into broadcasting units for \$nil cash consideration and 443,100 were redeemed for cash of \$443,100. Using the assumption noted above, the Directors have estimated that 1,188,636 of the remaining advertising credits earned in the period would be converted into cash which results in a liability of \$1,188,636. If all the unredeemed advertising credits at the period end were redeemed for cash, the maximum additional liability as at 31 December 2015 would amount to \$231,848.

5. CAPITAL RISK MANAGEMENT

The SecureCom Group manages its capital to ensure that the SecureCom Group will be able to continue as a going concern. The capital structure of the SecureCom Group consists of equity attributable to the owners of SecureCom and non-controlling interests.

The SecureCom Group is not subject to any externally imposed capital requirements.

6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

\$

Financial assets

- Cash and cash equivalents	1,208,564
- Loans and receivables: Subscription monies held by third parties (Note 14 to the SecureCom Group Financial Information)	2,214,501
- Loans and receivables: Other	<u>112,617</u>

Financial liabilities

- Advertising credits payable	1,188,636
- Loans and other payables	<u>1,037,640</u>

(b) Financial risk management objectives and policies

The risks associated with financial instruments and the policies on how to mitigate these risks are set out below. The director manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk

As at 31 December 2015, the SecureCom Group's maximum exposure to credit risk which could cause a financial loss to the SecureCom Group due to failure to discharge an obligation by the counterparties arises from the carrying amount of the respective financial assets as stated in the consolidated statements of financial position.

As at 31 December 2015, the SecureCom Group had a receivable of \$527,207 due from a cash collection agent, which is incorporated in Hong Kong, and a balance due from a director of \$1,687,294. Further details are set out in Note 14 to the SecureCom Group Financial Information.

The credit risk for bank balances is considered minimal as such amounts are placed with banks with high credit rating assigned by international credit-rating agencies.

Currency risk

The functional currency of SecureCom is \$. The functional currency of SecureCom's subsidiaries is determined based on the economic environment in which the subsidiaries operate. The SecureCom Group has transactional currency exposures from receipts and payments denominated in HK\$, RMB, SGD, VND and THB.

The SecureCom Group considers the movement in the exchange rate of \$ against HK\$ would be minimal as long as the HK\$ remains 'pegged' to the \$ exchange rate.

The following table details the SecureCom Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in \$, translated using the spot rate at the year end of the reporting period.

	Exposure to foreign currencies (expressed in \$)		
	RMB	SGD	VND
Assets	513,116	773,775	14,460
Liabilities	-	-	-

If the exchange rates of RMB against \$ had strengthened/weakened by 5% with all other variables held constant, the SecureCom Group's loss for the period would have been \$25,656 higher/lower.

If the exchange rates of SGD against \$ had strengthened/weakened by 5% with all other variables held constant, the SecureCom Group's loss for the period would have been \$38,688 higher/lower.

If the exchange rates of VND against \$ had strengthened/weakened by 5% with all other variables held constant, the SecureCom Group's loss for the period would have been \$723 higher/lower.

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to the SecureCom Group's exposure to currency risk for its financial instruments in existence at that date, and that all other variables, in particular interest rates remain constant. The stated changes in foreign currency represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual end of the reporting period.

Liquidity risk

The SecureCom Group regularly monitors current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and current working capital to meet its liquidity requirements in the short and long run.

(c) Fair value of financial instruments

The director of SecureCom considers that the carrying amounts of financial assets and financial liabilities in the SecureCom Group Financial Information approximates their fair values due to their short-term maturities.

7. REVENUE

	\$
Provision of broadcasting and advertising services	<u>21,867</u>

8. OTHER INCOME

	\$
Bank interest income	162
Exchange gains, net	65,355
Handling fee income	<u>22,215</u>
	<u>87,732</u>

9. EMPLOYEE BENEFIT EXPENSES

	\$
Salaries, wages and allowances	201,019
Contributions to defined contribution retirement plans	<u>-</u>
	<u>201,019</u>

10. LOSS BEFORE TAX

	\$
Loss before tax has been arrived at after charging:	
Auditors' remuneration	-
Director's remuneration	<u>-</u>

11. INCOME TAX EXPENSE

Pursuant to the rules and regulations of the British Virgin Islands (BVI), SecureCom is not subject to any income tax in the BVI.

No provision for Hong Kong and Thailand profits tax has been made as SecureCom's subsidiaries had no profits subject to tax in those jurisdictions. The profits tax rates for Hong Kong and Thailand are currently 16.5% and 20%, respectively.

Income tax expense for the period can be reconciled to the loss before tax as follows:

	\$
Loss before tax	<u>(3,776,727)</u>
Tax at the Hong Kong statutory tax rate (16.5%)	(623,160)
Effect of different tax rates of subsidiaries operating in other jurisdictions	(2,894)
Tax effect of expenses not deductible	990,560
Tax effect of income not taxable	(18,066)
Tax effect of tax loss not recognised	<u>346,440</u>
Income tax expense for the period	<u>-</u>

At the end of the reporting period, the SecureCom Group has unused tax losses of \$82,696 arising in Thailand. A deferred tax asset has not been recognised in respect of these tax losses as this entity was disposed of subsequent to the balance sheet date.

12. AMOUNT DUE FROM NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

The amount due was settled subsequent to the balance sheet date.

13. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	\$
Deposits	14,182
Prepayments	5,861
Other current assets	60,464
Other receivables	<u>32,110</u>
	<u>112,617</u>

14. RECEIVABLES IN RESPECT OF SUBSCRIPTION MONIES COLLECTED

	\$
Receivable from a director	1,687,294
Receivable from cash collection agent	<u>527,207</u>
	<u>2,214,501</u>

The receivable from a director represent subscription monies collected by him by in territories where the SecureCom Group currently has no legal presence or bank account. They are remitted to SecureCom on a regular basis after deduction of any attributable expenses incurred by the director. Subsequent to the period end, the balance due to the SecureCom Group at that date was paid by the director in full.

The SecureCom Group has engaged a cash collection agent to manage collection of subscription monies in certain territories and to provide administrative services to the SecureCom Group. The receivable from the cash collection agent represents subscription monies received on behalf of the SecureCom Group under the terms of an agency agreement, after deduction of attributable expenses.

15. BANK BALANCES AND CASH

Cash at bank carried interest at floating rates based on daily bank deposit rates for the period from 6 November 2014 to 31 December 2015.

16. ACCRUALS AND OTHER PAYABLES

	\$
Amount due to a director	334,518
Accrued licence fees payable	329,106
Accrued commission payable	318,772
Accrued professional fees	52,372
Other payables	<u>2,872</u>
At 31 December 2015	<u><u>1,037,640</u></u>

17. ADVERTISING CREDITS PAYABLE

Advertising credits payable can either be redeemed in cash or converted into broadcasting units through purchase of one of SecureCom Group's SecureChannel broadcasting plans. The movement in advertising credits during the period was as follows:

	\$
Advertising credits awarded and expensed through profit or loss as selling and marketing expenses	1,653,951
Converted into cash	(443,100)
Administrative fees	<u>(22,215)</u>
Advertising credits payable at 31 December 2015	<u><u>1,188,636</u></u>

18. DEFERRED REVENUE

Deferred revenue represents cash subscriptions received from customers and are related to services not yet consumed, as follows:

	\$
Subscription monies received in cash	3,032,054
Receivables in respect of subscription monies collected (Note 14 to the SecureCom Group Financial Information)	2,214,501
Less: Revenue recognised for provision of advertising services through social media	(21,867)
	<hr/>
Deferred revenue at 31 December 2015	<u>5,224,688</u>

19. SHARE CAPITAL

	\$
Authorised:	
50,000 ordinary shares	<u>50,000</u>
Issued and fully paid:	
1 ordinary share	<u>1</u>

20. OPERATING LEASES

At the end of the reporting period, the SecureCom Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	\$
Within one year	34,123
In the second to fifth years inclusive	54,028
	<hr/>
	<u>88,151</u>

Operating lease payment represent rentals payable by the SecureCom Group for certain of its office properties. Lease was negotiated for an average term of 3 years and rental was fixed at the inception of the lease.

21. RELATED PARTY TRANSACTIONS

(a) Compensation of key management personnel

The remuneration of members of key management non-director personnel during the period was as follows:

\$

Short-term benefits	<u>38,460</u>
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- (b) Apart from the balances with other related parties at the end of the reporting period disclosed in Note 14 to the SecureCom Group Financial Information, the SecureCom Group has not entered into any other significant related party transactions for the period.

22. EVENTS AFTER THE REPORTING PERIOD

On 12 March 2016, the SecureCom Group disposed of its entire equity interest in SecureCom Media (Thailand) Co., Ltd., to a director of the subsidiary. This subsidiary had not yet started business operations as at 31 December 2015.

During the year ended 31 December 2016, the SecureCom Group sold 17,633 Enterprise Packages, 416 Professional Packages and 2,305 Basic Packages for total unaudited revenue and deferred revenue of \$146,458,746 through cash subscriptions. \$19,245,700 of Revenue was recognised in the Income Statement.

23. NATURE OF THE SECURECOM GROUP FINANCIAL INFORMATION

The SecureCom Group Financial Information presented above does not constitute statutory accounts for the period under review.

(F) UNAUDITED INTERIM FINANCIAL INFORMATION OF THE SECURECOM GROUP

STATEMENT OF FINANCIAL POSITION

The unaudited statement of financial position of the SecureCom Group as at 30 June 2016, together with the audited statement of financial position of the SecureCom Group as at 31 December 2015 (the "SecureCom Group Interim Financial Information") are set out below:

	Notes	Unaudited As at 30 June 2016 \$	Audited As at 31 December 2015 \$
Non-current assets			
Deposits to acquire property, plant and equipment		-	141,825
Plant and equipment		1,032	-
		<u>1,032</u>	<u>141,825</u>
Current assets			
Amounts due from non-controlling shareholder of a subsidiary	7	-	86,948
Deposits, prepayments and other receivables		96,873	112,617
Receivables in respect of subscription monies collected		12,719,204	2,214,501
Bank balances and cash		3,544,299	1,208,564
		<u>16,360,376</u>	<u>3,622,630</u>
Current liabilities			
Accruals and other payables		2,413,271	1,037,640
Advertising credits payable		8,221,382	1,188,636
Deferred revenue		34,586,009	5,224,688
		<u>45,220,662</u>	<u>7,450,964</u>
Net current liabilities		<u>(28,860,286)</u>	<u>(3,828,334)</u>
Total equity		<u>(28,859,254)</u>	<u>(3,686,509)</u>
Capital and reserves			
Share capital	9	1	1
Other reserve		1,281	1,281
Translation reserve		(560)	(560)
Accumulated losses		(28,859,976)	(3,732,898)
Attributable to owners of the SecureCom Group		<u>(28,859,254)</u>	<u>(3,732,176)</u>
Non-controlling interests		-	45,667
Shareholders' deficiency		<u>(28,859,254)</u>	<u>(3,686,509)</u>

STATEMENT OF COMPREHENSIVE INCOME

The unaudited statements of comprehensive income of the SecureCom Group for the 6-month period ended 30 June 2016 and the period from incorporation on 6 November 2014 to 30 June 2015 are set out below:

	Notes	Unaudited 6 months ended 30 June 2016 \$	Unaudited Period ended 30 June 2015 \$
Revenue	3	25,579	4,226
Other income	3	1,129,000	546
Selling and marketing expenses		(24,242,577)	(35,392)
Employee benefit expenses		(322,580)	-
Administrative expenses		(1,773,167)	(283,700)
Loss before tax	4	(25,183,745)	(314,320)
Income tax expense	6	-	-
Loss for the period		(25,183,745)	(314,320)
Other comprehensive loss, net of income tax			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		(49)	-
Other comprehensive loss, net of income tax		(49)	-
Total comprehensive loss for the period		(25,183,794)	(314,320)
Loss for the period attributable to:			
- Owners of the SecureCom Group		(25,127,055)	(314,320)
- Non-controlling interests		(56,690)	-
		(25,183,745)	(314,320)
Total comprehensive loss for the period attributable to:			
- Owners of the SecureCom Group		(25,127,078)	(314,320)
- Non-controlling interests		(56,716)	-
		(25,183,794)	(314,320)

STATEMENT OF CHANGES IN EQUITY

The unaudited statement of changes in equity for the SecureCom Group for the 6-month period to 30 June 2016 and the period from incorporation on 6 November 2014 to 30 June 2015 are set out below:

	<i>Share capital</i> \$	<i>Other reserve</i> \$	<i>Translation reserve</i> \$	<i>Accumulated losses</i> \$	<i>Attributable to owners of SecureCom</i> \$	<i>Non- controlling interests</i> \$	<i>Total equity</i> \$
Issue of shares upon incorporation	1,282	-	-	-	1,282	-	1,282
Reclassification arising from reorganisation	(1,281)	1,281	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	(314,320)	(314,320)	-	(314,320)
At 30 June 2015 (unaudited)	1	1,281	-	(314,320)	(313,038)	-	(313,038)
As at 1 January 2016 (audited)	1	1,281	(560)	(3,732,898)	(3,732,176)	45,667	(3,686,509)
Loss for the period	-	-	-	(25,127,055)	(25,127,055)	(56,690)	(25,183,745)
Other comprehensive income for the period: - Exchange differences on translating foreign operations	-	-	(23)	-	(23)	(26)	(49)
Total comprehensive loss for the period	-	-	(23)	(25,127,055)	(25,127,078)	(56,716)	(25,183,794)
Transfer on the disposal of a subsidiary	-	-	583	(583)	-	11,049	11,049
At 30 June 2016 (unaudited)	1	1,281	-	(28,860,536)	(28,859,254)	-	(28,859,254)

STATEMENTS OF CASH FLOWS

The unaudited statements of cash flows of the SecureCom Group for the 6-month period ended 30 June 2016 and the period from incorporation on 6 November 2014 to 30 June 2015 are set out below:

	Unaudited 6 months ended 30 June 2016 \$	Unaudited Period ended 30 June 2015 \$
Operating activities		
Loss before tax	(25,183,745)	(314,320)
<u>Adjustment for:</u>		
Gain on disposal of a subsidiary	(49,799)	-
Foreign exchange gain	(759)	-
Bank interest income	(111)	-
Depreciation	11,177	-
Operating cash flows before movements in working capital	(25,223,237)	(314,320)
Increase in receivables in respect of subscription monies collected	(10,504,703)	-
Decrease /(Increase) in deposits, prepayments and other receivables	394,884	(154,393)
Increase in other payables	1,375,631	300,013
Increase in advertising credits payable	7,032,746	-
Increase in amount due to a director	-	25,640
Increase in deferred revenue	29,361,321	154,074
Cash generated from operating activities	2,436,642	11,014
Investing activities		
Bank interest received	111	-
Payment for acquisition of plant and equipment	(7,887)	-
Net cash outflow from disposal of a subsidiary (Note 11)	(93,545)	-
Net cash used in investing activities	(101,321)	-
Financing activities		
Issuance of shares on incorporation	-	1,282
Net cash from financing activities	-	1,282
Net increase in cash and cash equivalents	2,335,321	12,296
Effect of foreign exchange rates	414	-
Cash and cash equivalents at the beginning of the period	1,208,564	-
Cash and cash equivalents at the end of the period	3,544,299	12,296
<u>Analysis of the balances of cash and cash equivalents:</u>		
Bank balances and cash	3,544,299	12,296

NOTES TO THE SECURECOM GROUP INTERIM FINANCIAL INFORMATION

1. GENERAL INFORMATION AND PREPARATION OF THE SECURECOM GROUP INTERIM FINANCIAL INFORMATION

SecureCom is a limited liability company incorporated in British Virgin Islands on 28 January 2015. The address of registered office of SecureCom is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands. SecureCom is engaged in investment holding and provision of advertising services through social media during the period. As at 30 June 2016, the ultimate controlling party is Chua Tien San ("Mr. Chua").

SecureCom owns 100% of SecureCom Subsidiary. SecureCom Subsidiary was incorporated on 6 November 2014 with a share capital of \$1,282 (HK\$10,000). On 1 June 2015, Mr. Chua, the then sole shareholder of SecureCom Subsidiary, sold 100% of the outstanding shares of SecureCom Subsidiary to SecureCom for a nominal consideration of HKD1. Mr. Chua is the sole shareholder and Director of SecureCom. The transaction has been accounted for as a business combination under common control and a reserve recognised for the difference between the share capital of the acquiree and the cost of investment by the SecureCom. SecureCom Subsidiary was inactive during the period.

SecureCom also controlled 47% of voting rights in SecureCom (Thailand) Co., Limited, which was incorporated on 10 July 2015. SecureCom (Thailand) Co., Limited was inactive and was sold during the period.

Items included in the SecureCom Group Interim Financial Information of each entity are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The SecureCom Group Financial Information is presented in \$, which are the same as the functional currency of SecureCom.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The SecureCom Group Interim Financial Information has been prepared in accordance with International Accounting Standard ("IAS") No. 34 *"Interim Financial Reporting"* and IFRS and IFRIC Interpretations applicable to companies reporting under IFRS.

The SecureCom Group Interim Financial Information has been prepared on the historical cost basis. The SecureCom Group Interim Financial Information has not been audited or reviewed by SecureCom's auditors, but has been reviewed by the director of SecureCom.

Going concern basis

The SecureCom Group incurred a net loss of \$25,183,745 during the six-month period ended 30 June 2016. As at 30 June 2016, the SecureCom Group also has net current liabilities and net liabilities of \$28,860,286 and \$28,859,254, respectively. Notwithstanding the financial position of the SecureCom Group as at 30 June 2016, the SecureCom Group Interim Financial Information has been prepared on a going concern basis because the director and shareholder is of the opinion that the SecureCom Group would have adequate funds to meet its obligation, as and when they fall due, having regard to the following:

- the SecureCom Group incurred a positive operating cash flow for the period and expects to continue to generate positive operating cash flows in the future; and
- the deferred revenue of \$34,586,009 represents prepayment of advertising services and will be recognised as income in future periods rather than refunded.

Consequently, the SecureCom Group Interim Financial Information has been prepared on a going concern basis.

Except as described below, the accounting policies used in the preparation of the SecureCom Group Interim Financial Information are consistent with those used in the preparation of the SecureCom Group Financial Information set out in Part V (E) *"Historical Financial Information of the SecureCom Group"* of this document. The adoption of new and revised IFRSs did not result in significant changes to the SecureCom Group's accounting policies, presentation of the SecureCom Group Interim Financial Information or amounts reported for the current period or prior period.

In addition, during the six months ended 30 June 2016, the SecureCom Group acquired certain plant and equipment and its accounting policy of the plant and equipment is described as below.

Plant and equipment

Plant and equipment held for use in the supply of services, or for administrative purpose, is recorded in the statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of plant and equipment over their estimated useful lives, using the straight-line method, at the following rates per annum:

Computer equipment	33%; and
Leasehold improvements	Over the lease terms

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimates accounted for on a prospective basis.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit and loss.

Standards and interpretations issued but not yet applied

At the date of the SecureCom Group Interim Financial Information, certain new standards, amendments and interpretations to existing standards have been published by the International Accounting Standards Board but are not yet effective and have not been adopted early by the SecureCom Group. All relevant standards, amendments and interpretations to existing standards will be adopted in the SecureCom Group's accounting policies in the first period beginning on or after the effective date of the relevant pronouncement.

SecureCom's director does not anticipate that the adoption of these standards, amendments and interpretations will have a material impact on the SecureCom Group's financial statements in the periods of initial application, except that IFRS 15 "*Revenue from Contracts with Customers*" may have an impact on revenue recognition and related disclosures. IFRS 15 is effective for annual periods beginning on or after 1 January 2018 and will be applied retrospectively.

3. REVENUE AND OTHER INCOME

	Unaudited 6 months ended 30 June 2016 \$	Unaudited Period ended 30 June 2015 \$
Revenue from the provision of advertising services	25,579	4,226

An analysis of the SecureCom Group's other income is as follows:

	Unaudited 6 months ended 30 June 2016 \$	Unaudited Period ended 30 June 2015 \$
Bank interest income	111	-
Exchange gains, net	573,889	506
Gains on disposal of a subsidiary (Note 11)	49,799	-
Handling fee income	505,201	40
	<u>1,129,000</u>	<u>546</u>

4. LOSS BEFORE TAX

	Unaudited 6 months ended 30 June 2016 \$	Unaudited Period ended 30 June 2015 \$
<i>Loss before tax has been arrived at after charging:</i>		
Staff costs, including director's remuneration		
- Salaries and other benefits	322,580	-
Other items		
- Director's remuneration	46,152	-

5. EMPLOYEES

	Unaudited 6 months ended 30 June 2016 \$	Unaudited Period ended 30 June 2015 \$
<i>The average number of employees during the period was made up as follows:</i>		
Directors	2	1
Staff	8	-

6. INCOME TAX EXPENSE

Pursuant to the rules and regulations of the BVI, SecureCom is not subject to any income tax in the BVI for the six-month period ended 30 June 2016 and the period ended 30 June 2015.

No provision for Hong Kong profits tax for the six-month period ended 30 June 2016 has been made in the SecureCom Group Interim Financial Information as the SecureCom Subsidiary did not have any assessable profits subject to Hong Kong Profits Tax.

No provision for Hong Kong and Thailand profits taxes for the six-month period ended 30 June 2016 has been made in the SecureCom Group Interim Financial Information as neither the SecureCom Subsidiary nor SecureCom (Thailand) Co., Limited did not have any assessable profits subject to tax in those jurisdictions. The profits tax rates for Hong Kong and Thailand are 16.5% and 20%, respectively.

7. AMOUNT DUE FROM NON-CONTROLLING SHAREHOLDERS OF A SUBSIDIARY

The amount was unsecured, interest-free and was repayable on demand. The amount was settled through the disposal of SecureCom (Thailand) Co., Limited during the six-month period ended 30 June 2016.

8. AMOUNT DUE FROM A DIRECTOR

The amount is unsecured, interest-free and is repayable on demand.

9. SHARE CAPITAL

	Unaudited As at 30 June 2016 \$	Audited As at 31 December 2015 \$
Authorised:		
- 50,000 ordinary shares	50,000	50,000
Issued and fully paid:		
- 1 ordinary share	1	1

10. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The remuneration of members of key management non-director personnel during the period was as follows:

	Unaudited As at 30 June 2016 \$	Audited As at 31 December 2015 \$
Short-term benefits	115,380	-

Apart from the balances with related parties at the end of the reporting period disclosed elsewhere in the SecureCom Group Interim Financial Information, the SecureCom Group had not entered into any other significant related party transactions during the period.

During the six-month period ended 30 June 2016, the SecureCom Group disposed its interest in SecureCom (Thailand) Co., Limited to a director of SecureCom (Thailand) Co., Limited as disclosed in Note 11 to the SecureCom Group Interim Financial Information.

11. DISPOSAL OF A SUBSIDIARY

During the six-month period ended 30 June 2016, the SecureCom Group disposed of its interest in SecureCom (Thailand) Co., Limited to a director of SecureCom (Thailand) Co., Limited. SecureCom (Thailand) Co., Limited is engaged in the provision of advertising services through social media in Thailand.

Details of the disposal are as follows:

The net liabilities of SecureCom (Thailand) Co., Limited at the date of disposal were as follows:

	Unaudited
	\$
<i>Net liabilities disposed of:</i>	
Plant and equipment	137,462
Amount due from non-controlling shareholder of a subsidiary	87,298
Deposit and other receivables	83,018
Bank balances and cash	93,545
Other payables	(422,171)
	<u>(20,848)</u>
<i>Gain on disposal of a subsidiary:</i>	
Consideration receivable included in other receivables	40,000
Net liabilities disposed of	20,848
Non-controlling interest	(11,049)
	<u>49,799</u>
<i>Net cash outflow arising from disposal:</i>	
Cash consideration	-
Less: Bank balances and cash	(93,545)
	<u>(93,545)</u>

12. NATURE OF THE SECURECOM GROUP INTERIM FINANCIAL INFORMATION

The SecureCom Group Interim Financial Information presented above does not constitute statutory accounts for the period under review.

13. EVENTS AFTER THE REPORTING PERIOD

During the six month period ended 31 December 2016, the SecureCom Group sold 14,292 Enterprise Packages, 296 Professional Packages and 1,317 Basic Packages for total unaudited revenue and deferred revenue of \$117,086,377 through cash subscriptions. \$19,234,652 of Revenue was recognised in the Income Statement.

(G) UNAUDITED PRO FORMA FINANCIAL INFORMATION

Set out below are the unaudited pro forma balance sheet of the Enlarged Group as at 30 June 2016 together with the pro forma unaudited statement of combined comprehensive income for the six-month period ended 30 June 2016 (the "Pro Forma Financial Information"). The Pro Forma Financial Information has been prepared on the basis set out in the notes below to illustrate the effects of the Acquisition, Placing and Re-Admission on the balance sheet of the Enlarged Group had the Acquisition, Placing and Re-Admission occurred on 30 June 2016 and on the earnings of the Enlarged Group had the Acquisition, Placing and Re-Admission occurred on 1 January 2016. It has been prepared for illustrative purposes only. Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the Enlarged Group's actual financial position. It is based on the schedules used in preparing the unaudited balance sheet and results of the Company as at 30 June 2016 and for the six-month period then ended, which is reproduced in Part VI (C) "Unaudited Interim Financial Information of the Company" of this document, and the unaudited balance sheet and results of the SecureCom Group as at 30 June 2016 and the six-month period then ended, which is reproduced in Part VI (F) "Unaudited Interim Financial Information of the SecureCom Group" of this document.

Users should read the whole of this document and not rely solely on the summarised financial information contained in this Part VI (G) "Unaudited Pro Forma Financial Information".

The report on the Pro Forma Financial Information is set out in Part VI (H) "Accountant's Report on the Unaudited Pro Forma Financial Information" of this Document.

Unaudited pro forma balance sheet

	<u>Company</u>	<u>Adjustment</u>	<u>Adjustment</u>		<u>Adjustment</u>	
	balance sheet	SecureCom	Acquisition		Net	Unaudited
	as at	Group balance	of the	<u>Adjustment</u>	Placing	pro forma
	30 June 2016	sheet as at	SecureCom	Consolidation	proceeds	balance sheet
	(Note 1)	(Note 2)	Group	adjustments	(Note 5)	of the
	£	£	(Note 3)	(Note 4)	£	Enlarged
			£	£		Group
						£
Intangible assets	-	-	-	22,468,452	-	22,468,452
Plant and equipment	-	696	-	-	-	696
Investments	-	-	3,000,000	(3,000,000)	-	-
Non-current assets	-	696	3,000,000	19,468,452	-	22,469,148
Deposits, prepayments and other current assets	25,361	65,351	-	-	-	90,712
Receivables in respect of subscription monies collected	-	8,580,375	-	-	-	8,580,375
Cash at bank and at hand	600,052	2,390,984	(1,000,000)	-	1,267,000	3,258,036
Current assets	625,413	11,036,709	(1,000,000)	-	1,267,000	11,929,122
Total assets	625,413	11,037,405	2,000,000	19,468,452	1,267,000	34,398,270
Share capital	3,000	1	1,000	(1)	700	4,700
Share premium	735,350	-	1,999,000	-	1,266,300	4,000,650
Other reserve	-	864	-	(864)	-	-
Translation reserve	-	(378)	-	378	-	-
Accumulated deficit	(132,397)	(19,468,939)	-	19,468,939	-	(132,397)
Equity attributable to owners of the entity	605,953	(19,468,452)	2,000,000	19,468,452	1,267,000	3,872,953
Amounts owing to directors	1,664	-	-	-	-	1,664
Accruals and other payables	17,796	1,627,993	-	-	-	1,645,789
Advertising credits payable	-	5,546,144	-	-	-	5,546,144
Deferred revenue	-	23,331,720	-	-	-	23,331,720
Current liabilities	19,460	30,505,857	-	-	-	30,525,317
Total equity and liabilities	625,413	11,037,405	2,000,000	19,468,452	1,267,000	34,398,270

Unaudited pro forma statement of comprehensive income

	<u>Adjustment</u> SecureCom	<u>Adjustment</u> Acquisition of the SecureCom Group	<u>Adjustment</u> Consolidation adjustments	<u>Adjustment</u> Net Placing proceeds	Unaudited pro forma balance sheet of the Enlarged Group
Company Period ended 30 June 2016 (Note 1) £	Group Period ended 30 June 2016 (Note 2) £	(Note 3) £	(Note 4) £	(Note 5) £	£
Revenue	-	17,256	-	-	17,256
Other income	521	761,623	-	-	762,144
Selling and marketing expenses	-	(16,354,042)	-	-	(16,354,042)
Employee benefit expense	-	(217,612)	-	-	(217,612)
Administrative expenses	(86,365)	(1,196,178)	-	-	(1,282,543)
Loss before tax	(85,844)	(16,988,953)	-	-	(17,074,797)
Tax	-	-	-	-	-
Loss for the period	(85,844)	(16,988,953)	-	-	(17,074,797)
Exchange differences on translating foreign operations	-	(33)	-	-	(33)
Other comprehensive loss for the period	-	(33)	-	-	(33)
Total comprehensive loss for the period	(85,844)	(16,988,986)	-	-	(17,074,830)
<u>Loss for the period attributable to:</u>					
Shareholders	(85,844)	(16,950,710)	-	-	(17,036,554)
Non-controlling interests	-	(38,243)	-	-	(38,243)
	(85,844)	(16,988,953)	-	-	(17,074,797)
<u>Total comprehensive loss for the period attributable to:</u>					
Shareholders	(85,844)	(16,950,726)	-	-	(17,036,570)
Non-controlling interests	-	(38,261)	-	-	(38,261)
	(85,844)	(16,988,986)	-	-	(17,074,830)

Notes:

- The financial information relating to the Company has been extracted without adjustment from the Company Interim Financial Information set out in Part VI (C) "Unaudited Interim Financial Information of the Company" of this document.
- The financial information relating to the SecureCom Group has been extracted without adjustment from the SecureCom Group Interim Financial Information set out in Part VI (F) "Unaudited Interim Financial Information of the SecureCom Group" of this document, translated from \$ to £ at the rate of \$1.48 to £1.
- The adjustment of £3,000,000 represents the Acquisition, settled by the issue of the Consideration Shares (with an assumed value of £2,000,000) and £1,000,000 in cash.
- The Directors consider that the substance of the Acquisition of the SecureCom Group by the Company is an acquisition under IFRS 3 'Business combinations'. This will be adopted as the basis for consolidation in the first published accounts of the Company following completion of the Acquisition. Goodwill and other related intangible assets arising are estimated to be approximately £22,468,452 on consolidation, comprising the acquisition cost of £3,000,000, plus the net liabilities on Acquisition of \$28,859,254 (or £19,468,452 at the rate of \$1.48 to £1).
- The adjustment of £1,267,000 reflects the gross proceeds from the Placing of £1,400,000, less associated transaction costs of £133,000. The transaction costs have been charged to the share premium account.
- The Pro Forma Financial Information does not reflect any changes in the trading position of the Company, or any other changes arising from other transactions, since 30 June 2016.

7. The Pro Forma Financial Information does not reflect any changes in the trading position of the SecureCom Group, or any other changes arising from other transactions, since 30 June 2016.

(H) ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION



22 February 2017

The Directors
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Dear Sirs,

Introduction

We report on the unaudited pro forma balance sheet as at 31 December 2015 and on the unaudited pro forma statement of earnings for the year then ended (the "Pro Forma Financial Information") set out in Part VI (F) "Unaudited Pro Forma Financial Information" of Sealand Capital Galaxy Limited's (the "Company") prospectus (the "Document") dated 22 February 2017, which has been prepared on the basis described, for illustrative purposes only, to provide information about how the Acquisition, Placing and Re-Admission might have affected the net assets and earnings presented on the basis of the accounting policies adopted by the Company in preparing the audited financial information for the year ended 31 December 2015. This report is required by Annex I, item 20.2 of Commission Regulation (EC) N 809/2004 and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

It is the responsibility of the directors of the Company (the "Directors") to prepare the Pro-Forma Financial Information in accordance with Annex I, item 20.2 and Annex II, items 1 to 6 of Commission Regulation (EC) N 809/2004.

It is our responsibility to form an opinion, in accordance with Annex I, item 20.2 of Commission Regulation (EC) N 809/2004, as to the proper compilation of the Pro-Forma Financial Information and to report that opinion to you in accordance with Annex II, item 7 of Commission Regulation (EC) N 809/2004.

Basis of opinion

We conducted our work in accordance with Standards of Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro-Forma Financial Information with the Directors.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with reasonable assurance that the Pro-Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion:

- (a) the Pro-Forma Financial Information has been properly compiled on the basis stated; and
- (b) such basis is consistent with the accounting policies of the Company.

Declaration

For the purpose of Prospectus Rule 5.5.3R, we are responsible for this report as part of the Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Document in compliance with Annex I, item 1.2 of Commission Regulation (EC) N 809/2004.

Yours faithfully,

Crowe Clark Whitehill LLP

Chartered Accountants

PART VII
OPERATING AND FINANCIAL REVIEW

(A) OPERATING AND FINANCIAL REVIEW OF THE COMPANY

The following operating and financial review contains financial information that has been extracted or derived without material adjustment from the Company's audited financial information for the period from incorporation on 22 May 2015 to 31 December 2015, included in Part VI (B) "Historical Financial Information of the Company", and from the Company's unaudited interim financial information for the six-month period ended 30 June 2016, included in Part VI (C) "Unaudited Interim Financial Information of the Company", prepared in accordance with IFRS.

The following discussion should be read in conjunction with the other information in this Prospectus, in particular with the entire Part VI "Historical Financial Information". This discussion contains forward-looking statements, which, although based on assumptions that the Directors consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward looking statements contained on page 29.

The key risks and uncertainties, include, but are not limited to those described in the section of this Prospectus entitled "Risk Factors" on pages 14 to 25.

Summary statements of financial position

Summarised below is the audited balance sheet of the Company as at 31 December 2015 and the unaudited balance sheet as at 30 June 2016:

	Audited As at 31 December 2015 £	Unaudited As at 30 June 2016 £
Prepayments	-	25,361
Bank balances and cash	733,187	600,052
Current assets	733,187	625,413
Amount due to a director	(1,932)	(1,664)
Other payables	(39,458)	(17,796)
Current liabilities	(41,390)	(19,460)
Net assets	691,797	605,953
Share capital	3,000	3,000
Share premium	735,350	735,350
Accumulated losses	(46,553)	(132,397)
Total equity	691,797	605,953

Source: Audited financial statements and unaudited interim financial information

Summary income statements

Summarised below is the audited income statement of the Company for the 8-month period from incorporation on 22 May 2015 to 31 December 2015, together with the unaudited income statement for the 6-month period ended 30 June 2016:

	Audited 8 months ended 31 December 2015 £	Unaudited 6 months ended 30 June 2016 £
Revenue	-	-
Other income	13	521
Administrative expenses	(46,566)	(86,365)
Loss before tax	(46,553)	(85,844)
Income tax expense	-	-
Loss for the period and total comprehensive loss for the period	(46,553)	(85,844)

Source: Audited financial statements and unaudited interim financial information

Summary cash flow statements

Summarised below is the audited cash flow statement of the Company for the 8-month period from incorporation on 22 May 2015 to 31 December 2015, together with the unaudited cash flow statement for the 6-month period ended 30 June 2016:

	Audited 8 months ended 31 December 2015 £	Unaudited 6 months ended 30 June 2016 £
Loss before tax	(46,553)	(85,844)
<u>Adjustment for:</u>		
Interest income	(13)	(33)
Operating cash flows before movements in working capital	(46,566)	(85,877)
Increase in prepayments	-	(25,361)
Increase/(decrease) in amounts owing to a director	1,932	(268)
Increase/(decrease) in other payables	39,458	(21,662)
Net cash used in operating activities	(5,176)	(133,168)
Interest income received	13	33
Proceeds from the issue of shares	738,350	-
Net cash from financing activities	738,363	33
Net increase/(decrease) in cash and cash equivalents	733,187	(133,135)
Cash and cash equivalents at beginning of period	-	733,187
Cash and cash equivalents at end of period	733,187	600,052

Source: Audited financial statements and unaudited interim financial information

Overview

The Company was incorporated in the Cayman Islands on 22 May 2015 as an exempted Company with limited liability under the Companies Law. The Company's nature of operations is to act as a special purpose acquisition Company.

During the 8-month period from incorporation on 22 May 2015 to 31 December 2015, the Company issued an aggregate 30,000,000 Ordinary Shares for aggregate cash of £738,350. From this amount, £5,176 was used to settle administrative overheads.

During the 6-month period ended 30 June 2016, no further shares were issued. From the brought forward cash reserves of £733,187, £133,168 was used to settle administrative overheads. As at 30 June 2016, the Company had £600,052 in cash on its balance sheet.

No other significant changes to the financial position of the Company have occurred since 30 June 2016.

Results for the periods

A loss of £46,553 was recorded during the 8-month period from incorporation on 22 May 2015 to 31 December 2015. The loss comprised staff costs of £12,903, auditor's fees of £10,000, Directors' remuneration of £9,000 and £14,650 of other sundry administrative expenses.

A loss of £85,844 was recorded during the 6-month period ended 30 June 2016. The loss comprised staff costs of £31,510, Directors' remuneration of £18,000 and £36,334 of other sundry administrative expenses.

No other significant changes to the trading position of the Company have occurred since 30 June 2016.

(B) OPERATING AND FINANCIAL REVIEW OF THE SECURECOM GROUP

The following operating and financial review contains financial information that has been extracted or derived without material adjustment from the SecureCom Group's audited financial information for the period from incorporation on 6 November 2014 to 31 December 2015, included in Part VI (E) "Historical Financial Information of the SecureCom Group", and from the SecureCom Group's unaudited interim financial information for the six-month period ended 30 June 2016, included in Part VI (F) "Unaudited Interim Financial Information of the SecureCom Group", prepared in accordance with IFRS.

The following discussion should be read in conjunction with the other information in this Prospectus, in particular with the entire Part VI "Historical Financial Information". This discussion contains forward-looking statements, which, although based on assumptions that the Directors consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward looking statements contained on page 29.

The key risks and uncertainties, include, but are not limited to those described in the section of this Prospectus entitled "Risk Factors" on pages 14 to 25.

Summary statements of financial position

Summarised below is the audited statement of financial position of the SecureCom Group as at 31 December 2015 and the unaudited statements of financial position as at 30 June 2016 and 30 September 2016:

	Audited As at 31 December 2015 \$	Unaudited As at 30 June 2016 \$	Unaudited As at 30 September 2016 \$
Deposits for acquisition for property, plant and equipment	141,825	-	-
Plant and equipment	-	1,032	943
Non-current assets	141,825	1,032	943
Amount due from non-controlling shareholder of a subsidiary	86,948	-	-
Deposits, prepayments and other receivables	112,617	96,873	4,714,916
Receivables in respect of subscription monies collected	2,214,501	12,719,204	7,952,250
Bank balances and cash	1,208,564	3,544,299	3,578,311
Current assets	3,622,630	16,360,376	16,245,477
Accruals and other payables	1,037,640	2,413,271	5,498,429
Advertising credits payable	1,188,636	8,221,382	9,905,516
Deferred revenue	5,224,688	34,586,009	61,191,128
Current liabilities	7,450,964	45,220,662	76,595,073
Net current liabilities	(3,828,334)	(28,860,286)	(60,349,596)
Total assets less net current liabilities	(3,686,509)	(28,859,254)	(60,348,653)
Share capital	1	1	1
Other reserve	1,281	1,281	1,281
Translation reserve	(560)	(560)	-
Accumulated losses	(3,732,898)	(28,859,976)	(60,349,934)
Attributable to owners of the of the SecureCom Group	(3,732,176)	(28,859,254)	(60,348,652)
Non-controlling interests	45,667	-	-
Capital and reserves	(3,686,509)	(28,859,254)	(60,348,652)

Source: Audited financial statements and unaudited interim financial information

Summary income statements

Summarised below is the audited income statement of the SecureCom Group for the 14-month period from incorporation on 6 November 2014 to 31 December 2015, together with the unaudited income statements for the 6-month period ended 30 June 2016 and the 3-month period ended 30 September 2016:

	Audited 14 months ended 31 December 2015 \$	Unaudited 6 months ended 30 June 2016 \$	Unaudited 3 months ended 30 September 2016 \$
Revenue	21,867	25,579	4,243,589
Other income	87,732	1,129,000	2,138,724
Selling and marketing expenses	(2,610,994)	(24,242,577)	(36,204,713)
Employee benefit expenses	(201,019)	(322,580)	(154,481)
Administrative expenses	(1,074,313)	(1,773,167)	(1,512,515)
Loss before tax	(3,776,727)	(25,183,745)	(31,489,396)
Income tax expense	-	-	(3)
Loss for the period	(3,776,727)	(25,183,745)	(31,489,399)
Other comprehensive loss, net of income tax			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations	(1,191)	(49)	49
Other comprehensive loss, net of income tax	(1,191)	(49)	49
Total comprehensive loss for the period	(3,777,918)	(25,183,794)	(31,489,350)

Source: Audited financial statements and unaudited interim financial information

Summary cash flow statements

Summarised below is the audited cash flow statement of the SecureCom Group for the 14-month period from incorporation on 6 November 2014 to 31 December 2015, together with the unaudited cash flow statements for the 6-month period ended 30 June 2016:

	Audited 14 months ended 31 December 2015 \$	Unaudited 6 months ended 30 June 2016 \$	Unaudited 3 months ended 30 September 2016 \$
Loss before tax	(3,776,727)	(25,183,745)	(31,489,396)
<u>Adjustment for:</u>			
Gain on disposal of a subsidiary	-	(49,799)	-
Foreign exchange loss/(gain)	315	(759)	(3)
Bank interest income	(162)	(111)	(67)
Depreciation	-	11,177	89
Operating cash flows before movements in working capital	(3,776,574)	(25,223,237)	(31,489,377)
Increase in receivables in respect of subscription monies collected	(2,214,501)	(10,504,703)	4,766,954
(Increase)/decrease in deposits, prepayments and other receivables	(112,617)	394,884	(4,618,043)
Increase in accruals and other payables	1,037,640	1,375,631	3,085,158
Increase in advertising credits payable	1,188,636	7,032,746	1,684,134
Increase in deferred revenue	5,224,688	29,361,321	26,605,119
Cash generated from operating activities	1,347,272	2,436,642	33,945
Bank interest income received	162	111	67
Deposits paid to acquire property, plant and equipment	(141,825)	(7,887)	-
Increase in amount due non-controlling shareholder of a subsidiary	(86,948)	-	-
Net cash outflow from disposal of a subsidiary	-	(93,545)	-
Net cash (used in)/from investing activities	(228,611)	(101,321)	67
Capital contributions from non-controlling interest	88,621	-	-
Issuance of shares on incorporation	1,282	-	-
Net cash from financing activities	89,903	-	-
Net increase in cash and cash equivalents	1,208,564	2,335,321	34,012
Effect of foreign exchange rates	-	414	-
Cash and cash equivalents at the beginning of the period	-	1,208,564	3,544,299
Cash and cash equivalents at the end of the period	1,208,564	3,544,299	3,578,311

Source: Audited financial statements and unaudited interim financial information

Operating and financial review (14-month period ended 31 December 2015)

During the 14-month period ended 31 December 2015, the SecureCom Group generated \$89,903 from the issue of share capital and receipts from capital contributions from non-controlling interests. Additional cash was generated from the sale of the SecureCom Group's SecureChannel subscriber packages, comprising:

- the basic subscription package, comprising a 12-month subscription for 30,000 broadcast units for \$3,000 (the "Basic Package");
- the professional subscription package, comprising an 18-month subscription for 100,000 broadcast units for \$10,000 (the "Professional Package"); and
- the enterprise subscription package, comprising a 24-month subscription for 200,000 broadcast units for \$15,000 (the "Enterprise Package").

Sales of the above packages commenced in October 2015. During the period ended 31 December 2015, the SecureCom Group sold 514 Enterprise Packages, 43 Professional Packages and 382 Basic Packages for total

revenue and deferred revenue of \$5,246,555. Due to the nature of the SecureCom Group's business model, only \$21,867 of revenue was recognised within the income statement for the period. Due to the long-term nature of the SecureCom Group's SecureChannel subscription packages, revenue is deferred on the balance sheet until such time as either the broadcast units are utilised or the package expires. As such, there was a deferred revenue balance as at 31 December 2015 of \$5,224,688 included within "deferred revenue" within "current liabilities" on the SecureCom Group balance sheet. All of the \$5,246,555 of subscription revenue and deferred revenue recognised during the period ended 31 December 2015 was through cash subscriptions.

In order to gain market share and expand the SecureChannel subscriber base, the SecureCom Group offers SecureChannel subscribers an incentive to broadcast to Metalk users. The incentive takes the form of advertising credits which Metalk users can redeem either through SecureChannel broadcast subscriptions or in cash. The SecureCom Group offers a \$1:\$1.05 redemption on advertising credits as opposed to a \$1:\$1 redemption for cash, thereby incentivising Metalk users to opt for the SecureChannel broadcast unit redemption option. During the 14-month period ended 31 December 2015, aggregate advertising credits of \$3,853,828 were earned based on the \$1 and \$1.05 valuation assumptions. However, it is the Company's accounting policy and the Directors' estimate that a \$nil value be ascribed to the estimated number of advertising credits that will be redeemed for broadcasting units, meaning that only those advertising credits which are expected to be redeemed for cash were recorded within "selling and marketing expenses" in the SecureCom Group income statement for the period, which amounted to \$1,653,951. Of this amount, \$443,100 were redeemed for cash during the period and \$22,215 was charged as administrative costs. As at 31 December 2015, a balance of \$1,188,636 of advertising credits was owed to Metalk premium and SecureChannel subscribers. This balance is included within "advertising credits payable" within "current liabilities" on the SecureCom Group balance sheet.

A summary of the broadcast subscription packages sold during the period ended 31 December 2015 is as follows:

	Audited Period ended 31 December 2015
	#
Enterprise Packages sold	514
Professional Packages sold	43
Basic Packages sold	382
Total	939
	\$
Packages purchased for cash	5,246,555
Value of subscription packages sold during the period	5,246,555
	\$
Deferred revenue on incorporation	-
Subscription packages sold during the period	5,246,555
Revenue recognised in the income statement	(21,867)
Deferred revenue as at 31 December 2015	5,224,688
<i>Source: Management information</i>	

A summary of the advertising credits earned and redeemed during the period ended 31 December 2015 is as follows:

	Audited Period ended 31 December 2015 \$
Advertising credits payable on incorporation	-
Advertising credits earned during the period and expensed in the income statement	1,653,951
Advertising credits redeemed for cash	(443,100)
Administrative charges	(22,215)
Advertising credits payable as at 31 December 2015	1,188,636

Source: Management information

A summary of the movement in the number of advertising credits earned, redeemed and outstanding from the date of incorporation to 31 December 2015 is as follows:

	From incorporation to 31 December 2015 #
Number of advertising credits earned since incorporation	3,853,828
Number of advertising credits redeemed for broadcasting units since incorporation	(1,968,029)
Number of advertising credits redeemed for cash since incorporation	(443,100)
Number of advertising credits charged to administrative costs since incorporation	(22,215)
Number of advertising credits outstanding at the period end	1,420,484
	\$
Value of advertising credits outstanding at \$1 each (<i>cash redemption value</i>)	1,420,484
Advertising credits payable (<i>included within current liabilities</i>)	1,188,636

Administrative expenses of \$1,276,523 were incurred during the 14-month period ended 31 December 2015, of which \$848,520 comprised Metalk platform license fees and \$201,019 salaries and wages.

During the 14-month period ended 31 December 2015, the SecureCom Group generated \$1,347,272 of cash from operating activities. Following expenditure on plant and equipment of \$141,825, the increase in amounts due to the non-controlling shareholder of \$86,948 and the receipt of cash from the issue of shares and from capital contributions from non-controlling interests, the SecureCom Group had a cash balance of \$1,208,564 as at 31 December 2015.

Set out below is a summary cash flow statement for the period ended 31 December 2015 (*direct method*):

	Audited Period ended 31 December 2015 \$
Cash received from the sale of subscription packages	5,246,555
Advertising credits redeemed for cash	(443,100)
Net cash from subscription packages	4,803,455
Other operating cash flows	(1,320,444)
Cash outflow from investing activities (<i>per cash flow statement</i>)	(228,611)
Cash inflow from financing activities (<i>per cash flow statement</i>)	89,903
Cash inflow for the period	3,344,303
Cash retained in Singapore during the period *	(1,608,707)
Cash retained in China during the period *	(527,032)
Net cash inflow	1,208,564

Source: Management information

* The cash retained in both Singapore and China is included within movements in receivables on the SecureCom Group statement of financial position.

Operating and financial review (6-month period ended 30 June 2016)

During the period to 30 June 2016, the SecureCom Group sold 3,341 Enterprise Packages, 120 Professional Packages and 988 Basic Packages for total revenue and deferred revenue of \$29,372,369. Of this amount, \$11,048 was recognised within the income statement for the period and the remaining \$29,361,321, included within “deferred revenue” within “current liabilities” on the SecureCom Group balance sheet as at 30 June 2016. All of the \$29,372,369 of subscription revenue and deferred revenue recognised during the period ended 30 June 2016 was through cash subscriptions.

Due to the long-term nature of the SecureCom Group’s SecureChannel packages, there was a deferred revenue balance as at 30 June 2016 of \$34,586,009 included within “deferred revenue” within “current liabilities” on the SecureCom Group balance sheet, comprising deferred revenue from both the periods ended 31 December 2015 and 30 June 2016.

During the 6-month period ended 30 June 2016, advertising credits of \$43,272,015 were earned based on the \$1 and \$1.05 valuation assumptions. However, it is the Company’s accounting policy and the Directors’ estimate that a \$nil value be ascribed to the estimated number of advertising credits that will be redeemed for broadcasting units, meaning that only those advertising credits which are expected to be redeemed for cash were recorded within “selling and marketing expenses” in the SecureCom Group income statement for the period, which amounted to \$18,571,090. During the period, \$11,067,227 were redeemed for cash and \$471,116 was charged as administrative costs. As at 30 June 2016, a balance of \$8,221,383 of advertising credits was owed to Metalk premium and SecureChannel subscribers. This balance is included within “advertising credits payable” within “current liabilities” on the SecureCom Group balance sheet.

A summary of the broadcast subscription packages sold during the 6-month period ended 30 June 2016 is as follows:

	Unaudited Period ended 30 June 2016 #
Enterprise Packages sold	3,341
Professional Packages sold	120
Basic Packages sold	988
Total	4,449
	\$
Packages purchased for cash	29,372,369
Value of subscription packages sold during the period	29,372,369
	\$
Deferred revenue as at 1 January 2016	5,224,688
Subscription packages sold during the period	29,372,369
Revenue recognised in the income statement	(11,048)
Deferred revenue as at 30 June 2016	34,586,009

Source: Management information

A summary of the advertising credits earned and redeemed during the 6-month period ended 30 June 2016 is as follows:

	Unaudited Period ended 30 June 2016 \$
Advertising credits payable as at 1 January 2016	1,188,636
Advertising credits earned during the period and expensed in the income statement	18,571,090
Advertising credits redeemed for cash	(11,067,227)
Administrative charges and other	(471,116)
Advertising credits payable as at 30 June 2016	8,221,383

Source: Management information

A summary of the movement in the number of advertising credits earned, redeemed and outstanding from the date of incorporation to 30 June 2016 is as follows:

	From incorporation to 30 June 2016 #
Number of advertising credits earned since incorporation	47,125,843
Number of advertising credits redeemed for broadcasting units since incorporation	(25,940,551)
Number of advertising credits redeemed for cash since incorporation	(11,510,327)
Number of advertising credits charged to administrative costs since incorporation	(493,331)
Number of advertising credits outstanding at the period end	9,181,634
	\$
Value of advertising credits outstanding at \$1 each (<i>cash redemption value</i>)	9,181,634
Advertising credits payable (<i>included within current liabilities</i>)	8,221,383

Administrative expenses of \$2,095,747 were incurred during the 6-month period ended 30 June 2016, of which \$1,204,230 comprised Metalk platform license fees and \$322,580 salaries and wages.

During the 6-month period ended 30 June 2016, the SecureCom Group disposed of its 47% interest in SecureCom (Thailand) Co., Limited. On disposal, SecureCom (Thailand) Co., Limited had net liabilities of \$20,848, including cash of \$93,545. The SecureCom Group recorded a gain on the disposal of SecureCom (Thailand) Co., Limited of \$49,799.

During the 6-month period ended 30 June 2016, the SecureCom Group generated \$2,436,642 of cash from operating activities. Following minimal expenditure on plant and equipment of \$7,887 and the net cash outflow of \$93,545 on the disposal of SecureCom (Thailand) Co., Limited, the SecureCom Group had a cash balance of \$3,544,299 as at 30 June 2016.

Set out below is a summary cash flow statement for the 6-month period ended 30 June 2016 (*direct method*):

	Unaudited Period ended 30 June 2016 \$
Cash received from the sale of subscription packages	29,372,369
Advertising credits redeemed for cash	(11,067,227)
Net cash from subscription packages	18,305,142
Other operating cash flows	(5,340,008)
Cash outflow from investing activities (<i>per cash flow statement</i>)	(101,321)
Cash inflow for the period	12,863,813
Cash retained in Singapore during the period*	(4,918,005)
Cash retained in China during the period *	(5,610,487)
Net cash inflow	2,335,321

Source: Management information

* *The cash retained in both Singapore and China is included within movements in receivables on the SecureCom Group statement of financial position.*

Operating and financial review (3-month period ended 30 September 2016)

During the three-month period ended 30 September 2016, the SecureCom Group sold a further 3,593 Enterprise Packages, 98 Professional Packages and 608 Basic Packages for total revenue and deferred revenue of \$30,847,246 through cash subscriptions.

During the three-month period ended 30 September 2016, \$4,242,127 was recognised within the income statement. Due to the long-term nature of the SecureCom Group's SecureChannel packages, there was a deferred revenue balance as at 30 September 2016 of \$61,191,128 included within "*deferred revenue*" within "*current liabilities*" on the SecureCom Group balance sheet, comprising deferred revenue from the periods ended 31 December 2015, 30 June 2016 and 30 September 2016.

During the 3-month period ended 30 September 2016, advertising credits of \$69,678,781 were earned based on the \$1 and \$1.05 valuation assumptions. However, it is the Company's accounting policy and the Directors' estimate that a \$nil value be ascribed to the estimated number of advertising credits that will be redeemed for broadcasting units, meaning that only those advertising credits which are expected to be redeemed for cash were recorded within "*selling and marketing expenses*" in the SecureCom Group income statement for the period, which amounted to \$29,904,106. During the period, \$27,037,199 were redeemed for cash and \$1,182,774 was charged as administrative costs. As at 30 September 2016, a balance of \$9,905,516 of advertising credits was owed to Metalk premium and SecureChannel subscribers. This balance is included within "*advertising credits payable*" within "*current liabilities*" on the SecureCom Group balance sheet.

A summary of the broadcast subscription packages sold during the three month period ended 30 September 2016 is as follows:

	Unaudited Period ended 30 September 2016 #
Enterprise Packages sold	3,593
Professional Packages sold	98
Basic Packages sold	608
Total	4,299
	\$
Packages purchased for cash	30,847,246
Value of subscription packages sold during the period	30,847,246
	\$
Deferred revenue as at 1 July 2016	34,586,009
Subscription packages sold during the period	30,847,246
Revenue recognised in the income statement	(4,242,127)
Deferred revenue as at 30 September 2016	61,191,128

Source: Management information

A summary of the advertising credits earned and redeemed during the three month period ended 30 September 2016 is as follows:

	Unaudited Period ended 30 September 2016 \$
Advertising credits payable as at 1 July 2016	8,221,382
Advertising credits earned during the period and expensed in the income statement	29,904,106
Advertising credits redeemed for cash	(27,037,199)
Administrative charges and other	(1,182,774)
Advertising credits payable as at 30 September 2016	9,905,516

Source: Management information

A summary of the movement in the number of advertising credits earned, redeemed and outstanding from the date of incorporation to 30 September 2016 is as follows:

	From incorporation to 30 September 2016 #
Number of advertising credits earned since incorporation	116,804,624
Number of advertising credits redeemed for broadcasting units since incorporation	(51,271,064)
Number of advertising credits redeemed for cash since incorporation	(38,547,526)
Number of advertising credits charged to administrative costs since incorporation	(1,676,105)
Number of advertising credits outstanding at the period end	25,309,929
	\$
Value of advertising credits outstanding at \$1 each (cash redemption value)	25,309,929
Advertising credits payable (included within current liabilities)	9,905,516

Set out below is a summary cash flow statement for the three-month period ended 30 September 2016 (*direct method*):

	Unaudited Period ended 30 September 2016 \$
Cash received from the sale of subscription packages	30,847,246
Advertising credits redeemed for cash	(27,037,199)
Net cash from subscription packages	3,810,047
Other operating cash flows	(3,794,976)
Cash inflow for the period	15,071
Cash retained in Singapore during the period	(1,425,538)
Cash remitted from China during the period	1,444,479
Net cash inflow	34,012

Source: Management information

Operating and financial review (3-month period ended 31 December 2016)

During the three-month period ended 31 December 2016, the SecureCom Group sold a further 10,699 Enterprise Packages, 198 Professional Packages and 709 Basic Packages for total revenue and deferred revenue of \$86,239,131 through cash subscriptions.

During the three-month period ended 31 December 2016, \$14,992,525 was recognised within the income statement. Due to the long-term nature of the SecureCom Group's SecureChannel packages, there was a deferred revenue balance as at 31 December 2016 of \$132,437,734 included within "*deferred revenue*" within "*current liabilities*" on the SecureCom Group balance sheet, comprising deferred revenue from the periods ended 31 December 2015, 30 June 2016, 30 September 2016 and 31 December 2016.

During the three-month period ended 31 December 2016, advertising credits of \$153,908,408 were earned based on the \$1 and \$1.05 valuation assumptions. However, it is the Company's accounting policy and the Directors' estimate that a \$nil value be ascribed to the estimated number of advertising credits that will be redeemed for broadcasting units, meaning that only those advertising credits which are expected to be redeemed for cash were recorded within "*selling and marketing expenses*" in the SecureCom Group income statement for the period, which amounted to \$65,246,315. During the period, \$52,964,133 were redeemed for cash and \$2,305,328 was charged as administrative costs. As at 31 December 2016, a balance of \$19,982,370 of advertising credits was owed to Metalk premium and SecureChannel subscribers. This balance is included within "*advertising credits payable*" within "*current liabilities*" on the SecureCom Group balance sheet.

A summary of the broadcast subscription packages sold during the three-month period ended 31 December 2016 is as follows:

	Unaudited Period ended 31 December 2016 #
Enterprise Packages sold	10,699
Professional Packages sold	198
Basic Packages sold	709
Total	11,606
	\$
Packages purchased for cash	86,239,131
Value of subscription packages sold during the period	86,239,131
	\$
Deferred revenue as at 1 October 2016	61,191,128
Subscription packages sold during the period	86,239,131
Revenue recognised in the income statement	(14,992,525)
Deferred revenue as at 31 December 2016	132,437,734

Source: Management information

A summary of the advertising credits earned and redeemed during the three-month period ended 31 December 2016 is as follows:

	Unaudited Period ended 31 December 2016 \$
Advertising credits payable as at 1 October 2016	9,905,516
Advertising credits earned during the period and expensed in the income statement	65,246,315
Advertising credits redeemed for cash	(52,964,133)
Administrative charges and other	(2,305,328)
Advertising credits payable as at 31 December 2016	19,882,370

Source: Management information

A summary of the movement in the number of advertising credits earned, redeemed and outstanding from the date of incorporation to 31 December 2016 is as follows:

	From incorporation to 31 December 2016 #
Number of advertising credits earned since incorporation	270,713,032
Number of advertising credits redeemed for broadcasting units since incorporation	(127,654,461)
Number of advertising credits redeemed for cash since incorporation	(91,511,659)
Number of advertising credits charged to administrative costs since incorporation	(3,981,433)
Number of advertising credits outstanding at the period end	47,565,479
	\$
Value of advertising credits outstanding at \$1 each (cash redemption value)	47,565,479
Advertising credits payable (included within current liabilities)	19,882,370

Set out below is a summary cash flow statement for the three-month period ended 31 December 2016 (*direct method*):

	Unaudited Period ended 31 December 2016 \$
Cash received from the sale of subscription packages	86,239,131
Advertising credits redeemed for cash	(52,964,133)
Net cash from subscription packages	33,274,998
Other operating cash flows	(9,715,405)
Cash inflow for the period	23,559,593
Cash remitted from Singapore during the period	331,866
Cash retained in China during the period	(9,846,137)
Net cash inflow	14,045,322

Source: Management information

The Target believes that sufficient scale has now been built within the SecureChannel business to allow it to reduce firstly the ability of Metalk Premium and SecureChannel subscribers to earn advertising credits going forward and secondly the percentage of new advertising credits earned that can be redeemed for cash. As an example, SecureChannel users currently earn advertising credits on subscription and by activity, from December 2016 the Target has reduced the number of advertising credits that it is possible for subscribers to earn on subscription and activity by 13-17% and 50-63% respectively. In addition the Target is launching new products, discussed above, which it expects to be attractive to customers and consequently increase the numbers of advertising credits being redeemed for subscriptions rather than cash. As such, with effect from December 2016, fewer new advertising credits will be able to be earned and, those that are, will be subject to a higher redemption to broadcasting unit rate than has been seen previously. The effect of the above should result in the number of outstanding advertising credits reducing in the near-term.

PART VIII

ADDITIONAL INFORMATION

1. Responsibility

The Company and each of the Directors and Proposed Directors whose names appear on page 35 of this document accept responsibility for the information contained in this document. To the best of the knowledge of the Company, the Directors and Proposed Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and contains no omission likely to affect its import.

2. The Company

- 2.1 The Company's legal and commercial name is Sealand Capital Galaxy Limited.
- 2.2 The Company was incorporated in the Cayman Islands on 22 May 2015 with registered number 300100 as an exempted company under the Companies Law.
- 2.3 The principal legislation under which the Company operates is the Companies Law. The liability of the members is limited to the amount, if any, unpaid on the shares respectively held by them.
- 2.4 The Company's registered office is at PO Box 709, Willow House, Cricket Square, George Town, Grand Cayman KY1-1107, Cayman Islands and the telephone number is +1 345 949 4544.
- 2.5 The Company has not yet commenced trading or operations. To date, the Company's activities have been limited to preparation for the Acquisition, and the previous admission and placing, as set out in the 2015 Prospectus. Following completion of the Acquisition, the Company will become the holding company of the Target.
- 2.6 The Company does not have any subsidiaries. Following completion of the Acquisition the Company will be the holding company of the Target and via the Target will hold the SecureCom Subsidiary, in which the Target holds 100% of the issued share capital.
- 2.7 On 16 October 2015, the Company adopted the Articles in substitution for and to the exclusion of the Company's previous memorandum and articles of association.

3. Share Capital

- 3.1 The Company's authorised share capital is limited to 6,560,000,000 shares of £0.0001 each.
- 3.2 Regarding the Company's share capital:
 - 3.2.1 on incorporation of the Company one ordinary share of US\$10 was subscribed for and issued and allotted, fully paid; such share was subsequently transferred to Nelson Law;
 - 3.2.2. on 22 May 2015 the Company allotted and issued 699 ordinary shares of US\$10 each to Nelson Law and 300 ordinary shares of US\$10 each to Leon Lim, such shares were nil-paid;
 - 3.2.3. on 16 October 2015, the Company re-denominated its ordinary shares of US\$10 each into ordinary shares of £6.56 each using the then prevailing US\$:£ exchange rate, and on the same day subdivided each issued and unissued ordinary share of £6.56 into an ordinary share of £0.0001;
 - 3.2.4. on 16 October 2015, the Company, Nelson Law and Leon Lim agreed to the forfeiture of all of the nil-paid shares held by them, totalling 6,553,440,000 of the 6,560,000,000 Ordinary Shares in issue and the Company agreed to waive any right to call for the unpaid share capital to be paid up;
 - 3.2.5. on 16 October 2015, the Company allotted and issued 15,684,400 Ordinary Shares to Nelson Law at par and 6,750,000 Ordinary Shares to Leon Lim at par, resulting in Nelson Law holding 15,750,000 Ordinary Shares and Leon Lim holding 6,750,000 Ordinary Shares;

3.2.6. pursuant to the previous placing of the Company, as set out in the 2015 Prospectus, the Company issued and allotted 7,500,000 Ordinary Shares at a price of 10 pence per Ordinary Share.

3.3. The issued share capital of the Company at the date of this document and on Re-Admission will be as follows:

	Number of Ordinary Shares allotted and fully paid	Nominal value of Ordinary Shares
Current	30,000,000	£0.0001
On Re-Admission	47,000,000	£0.0001

3.4. The Directors are authorised in accordance with the Articles to exercise all the powers of the Company to allot Ordinary Shares, or grant rights to subscribe for, or convert any security into, Ordinary Shares, subject to any restriction imposed by Articles or by the Company in general meeting from time to time.

3.5. Pursuant to a resolution passed on 26 October 2015, the Company resolved that all pre-emption rights in the Articles be dis-applied for, amongst other reasons, for the purposes of, in connection with, or resulting from, the Acquisition, or in connection with the restructuring or refinancing of any debt or other financial obligation relating to the Acquisition (whether assumed or entered into by the Company or owed or guaranteed by any company or entity acquired) and generally for such purposes as the Directors may think fit (including the allotment of equity securities for cash) up to a maximum aggregate amount not exceeding 200% of the aggregate nominal value of the Ordinary Shares in issue (as at the close of the first business day following Admission). Therefore, no further disapplication is required in respect of the New Shares to be issued pursuant to the Placing and Acquisition.

3.6. As the Acquisition is classified as a Reverse Takeover under the Listing Rules, upon completion of the Acquisition, the Company's listing on the standard segment of the Official List will be cancelled and an application will be made for the immediate Re-Admission of the Enlarged Share Capital to the Official List of the LSE by way of a standard Listing and to trading on the LSE's Main Market. It is expected that Re-Admission will become effective and that unconditional dealings will commence at 8.00 a.m. on 28 February 2017. The Ordinary Shares are not listed or traded, and no application has been or is being made for the admission of the Ordinary Shares to listing or trading, on any other stock exchange or securities market.

3.7. Each New Share will rank in full for all dividends and distributions declared made or paid after their issue and otherwise *pari passu* in all respects with each Existing Ordinary Share and will have the same rights (including voting and dividend rights and rights on a return of capital).

3.8. Except for the Company's obligations to issue and allot Ordinary Shares pursuant to the Placing, and Consideration Shares pursuant to the Share Purchase Agreement, there are no rights and/or obligations over the Company's unissued share or loan capital nor do there exist any undertakings to increase the Company's share or loan capital.

3.9. No share of the Company or any subsidiary is under option or has been agreed conditionally or unconditionally to be put under option.

3.10. The Company does not have in issue any securities not representing share capital nor any shares which are held by or on behalf of the Company itself, and there are no outstanding convertible securities issued by the Company.

3.11. On Admission, on the basis that existing Shareholders do not participate in the Placing, they will suffer a dilution of approximately 33.33% in their aggregate interests in the Company.

3.12. The Ordinary Shares may be held in either certificated form or (through the issue of Depositary Interests) under the CREST system.

- 3.13. Except as disclosed in this paragraph and as referred to in paragraph 3.2 above, since the date of incorporation of the Company: (i) there has been no change in the amount of the issued share or loan capital of the Company; and (ii) no commissions, discounts, brokerages or other special terms have been granted by the Company in connection with the issue or sale of any share capital of the Company.
- 3.14. To the best of the Directors' and Proposed Directors' knowledge, no one directly or indirectly, exercises or could exercise control over the Company, nor are there arrangements known to the Company, the operation of which may at a later date result in a change of control of the Company.
- 3.15. The ISIN number in respect of the Ordinary Shares is KYG7948E1026. The Ordinary Shares are and will be created and issued under the Companies Law and are denominated in pounds sterling.
- 3.16. The registrar of the Company is Computershare Investor Services (Cayman) Limited. It will be responsible for maintaining the register of members of the Company.

4. Objects of the Company

The Company's objects, as set out in paragraph 4 of its Memorandum of Association, are unrestricted and the Company has full power and authority to carry out any object not prohibited by the Companies Law.

5. Articles of association

The rights attaching to the Ordinary Shares, as set out in the Articles contain, amongst others, the following provisions (the summary below being qualified by reference to such Articles):

Votes of members

- 5.1. Subject to any special rights or restrictions for the time being attached to any shares or any class of shares, every member as at the record date who is present in person or by proxy shall have:
- 5.1.2. on a show of hands one vote; and
 - 5.1.3. on a poll one vote for each whole share (and a corresponding fraction of a vote for every fraction of a share) registered in his name in the Register as at the record date, provided that a partly paid share shall confer a fraction of a vote according to the proportion borne by the amount paid-up on the share to the total issue price (including share premium, if any. Unless the Directors otherwise determine, no holder is entitled to vote at any general meeting of the Company either personally or by proxy or to exercise any privilege as a holder, unless all calls or other sums presently payable by such holder in respect of the shares held by them have been paid.

Variation of rights

- 5.2. If at any time the capital of the Company is divided into different classes of shares, all or any of the rights for the time being attached to any class of shares for the time being issued (unless otherwise provided by the terms of the issue of the shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of such shares.

Transfer of shares

- 5.3. Subject to any applicable Permitted System, an instrument of share transfer shall be in any usual form in use in the Cayman Islands or in any other form approved by the Directors in their absolute discretion.
- 5.4. A share transfer shall be signed by or on behalf of the transferor and, in the case of partly paid shares, by the transferee also.
- 5.5. The transferor of a share shall be deemed to remain the holder of the share until the name of the transferee is entered into the Register in respect thereof.
- 5.6. Subject to the Exchange Rules, the directors may, in their absolute discretion and without assigning any reason, refuse to register the transfer of shares unless (a) it is in respect of a fully paid share; (b) it is

deposited at the office or such other place as the Directors may appoint and is accompanied by the certificate, for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; (c) it is in respect of only one class of share; (d) it is in favour of not more than four transferees except in the case of executors or trustees of a deceased holder; and (e) it is in respect of a share on which the Company does not have a lien in respect of which the Company has served a notice.

- 5.7. In exceptional circumstances approved by the London Stock Exchange, the directors of the Company may refuse to register any transfer of shares referred to above, provided that their refusal does not disturb the market.
- 5.8. Subject to the Exchange Rules, the registration of transfers may be suspended at such times and for such periods as the directors may, in their absolute discretion, from time to time determine, provided always that such registration shall not be suspended for more than 30 days in any year.
- 5.9. The Directors shall, subject always to the Companies Law and any other applicable laws and regulations and the facilities and requirements of CREST or any Permitted System concerned and the Articles, have power to implement and/or approve any arrangements they may, in their absolute discretion, think fit in relation to the evidencing of title to and transfer of interests in shares in the capital of the Company in the form of Depositary Interests or similar interests, instruments or securities, and to the extent such arrangements are so implemented, no provision of the Articles shall apply or have effect to the extent that it is in any respect inconsistent with the holding or transfer thereof or the shares in the capital of the Company represented thereby. The Directors may from time to time take such actions and do such things as they may, in their absolute discretion, think fit in relation to the operation of any such arrangements.

Allotment of shares and pre-emption rights

- 5.10. The Company, unless otherwise disapplied or approved by special resolution, shall not allot shares for cash consideration on any terms unless (a) the Directors have made an offer to each person who holds shares of the same class to allot to him on the same or more favourable terms such proportion of those shares that is as nearly as practicable (fractions being disregarded) equal to the proportion that the relevant person's existing holding of shares of the same class represents of all the issued shares of that class; (b) the period, which shall not be less than 21 clear days, during which any offer referred to in (a) may be accepted has expired or the Company has received notice of the acceptance or refusal of every offer made..
- 5.11. The provisions of (a) and (b) above do not apply to the allotment of securities which would, apart from a renunciation or assignment of the right to their allotment, be held under an employees' share scheme.
- 5.12. An offer by the Directors referred to above shall, subject to the Articles, be made to a holder of shares either personally or by sending it by post (that is to say, pre-paying and posting a letter containing the offer) to him or to his registered address or to such other address notified by the relevant holder from time to time. If sent by post, the offer shall be deemed to be made at the time at which the letter would be delivered in the ordinary course of post.
- 5.13. Where shares are held by two or more persons jointly, the offer may be made to the joint holder first named in the Register of Members in respect of the shares.
- 5.14. In the case of a holder's death or bankruptcy, the offer referred to in Article above may be made either (a) by sending it by post in a pre-paid letter addressed to the persons claiming to be entitled to the shares in consequence of the death or bankruptcy by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address in the United Kingdom supplied by those claiming to do so; or (b) (until such address referred to in (a) has been supplied) by giving the notice in any manner in which it might have been if the death or bankruptcy had not occurred.

Payment of dividends

- 5.15. All Ordinary Shares rank equally for all dividends and distributions declared, made or paid after their issue and otherwise equally with each other Ordinary Share.

- 5.16. Subject to any direction of the Company in general meeting, the Directors may on behalf of the Company declare and pay dividends (including interim dividends) at such times and in such amounts as they think fit. Subject as aforesaid, the Directors may, if it appears to them fair and equitable to do so, fix as the record date for a dividend a date prior to the declaration of the dividend.
- 5.17. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed, or not in the same amount. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with Cayman Islands law.
- 5.18. The Company has approved the disapplication of pre-emption rights by special resolution on the terms set out in Part VIII paragraph 3.5 of this document.

Unclaimed dividends

- 5.19. Any dividend unclaimed after a period of 12 years from the date of its declaration will be forfeited and will revert to the Company.

Return of capital

- 5.20. In the winding-up of the Company, subject to any special rights or restrictions for the time being attached to any shares or any class of shares, the assets available for distribution amongst the holders as such shall be distributed according to the amounts (other than share premium) paid up on shares held by them. In the winding-up of the Company the liquidator may, with the sanction of a special resolution, determine that any winding-up distribution shall be made in whole or part by the distribution of specific assets.

Borrowing powers

- 5.21. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof by way of fixed charge, floating charge or other form of encumbrance, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

Directors

- 5.22. The Company may by ordinary resolution appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, and remove a Director, including a Director holding executive office, before the expiry of his period of office. No shareholding qualification is required by a director unless determined otherwise by Special Resolution of the Members.
- 5.23. The directors of the Company are entitled to remuneration at the rate decided by them or by the Company by Resolution of the Members. The Directors may also be paid all reasonable travelling, hotel and other expenses properly incurred by them in going to, attending and returning from meetings of the Directors, any committee thereof, or general meeting of the Company, or otherwise in connection with the performance of their duties as Directors.
- 5.24. No director shall be required to retire before the completion of the first Acquisition. At every annual general meeting following the Acquisition, one third of the directors who are subject to retirement by rotation, or as near to it as may be, will retire from office. A retiring director is eligible for reappointment.
- 5.25. The directors of the Company may from time to time appoint any person, whether or not a director, to hold such office in the Company as the directors may think necessary for the administration of the Company with such powers and duties and with such remuneration as the directors may think fit.
- 5.26. Director may vote in respect of any contract, arrangement or other matter which may be proposed, notwithstanding that he has an interest therein provided that the nature of his interest shall have been disclosed to the Directors prior to the Directors' resolution.
- 5.27. The directors may provide or pay pensions, annuities, gratuities and superannuation or other allowances or benefits to any director, ex-director, officer, ex-officer, employee or ex-employee of the Company or any of

its subsidiaries or to the spouse, civil partner, children and dependants of any such director, ex-director, officer, ex-officer, employee or ex-employee.

- 5.28. Every director (including alternates), secretary, assistant secretary or other officer of the Company (but not including the Company's auditors) and their personal representatives shall be indemnified and held harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by him in or about the conduct of the Company's business or affairs or in the execution or discharge of his duties, powers, authorities or discretions, (including any costs, expenses, losses or liabilities incurred by him in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere).

CREST

- 5.29. The Directors shall have the power to implement any arrangements as they may, in their absolute discretion, think fit in order for any shares of any class, securities of the Company or Depositary Interests to be transferred by means of CREST or any Permitted System of holding and transferring shares and to be a participating security (subject always to any applicable law, the CREST Rules or any requirements of any other Permitted System concerned) provided that no provision of the Articles shall apply or have effect to the extent that it is inconsistent with:

5.29.2. the holding of shares of that class, securities or Depositary Interests in uncertificated form;

5.29.3. the transfer of title to shares of that class, securities or Depositary Interests by means of CREST or any Permitted System; or

5.29.4. the Uncertificated Requirements (or the requirements of any Permitted System).

- 5.30. Where shares of any class, securities or Depositary Interests are admitted to settlement by means of CREST or any Permitted System in uncertificated form:

5.30.2. such securities may be issued in uncertificated form in accordance with and subject as provided either in the Uncertificated Requirements or other applicable requirements of the relevant Permitted System; and

5.30.3. any references in the Articles requiring title to shares of any class, securities or Depositary Interests to be evidenced by or transferred by reference to share certificates or any other form of written instrument shall not apply

General meetings

- 5.31. At least twenty-one clear days' notice in writing shall be given in respect of an annual general meeting and fourteen days' notice in respect of an extraordinary general meeting, to all holders entitled as at the record date for the notice provided that:

5.31.2. an extraordinary general meeting may be called by shorter notice (but not shorter than two clear days) if so agreed by a member or holders (or their proxies or representatives) holding in the aggregate, as at the record date for the meeting, shares conferring the right to cast ninety-five percent of the votes that could be cast on a poll if all holders so entitled attended the meeting;

5.31.3. an annual general meeting or an extraordinary general meeting may be held without notice and without observing any of the requirements or provisions of the Articles concerning general meetings if so agreed by all the holders (or their proxies or representatives) entitled as at the date of the meeting to attend and vote at general meetings,

and agreement for the purposes of the foregoing paragraphs (a) or (b) may be reached before, during or within thirty days after the meeting concerned.

5.32. The notice of a general meeting shall specify:

5.32.2. the place, the day and the hour of the meeting and, if different, the record date for determining holders entitled to attend and vote; and

5.32.3. the general nature of any special business to be conducted at the meeting; and for this purpose all business shall be deemed special which is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting with the exception of the consideration and approval of the report of the Directors, the financial statements of the Company and the report of the Auditors (if any), and the election or re-election of the Auditors and approval of their remuneration.

5.33. The Directors and the Auditors, if any, shall be entitled to receive notice of, and to attend and speak at, any general meeting of the Company.

5.34. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any general meeting.

5.35. No business shall be transacted at any general meeting unless a quorum of holders is present at the time when the meeting proceeds to business; two holders entitled to vote, present in person or by proxy, shall be a quorum provided that, if the Company has only one holder entitled to vote, that member, present in person or by proxy, shall be a quorum.

5.36. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by the chairman or by a member or holders holding or representing by proxy at least one tenth of the total voting rights of all holders entitled to vote, present in person or by proxy. Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

5.37. Unless the Directors otherwise determine, no member is entitled to vote at any general meeting either personally or by proxy or to exercise any privilege as a member, unless all calls or other sums presently payable to him in respect of shares in the Company have been paid.

5.38. The instrument appointing a proxy may be in any usual or common form or otherwise acceptable to the chairman of the meeting for which the instrument is first presented.

5.39. The instrument appointing a proxy may contain restrictions or directions as to the manner in which, or the matters upon which, the proxy may vote, but subject thereto the proxy may vote on any matter in such manner as the proxy thinks fit and may exercise the same powers as his appointor could exercise if present, including the power to demand a poll.

5.40. The Directors may direct that members or proxies wishing to attend any general meeting must submit to such searches or other security arrangements or restrictions as the Directors consider appropriate in the circumstances and may, in their absolute discretion, refuse entry to, or eject from, such general meeting any member or proxy who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.

6. Cayman Islands Law

Introduction

6.1. The Company is registered as an exempted company with limited liability in the Cayman Islands under the Companies Law. English law and Cayman Islands law differ in a number of areas, and certain differences are summarised below, although this is not intended to provide a comprehensive review of the applicable law. In general, the rights of shareholders in a Cayman Islands exempted company such as the Company are governed by the provisions of the Companies Law and related common law and by the provisions contained in the Articles. The Companies Law is based on early versions of the UK Companies Act with

subsequent additions and amendments some of which have no parallel in the UK legislation. The Companies Law is much shorter and less detailed than the UK Companies Act and generally in the case of a Cayman Islands company there is a greater scope for choice as to whether and how a matter is covered in its memorandum and articles of association as opposed to mandatory statutory provision.

Shares

- 6.2. Subject to the Companies Law and the Articles, the directors have the power to offer, issue, grant options over or otherwise dispose of shares, subject to the Companies Law. A Cayman Islands company may amend its memorandum of association, by shareholder resolution, to increase, subdivide, consolidate or decrease its authorised or issued shares.

Issue of new shares

- 6.3. Shareholders do not have statutory pre-emption rights under the Companies Law in respect of further issues of shares of the Company. However, such rights in relation to issues for cash consideration have been incorporated by the Company into its Articles; however these may be dis-applied by a Special Resolution of the Members in accordance with the terms of the Articles.

Purchase of own shares

- 6.4. A Cayman Islands company may, in certain circumstances, purchase, redeem or otherwise acquire its own shares.

Dividends and distribution

- 6.5. Subject to the provisions of its memorandum and articles of association, the directors of a Cayman company may declare dividends in money, shares or other property, including from the Company's share premium account, provided they determine that the company will be able to satisfy a cash-flow solvency test immediately after the distribution.

General meetings

- 6.6. The Articles contain provisions entitling the holders of not less than 10% of the issued shares to requisition a general meeting.
- 6.7. Under the Companies Law a special resolution is a resolution passed by two thirds (or such greater percentage as the Articles provide) of such shareholders as being entitled to do so, vote in person or by proxy at the relevant meeting. The UK Companies Act 2006 requires a three quarters majority. The Articles provide for a three quarters majority in respect of any "special resolution" to be passed by the Company.

Protection of minorities

- 6.8. The proper plaintiff in an action in respect of a wrong alleged to be done to a company is, prima facie, the company itself not an individual shareholder. The rule has been extended to cover the principle that if a wrong has been done to the company by its directors, an individual shareholder cannot bring an action in respect of the irregularity if the irregularity is capable of being waived or ratified by an ordinary resolution of the company in general meeting. Where the breach is not capable of waiver or ratification a minority shareholder may bring (and, if defended, maintain with the leave of the Grand Court of the Cayman Islands) an action for relief for the benefit of the company (a so-called "derivative action") if the relevant circumstances fall within an exception to the rule as follows:

- 6.8.2. illegal or ultra vires acts: section 28 of the Companies Law states that no act of a company and no disposition of real or personal property to or by a company shall be invalid by reason only of the fact that the company was without capacity or power to perform the act or to dispose of or receive the property. But the lack of capacity or power, however, may be asserted (i) in proceedings by a shareholder or director against the company to prohibit the performance of any act, or the disposition of real or personal property by or to the company and (ii) in proceedings by the company, whether acting directly or through a liquidator or other legal representative or through members of the company in a representative capacity, against the

incumbent or former officers or directors of the company for loss or damage through their unauthorised act;

6.8.3. where there is an irregularity in the passing of a resolution, e.g. special resolution which requires a specified majority;

6.8.4. where the acts amount to a fraud on the minority and the wrongdoers are themselves in control of the company; and

6.8.5. where the act infringes the rights of an individual shareholder.

6.9. Unlike in the UK, the Companies Law does not contain a statutory remedy enabling shareholders to present a petition for the winding up of a company on the ground that the company's affairs are being or have been conducted in a manner which is unfairly prejudicial to minority shareholders. A shareholder, however, may petition the court for a winding up order on the grounds that it is just and equitable that the company should be wound up pursuant to section 92(e) of the Companies Law. In this context the court will consider a number of factors, including, for example, whether the control or management of the company is characterised by fraud, misconduct or oppression and that a winding up order is necessary to protect the rights of minority shareholders or, for example, whether the company is no longer able to carry on the business for which it was formed in accordance with the reasonable expectations of its shareholders (i.e. potentially because of a supervening event, a loss of "substratum", a lack of financial resources, deadlock between its members or because the company has fulfilled the object for which it was created).

6.10. Upon the application of shareholders holding not less than one fifth of the shares of the Company for the time being issued, the Cayman Islands court may appoint inspectors to examine into and report on the affairs of a company. By special resolution a company may similarly appoint inspectors who shall have the same powers and perform the same duties as court appointed inspectors.

Management

6.11. Subject to the provisions of its memorandum and articles of association, a Cayman company is managed by its board of directors. A director owes a primary duty to the company and not, in the absence of special circumstances, to its shareholders. At common law a director owes two types of duty to the company: fiduciary duties and duties of care and skill. A director's fiduciary duties will include a duty to act in good faith and in what he considers is the best interests of the company and not for a collateral purpose a duty to exercise his powers for the purpose they are conferred and not for any personal or improper purpose; a duty to avoid conflicts of interest and duty; and not to fetter the exercise of their discretions. A director's fiduciary position prevents him from making a personal profit from any opportunities that arise from the directorship, even if he is acting honestly and for the good of the company unless the Articles provide otherwise.

Accounting and audit

6.12. A Cayman Islands company is obliged to keep financial records that give a true and fair view of its affairs. There is no statutory requirement on a Cayman Islands company which carries out business activities similar to the Company to audit or file annual accounts in the Cayman Islands. As a company subject to the Listing Rules, the Company will produce audited accounts.

Exchange control

6.13. A Cayman company is not subject to any exchange control regulations in the Cayman Islands.

Transactions with directors

6.14. The Companies Law contains no statutory disclosure requirements for directors.

6.15. The Companies Law does not contain provisions similar to those found in the English Companies Act 2006 relating to transactions with directors and loans made to directors.

Inspection of corporate records

- 6.16. In the case of an exempted company such as the Company there are no provisions in the Companies Law equivalent to those in the English Companies Act 2006 under which information filed with the Registrar of Companies in the Cayman Islands is publicly available.

Insolvency

- 6.17. Cayman Islands law makes provision for both voluntary and insolvent winding-up of a Cayman company, and for appointment of a liquidator. The shareholders may resolve to wind up the company voluntarily. The Cayman company and any creditor may petition the court for the winding-up of the company upon various grounds, including that the company is unable to pay its debts or that it is just and equitable that it be wound up. Under the Companies Law there is no statutory provision equivalent to the UK statutory provisions relating to wrongful trading under which a director may be liable where a company has gone into insolvent liquidation and the director knew, or ought to have known, that there was no reasonable prospect of this being avoided. However if in the course of the winding up of a company it appears that the business of the company has been carried on with the intent to defraud creditors of the company or creditors of any other person or for any fraudulent purpose a director may be guilty of fraudulent trading and be personally liable to compensate the company for the losses sustained as a result.

Takeovers and the City Code

- 6.18. There are no provisions governing takeover offers analogous to the City Code applicable in the Cayman Islands. The Company is not subject to the City Code.

Squeeze out rights and merger rights

- 6.19. The Ordinary Shares are subject to the compulsory acquisition provisions set out in section 88 of the Companies Law. Under these provisions, where an offeror makes a takeover offer and receives valid acceptances in respect of, or acquires, more than 90% in value of the shares to which the offer relates, that offeror is entitled to acquire compulsorily those shares which have not been acquired or contracted to be acquired.
- 6.20. The Ordinary Shares are subject to the merger and consolidation provisions set out in sections 232-239A (inclusive) of the Companies Law, pursuant to which a merger or consolidation of two or more companies can be consented to by a special resolution of each company.

Corporate governance

- 6.21. There is no corporate governance regime in the Cayman Islands directly applicable to the Company.

Certain Cayman Islands tax considerations

- 6.22. The Government of the Cayman Islands, will not, under existing legislation, impose any income, corporate or capital gains tax, estate duty, inheritance tax, gift tax or withholding tax upon the Company or the Shareholders. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands, save for certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are not party to any double taxation treaties. The Company has received an undertaking from the Governor in Cabinet of the Cayman Islands that, in accordance with section 6 of the Tax Concessions Law (2011 Revision) of the Cayman Islands, for a period of 20 years from the date of the undertaking, no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to the Company or its operations and, in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable (i) on or in respect of the shares, debentures or other obligations of the Company or (ii) by way of the withholding in whole or in part of a payment of dividend or other distribution of income or capital by the Company to its shareholders or a payment of principal or interest or other sums due under a debenture or other obligation of the Company.

Financial assistance

6.23. There is no statutory prohibition on the giving of financial assistance in the Cayman Islands.

7. Substantial Shareholders

7.1. Except for the interests of those persons set out in this paragraph and in paragraph 8, the Directors and Proposed Directors are not aware of the interests of the Directors which, at the date of this document and immediately following Admission, would amount to 3% or more of the Company's issued share capital:

Name	Ordinary Shares as at the date of this document	Percentage of Existing Ordinary Shares	Ordinary Shares on Admission	Percentage of Enlarged Share Capital
The Seller	Nil	Nil	10,000,000	21.28%
Paul Alexander	1,250,000	4.17%	1,250,000	2.66%
Edward Blair	1,250,000	4.17%	1,250,000	2.66%
James Corden-Lloyd	1,250,000	4.17%	1,250,000	2.66%
Li Dong Jie	1,250,000	4.17%	1,250,000	2.66%
Helen Staniforth	1,250,000	4.17%	1,250,000	2.66%
Eileen Stephenson	1,250,000	4.17%	1,250,000	2.66%

7.2. No major holder of Ordinary Shares, either as listed above, or as set out in paragraph 8 of this Part VIII has voting rights different from other holders of Ordinary Shares.

7.3. So far as the Company is aware, there are no arrangements in place the operation of which may at a subsequent date result in a change of control of the Company.

8. Directors' interests in the Company including service agreements

8.1. The interests of the Directors, Proposed Directors and persons connected with them, within the meaning of sections 252 and 253 of the UK's Companies Act 2006, in the share capital of the Company, at the date of this document and immediately following Admission, all of which are beneficial, are:

Name	Ordinary Shares as at the date of this document	Percentage of Existing Ordinary Shares	Ordinary Shares on Admission	Percentage of Enlarged Share Capital
Nelson Law	15,750,000	52.5%	15,750,000	33.51%
Leon Lim	6,750,000	22.5%	6,750,000	14.36%
Angus Irvine	Nil	Nil	Nil	Nil
Nicholas Lyth	Nil	Nil	Nil	Nil
Joe Lam	Nil	Nil	Nil	Nil

8.2. Except as disclosed in paragraph 8.1, none of the Directors nor any person connected with them, within the meaning of sections 252 and 253 UK's Companies Act 2006, is interested in the share capital of the Company, or in any related financial products referenced to the Ordinary Shares.

- 8.3. There are no outstanding loans or options granted by the Company to any Director, nor has any guarantee been provided by the Company for their benefit.
- 8.4. The Company has entered into the following letters of appointment and service agreements:
- 8.4.1. an employment agreement with Nelson Law dated 31 July 2015, pursuant to which Mr Law was appointed as a Chief Financial Officer and Chairman, for a term which commenced on 1 July 2015. No salary was payable until the Company completes the Acquisition. From the date of the completion of the Acquisition, Mr Law will be paid £6,000 per month. The appointment is terminable on three months' notice on either side, to take effect on or after 30 June 2017. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Law is in material breach of the terms of the employment agreement;
 - 8.4.2. an employment agreement with Leon Lim dated 31 July 2015, pursuant to which Mr Lim was appointed as a Chief Executive Officer for a term which comments on 1 July 2015. No salary was payable until the Company completes the Acquisition. From the date of completion of the Acquisition, Mr Lim will be paid £3,000 per month. The appointment is terminable on three months' notice on either side to take effect on or after 30 June 2017. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Lim is in material breach of the terms of his employment agreement;
 - 8.4.3. a letter agreement with Angus Irvine dated 1 August 2015, effective as of 1 October 2015, pursuant to which Mr Irvine was appointed as a non-executive director of the Company for a fee of £3,000 per month, payable in arrears. Mr Irvine is expected to devote at least 15 days a year to Company business. The appointment is terminable on three months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Irvine is in material breach of the terms of his appointment;
 - 8.4.4. an employment agreement with Joe Lam dated 22 February 2016, pursuant to which Mr Lam was appointed as Executive Officer of the Company for a term which will commence on Re-Admission. Mr Lam will be paid a salary of £2,000 per month. The appointment is terminable on two months' notice on either side. No compensation is payable for loss of office and the appointment may be termination immediately if, among other things, Mr Lam is in material breach of the terms of the employment agreement. This is in addition to Mr Lam's employment with the Target; and
 - 8.4.5. a letter agreement with Nicholas Lyth dated 22 February 2016, effective as of Re-Admission, pursuant to which Mr Lyth was appointed as a non-executive director of the Company for a fee of £3,000 per month, payable in arrears. Mr Lyth is expected to devote at least 15 days a year to Company business. The appointment is terminable on three months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Lyth is in material breach of the terms of his appointment.
- 8.5. The aggregate remuneration paid and benefits in kind granted to the Directors for the last full year, under the arrangements in force at the date of this document, amount to £36,000.
- 8.6. Except as set out above, there are no liquidated damages or other compensation payable by the Company upon early termination of the contracts of the Directors. None of the Directors has any commission or profit sharing arrangements with the Company.
- 8.7. Except as provided for in paragraph 8.5 above, the total emoluments of the Directors will not be varied as a result of Re-Admission.
- 8.8. Except as disclosed in this paragraph 8 there are no existing or proposed service contracts between the Company and any of the Directors which are not terminable on less than 12 months' notice, nor have any of their letters of appointment or service contracts been amended in the six months prior to the date of this document.

8.9. There are no pension, retirement or similar benefit established by the Company, nor are any such arrangements proposed.

8.10. In addition to their directorships of the Company, the Directors are or have been members of the administrative, management or supervisory bodies or partners of the following companies or partnerships (which, unless otherwise stated, are incorporated in the UK) within the five years prior to the publication of this document:

Nelson Law

Current

Wealth Glory Holdings Limited, incorporated in the Cayman Islands

Past

None

Leon Lim

Current

Accor Inter-Trade Pte Ltd, incorporated in Singapore

The Dark Knight Studio Ltd, incorporated in Singapore

Go Apps Pte Ltd, incorporated in Singapore

NFCity, partnership incorporated in Singapore

Past

Mitesbuster Ltd, incorporated in Singapore

Angus Irvine

Current

Environmental Electronics Limited

Uptick Events Limited

VIBHS Financial Limited

Grand Fortune High Grade Limited, incorporated in the Cayman Islands

Past

Eastkinder Limited

Tradesto Services Ltd

Joe Lam

Current

SecureCom

Past

Aria Information Technologies, incorporated in Singapore

The Noodle Express

Nicholas Lyth

Current

Altona Energy Plc

DKG Holding Limited

DKG Capital Plc

Taihua Plc

Univision Engineering Ltd

Past

China Rerun Ltd

8.11. No Director nor any Proposed Director has:

- 8.11.1. had any convictions in relation to fraudulent offences or unspent convictions in relation to indictable offences;
- 8.11.2. had a bankruptcy order made against him or entered into an individual voluntary arrangement;
- 8.11.3. been a director of any company or been a member of the administrative, management or supervisory body of an issuer or a senior manager of an issuer which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation, administration, or company voluntary arrangement or which entered into any composition or arrangement with its creditors generally or any class of its creditors whilst he was acting in that capacity for that company or within the 12 months after he ceased to so act;
- 8.11.4. been a partner in any partnership placed into compulsory liquidation, administration or partnership voluntary arrangement where such director was a partner at the time of or within the 12 months preceding such event;
- 8.11.5. been subject to receivership in respect of any asset of such Director (or, as applicable, Proposed Director) or of a partnership of which the Director (or Proposed Director) was a partner at the time of or within 12 months preceding such event; or
- 8.11.6. been subject to any official public criticisms by any statutory or regulatory authority (including designated professional bodies) nor has such Director (or Proposed Director) been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

8.12. Except as disclosed in this document, no Directors, nor any Proposed Directors has been interested in any transaction with the Company which was unusual in its nature or conditions or significant to the business of the Company during the current financial year which remains outstanding or unperformed.

8.13. In the case of those Directors (including the Proposed Director), who have roles as directors of companies other than the Company or are otherwise interested in other companies or businesses, although there are no current conflicts of interest, it is possible that the general duties under chapter 2 of part 10 the Companies Law and fiduciary duties owed by those persons to companies or other businesses of which they are directors or otherwise interested in from time to time may give rise to conflicts of interest with the duties owed to the Company. Except as mentioned above and in paragraph 6 of *Part II: Directors and Corporate Governance*, there are no potential conflicts of interest between the duties owed by the Directors (including the Proposed Directors) to the Company and their private duties or duties to third parties.

- 8.14. Except for the Directors, and, from Admission, the Proposed Directors, the Board does not believe that there are any other senior managers who are relevant in establishing that the Company has the appropriate expertise and experience for the management of the Company's business.

9. Material Contracts

The following material contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Company in the period since incorporation or are other contracts that contain provisions under which the Company has an obligation or entitlement which is material to the Company as at the date of this document.

9.1. Share Purchase Agreement

A Share Purchase Agreement has been entered into by the Company and the Seller, as set out in paragraph 1 of Part III of this document.

9.2. Logicquest agreement

As set out in paragraph 2 "*Logicquest Agreement*" of Part I of this document.

9.3. Subscription agreements

Subscription agreements have been entered into between the Company and each subscriber for shares in the Placing and under such agreements, each subscriber agrees to subscribe for Placing Shares at a price of 20 pence per Placing Share. The subscription agreements are conditional, amongst other things, on Re-Admission having become effective on or before 8.00 a.m. on 14 March 2017 (or such later date as may be agreed).

9.4. Registrar Agreement

The Company and the Registrar have entered into an agreement with the Registrar dated 12 October 2015 (**Registrar Agreement**), pursuant to which the Registrar has agreed to act as registrar to the Company and to provide transfer agency services and certain other administrative services to the Company in relation to its business and affairs. The Registrar is entitled to receive an annual fee for the provision of its services under the Registrar Agreement. The annual fee will be calculated on the basis of the number of holders of shares in the Company and the number of transfers of such shares.

The Registrar Agreement will continue for an initial period of one year and thereafter may be terminated upon the expiry of six months' written notice given by either party. In addition, the agreement may be terminated immediately if either party commits a material breach of the agreement which has not been remedied within 30 days of a notice requesting the same, or upon an insolvency event in respect of either party. The Company has agreed to indemnify the Registrar against, and hold it harmless from, any damages, losses, costs, claims or expenses incurred by the Registrar in connection with or arising out of the Registrar's performance of its obligations in accordance with the terms of the Registrar Agreement, save to the extent that the same arises from some act of fraud or wilful default on the part of the Registrar. The Registrar may delegate the carrying out of certain matters which the Registrar considers appropriate without giving prior written notice to the Company.

9.5. Lock-in agreements

Under lock-in agreements dated 23 October 2015, each of the Directors has agreed with the Company not to dispose of, and to procure that no party associated with the respective Director disposes of, any of the Ordinary Shares for a period of 24 months from the date of Admission, subject to certain limited exceptions (such as disposals pursuant to a takeover of the Company, a court order or the death of a Director, or following or contemporaneously with the completion of a Reverse Takeover subject to the Company's consent, not to be unreasonably withheld or delayed).

Under a further lock-in agreement dated 22 February 2017, the Seller has agreed with the Company not to dispose of, and to procure that no party associated with him disposes of, any of the Ordinary Shares for a period of 24 months from the date of Admission, subject to certain limited exceptions (such as disposals pursuant to a takeover of the Company, a court order or the death of the Seller or following or

contemporaneously with the completion of a Reverse Takeover subject to the Company's consent, not to be unreasonably withheld or delayed).

9.6. *Employment Agreements*

- 9.6.1. The Company has entered into an employment agreement with Ho Chow Chan (known as Mac Chan) dated 31 July 2015, pursuant to which Mr Chan was appointed as chief technology officer of the Company, with effect from 1 July 2015. The Company will pay Mr Chan HK\$300,000 per annum, monthly in arrears. The appointment is terminable on three months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Chan is in material breach of the terms of his employment.
- 9.6.2. The Target entered into an employment agreement with Joe Lam dated 30 October 2015, pursuant to which Mr Lam was appointed as Chief Executive Officer of the Target, with effect from 1 November 2015. Under this agreement, Mr Lam is entitled to HK\$100,000 per month, HK\$35,000 per month housing allowance and HK\$15,000 per month car allowance. This agreement is terminable on two months' notice from either side.

9.7. *Asia Prestige agreement*

The Target outsources its finance functions to Asia Prestige Management Limited. Under the terms of this agreement, Asia Prestige are engaged to carry out accounting and basic administrative services for SecureCom and the SecureCom Subsidiary. This includes producing monthly financial statements under IFRS, advising regarding financial projections for working capital purposes and providing general basic administrative support. SecureCom are free to use Asia Prestige's office space if required. Under this agreement, Asia Prestige is entitled to payment of HK\$20,000 per month. This agreement is terminable on one months' notice from either side.

9.8. *Agency agreement with SCM Thailand*

The Target entered into a commercial agency agreement with SecureCom Media Thailand Co., Limited (**SCM (Thailand)**) on 22 March 2016, following its disposal. Under the terms of this agreement, SCM (Thailand) is appointed as agent of the Target to promote sales of Metalk and SecureChannel subscription plans within Thailand. Under the terms of this agreement, the Target is obliged to provide product information, and training. In addition, the Target is not entitled to reject offers or subscriptions transmitted by the Agent unless there are solvency concerns with the customer, or the offer does not meet the Target's expectations in terms of image and standards. The Target bears the costs of certain of SCM (Thailand)'s activities in connection with the product, such as advertising campaigns. Commission is payable at the rate of 5% on the sales made. The agreement terminates on 31 March 2021, or, if earlier, on material breach.

9.9. *Agreements with Plus65 Interactive Pte Ltd*

The Target has entered into a software maintenance agreement and a service level agreement with Plus65 Interactive Pte Ltd (**Plus65**) both dated 1 April 2015 pursuant to which Plus 65 agreed to supply to the Target updates and upgrades to the following "back-end" software: user management, user credit management, administrator management, rebates and commission management and reporting and analytics. Plus65 has agreed to provide telephone, email and onsite support to Target. The agreements are terminable on 60 days' notice on either side in the absence of breach. During the first 12 months, no charges apply as the software is under warranty, thereafter a maintenance fee of SGD20,000 per month is payable by target (equivalent to approximately £1,130 per month).

9.10. *Agency agreement with Gold Access HK Limited*

The Target is party to an agency agreement with Gold Access HK Limited for the collection and remittance of payments in China, Taiwan, Hong Kong, Malaysia, Singapore and Vietnam dated 1 October 2015 as amended by a supplemental agreement dated 25 April 2016. Gold Access HK Limited receives payments on behalf of the Target and operates accounts as the Target's agent. Gold Access HK Limited must comply with the Target's written instructions in respect of the distribution of funds standing to the credit of these

accounts. Either party may terminate this agreement by giving 30 days' notice to the other. Gold Access HK Limited charges the Target a fee of an amount equal to 1% of the value of each transaction handled.

10. CREST and Depositary Interests

10.1. Introduction

CREST is a paperless settlement system allowing securities to be transferred from one person's CREST account to another without the need to use securities certificates or written instruments of transfer. Securities issued by non-UK registered companies, such as the Company, cannot be held or transferred in the CREST system. However, to enable investors to settle such securities through CREST, a depositary or custodian can hold the relevant securities and issue dematerialised Depositary Interests representing the underlying securities which are held on trust for the holders of the Depositary Interests.

The Articles permit the holding and transfer of Ordinary Shares and the Depositary Interests under CREST. With effect from Admission, it will be possible for CREST members to hold and transfer interests in Ordinary Shares within CREST pursuant to a Depositary Interest arrangement established by the Company.

The Ordinary Shares will not themselves be admitted to CREST. Instead the Depositary, acting as depositary, will issue Depositary Interests in respect of the underlying Ordinary Shares. The Depositary Interests will be independent securities constituted under English law which may be held and transferred through CREST. Depositary Interests will have the same international security identification number (ISIN) as the underlying Ordinary Shares and will not require a separate listing on the Official List. The Depositary Interests will be created and issued pursuant to the Deed Poll, which will govern the relationship between the Depositary, as depositary, and the holders of Depositary Interests.

Application has been made for the Depositary Interests in respect of the underlying Ordinary Shares to be admitted to CREST with effect from Admission.

10.2. Deed Poll

On 21 September 2015 the Deed Poll was executed by the Depositary.

The Depositary Interests will be created pursuant to and issued on the terms of the Deed Poll. The Deed Poll is executed by the Depositary, in favour of the holders of the Depositary Interests from time to time. Prospective holders of Depositary Interests should note that they will have no rights against Euroclear or its subsidiaries in respect of the underlying Ordinary Shares or the Depositary Interests representing them. Ordinary Shares will be transferred to an account of the Depositary or its nominated custodian (**Custodian**) and the Depositary will issue Depositary Interests to participating members.

Each Depositary Interest will be treated as one Ordinary Share for the purposes of determining, for example, eligibility for any dividends. The Depositary will pass on to holders of Depositary Interests any stock or cash benefits received by it as holder of Ordinary Shares on trust for such Depositary Interest holder. Depositary Interest holders will also be able to receive from the Depositary notices of meetings of holders of Ordinary Shares and other information to make choices and elections issued by the Company to the Shareholders.

In summary, the Deed Poll contains, amongst other things, provisions to the following effect:

- 10.2.1. the Depositary will hold (itself or through the Custodian), as bare trustee, the underlying securities issued by the Company and all and any rights and other securities, property and cash attributable to the underlying securities for the time being held by the Depositary or Custodian pertaining to the Depositary Interests for the benefit of the holders of the Depositary Interests. The Depositary will re-allocate securities or distributions allocated to it or the Custodian pro rata to the Ordinary Shares held for the respective accounts of the holders of Depositary Interests but will not be required to account for fractional entitlements arising from such re-allocation;

- 10.2.2. holders of Depositary Interests warrant, amongst other things, that the securities in the Company transferred or issued to the Depositary or Custodian for the account of the Depositary Interest holder are free and clear of all liens, charges, encumbrances or third party interests and that such transfers or issues are not in contravention of the Company's articles of association or any contractual obligation, or applicable law or regulation binding or affecting such holder;
- 10.2.3. the Depositary and any Custodian must pass on to Depositary Interest holders, or exercise on their behalf, all rights and entitlements received by the Depositary or the Custodian in respect of the underlying securities. Rights and entitlements to cash distributions, to information, to make choices and elections and to attend and vote at meetings shall, subject to the Deed Poll, be passed on in the form which they are received, together with amendments and additional documentation necessary to effect such passing-on, or exercised in accordance with the Deed Poll. If arrangements are made which allow a holder to take up rights in the Company's securities requiring further payment, the holder must put the Depositary or its appointed agent in cleared funds before the relevant payment date or other date notified by the Depositary if it wishes the Depositary to exercise such rights;
- 10.2.4. the Depositary will be entitled to cancel Depositary Interests and treat the holders as having requested a withdrawal of the underlying securities in certain circumstances including where a Depositary Interest holder fails to furnish to the Depositary such certificates or representations as to material matters of fact, including his identity, as the Depositary deems appropriate;
- 10.2.5. the Deed Poll contains provisions excluding and limiting the Depositary's liability to the lesser of the value of the Ordinary Shares, cash and property represented by the Depositary Interests at the relevant date and £5 million. For example, the depositary shall not be liable to any Depositary Interest holder or any other person for liabilities in connection with the performance or non-performance of obligations under the Deed Poll or otherwise except as may result from its negligence or wilful default or fraud or that of any person for whom it is vicariously liable, provided that the Depositary shall not be liable for the negligence, wilful default or fraud of any Custodian or agent which is not a member of its group unless it has failed to exercise reasonable care in the appointment and continued use and supervision of such Custodian or agent;
- 10.2.6. the Depositary is entitled to charge holders of Depositary Interests reasonable fees and expenses for the provision of its services under the Deed Poll;
- 10.2.7. the holders of Depositary Interests are required to agree and acknowledge with the Depositary that it is their responsibility to ensure that any transfer of Depositary Interests by them which is identified by the CREST system as exempt from stamp duty reserve tax is so exempt, and to notify the Depositary if this is not the case, and to pay to Euroclear any interest, charges or penalties arising from non-payment of stamp duty reserve tax in respect of such transaction;
- 10.2.8. the Depositary is entitled to make deductions from any income or capital arising from the underlying securities, or to sell such underlying securities and make deductions from the sale proceeds therefrom, in order to discharge the indemnification obligations of Depositary Interest holders;
- 10.2.9. the Depositary may terminate the Deed Poll by giving 30 days' notice. During such notice period holders may cancel their Depositary Interests and withdraw their deposited property and, if any Depositary Interests remain outstanding after termination, the Depositary must, among other things, deliver the deposited property in respect of the Depositary Interests to the relevant Depositary Interest holders or, at its discretion, sell all or part of such deposited property. It shall, as soon as reasonably practicable, deliver the net proceeds of any such sale, after deducting any sums due to the Depositary, together with any other cash held by it under the Deed Poll pro rata to holders of Depositary Interests in respect of their Depositary Interests; and

10.2.10. the Depositary or the Custodian may require from any holder information as to the capacity in which Depositary Interests are or were owned and the identity of any other person with or previously having any interest in such Depositary Interests and the nature of such interest and evidence or declarations of nationality or residence of the legal or beneficial owners of Depositary Interests and such information as is required for the transfer of the relevant Ordinary Shares to the holders. Holders agree to provide such information requested and consent to the disclosure of such information by the Depositary or Custodian to the extent necessary or desirable to comply with their legal or regulatory obligations. Furthermore, to the extent that the Company's articles of association require disclosure to the Company of, or limitations in relation to, beneficial or other ownership of the Company's securities, the holders of Depositary Interests are to comply with the Company's instructions with respect thereto.

It should also be noted that holders of Depositary Interests may not have the opportunity to exercise all of the rights and entitlements available to holders of the Ordinary Shares including, for example, the ability to vote on a show of hands. In relation to voting, it will be important for holders of Depositary Interests to give prompt instructions to the Depositary to vote the underlying shares on their behalf.

10.3. *Depositary Services and Custody Agreement*

The Company has entered into a depositary services and custody services agreement dated 28 September 2015 between the Company and the Depositary (**Depositary Agreement**). The Depositary Agreement relates to the Depositary's appointment as Depositary and Custodian in relation to the Ordinary Shares, including the issue and cancellation of depositary interests and maintaining the Depositary Interests register.

The depositary services and custody services is for a period of one year and then is terminable on not less than six months' notice. On termination, the parties agree to phase out the Depositary's operations in an efficient manner without adverse effect on members and the Depositary shall deliver to the Company (or as it may direct) all documents and other records relating to the Depositary Interests which is in its possession and which is the property of the Company.

11. **Working capital**

The Company is of the opinion that the working capital available to the Group, taking into account the net Proceeds, is sufficient for the Group's present requirements, that is, for at least the next 12 months from the date of this document.

12. **Litigation**

There are no, and have not been, any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened so far as the Company is aware) which may have, or since incorporation have had, significant effects on the financial position or profitability of the Enlarged Group.

13. **Intellectual property**

The Enlarged Group is dependent on the Logicquest Agreement and licenses contained therein. It is not dependent on any patents or other licences, industrial, commercial or financial contracts, or new manufacturing processes, where such are of fundamental importance to the Company's business or profitability.

14. **Premises**

The Target's principal place of business being 882/3 882/4 TC Green Condominium, Phrase 2, RAMA 9, Kuakwang, Bangkok.

15. **Employees**

Other than Mac Chan, the Company does not have and has not had any employees since incorporation.

As at the date of this document the Target has nine employees (other than Joe Lam). These employees are all based within Asia. These employees are subject to contracts of employment which are governed by Thai law.

16. Related Party Transactions

The Company is not party to any transactions with related parties, for the period covered by the historical financial information up to the date of this document.

17. No significant change and narrative statement

Since 30 June 2016 (being the date to which the unaudited financial information contained in Part VI(C) has been prepared), there has been no significant change in the financial or trading position of the Company.

Since 30 June 2016 (being the date to which the unaudited financial information contained in Part VI(F) has been prepared), there has been no significant change in the financial or trading position of the Target save for the increase in the utilisation of broadcasting units which are allowing the Target to recognise revenue on its profit and loss statement rather than as deferred revenue on the balance sheet (as is the practice for unutilised broadcasting units) and the decrease in the number of advertising credits that are being redeemed for cash.

18. General

- 18.1. Crowe Clark Whitehill LLP were appointed as the auditors of the Company on 4 November 2015. Crowe Clark Whitehill LLP are registered to carry out audit work by the Institute of Chartered Accountants in England and Wales at the address of St Bride's House, 10 Salisbury Square, London EC4Y 8EH.
- 18.2. Crowe Clark Whitehill LLP, which has no material interest in the Company, has given and has not withdrawn its written consent to the issue of this document with the inclusion of the references to its name in the form and context in which it appears and to the inclusion in Part VI of this document of the following reports in the forms and contexts in which they are included:
 - 18.2.1. Accountant's report on the historical financial information of the Company;
 - 18.2.2. Accountant's report on the historical financial information of the Securecom Group; and
 - 18.2.3. Accountant's report on the unaudited pro forma financial information.
- 18.3. The total costs and expenses of or incidental to the Placing and Re-Admission will met out of the cash reserves of the Company.
- 18.4. The Directors and Proposed Directors are not aware of any environmental issues which may affect the Enlarged Group's utilisation of its tangible fixed assets (if any).
- 18.5. The Company's accounting reference date is 31 December.
- 18.6. Since incorporation, the Company has published unaudited interim results on 29 April 2016.
- 18.7. The Placing Shares will be issued and allotted under Companies Law and their currency will be pounds sterling.
- 18.8. The Placing Price represents a premium of £0.1999 pence above the nominal value of an Ordinary Share which is £0.0001.

19. Documents available for inspection

Copies of the following documents may be inspected at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG during normal business hours of any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document until a date one month following Admission:

- 19.1. the Articles;
- 19.2. the consent letter of Crowe Clarke Whitehill LLP;
- 19.3. this document;
- 19.4. the letters of appointment of Directors and Proposed Directors referred to above in paragraph 8.4 of this section; and
- 19.5. the material contracts referred to above in paragraph 9.

PART IX DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

2015 Prospectus	the prospectus of the Company on its initial admission on 17 November 2015, dated 11 November 2015.
Acquisition	the acquisition by the Company of the Target as described in Part I of this document.
APAC	the Asia Pacific region.
Articles	the memorandum and articles of association of the Company.
Basic Package	the basic SecureChannel subscription package offered by the Target as described in paragraph 2 of Part I.
Board	the directors of the Company from time to time.
City Code	the City Code on Takeovers and Mergers published by the Takeover Panel.
Companies Law	the Companies Law (2013 Revision) of the Caymans Islands as amended.
Company or Sealand	Sealand Capital Galaxy Limited, incorporated in the Cayman Islands with registered number 300100.
Company Financial Information	the audited historical financial information of the Company for the period from incorporation on 22 May 2015 to 31 December 2015, contained in Part VI (B) of the document.
Company Interim Financial Information	the unaudited interim financial information of the Company for the six-month period ended 30 June 2016, contained in Part VI (C) of the document.
Consideration Shares	10,000,000 new Ordinary Shares to be issued pursuant to the Acquisition.
Corporate Governance Code	the UK Corporate Governance Code, published by the Financial Reporting Council.
CREST	the paperless share settlement system and system for the holding and transfer of shares in uncertified form in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations).
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended.
Disclosure Guidance and Transparency Rules or DTR	the disclosure guidance and transparency rules of the FCA.

Enlarged Group	the Company and the Target and its subsidiaries immediately following Re-Admission.
Enlarged Share Capital	the issued ordinary share capital of the Company on Re-Admission and immediately following completion of the Placing, comprising the Existing Ordinary Shares and the New Shares.
Enterprise Package	the enterprise SecureChannel subscription package offered by the Target as described in paragraph 2 of Part I.
European Economic Area or EEA	territories comprising the European Union together with Norway, Iceland and Liechtenstein.
Existing Ordinary Shares	the 30,000,000 Ordinary Shares in issue at the date of this document.
FCA or Financial Conduct Authority	the Financial Conduct Authority of the United Kingdom Listing Authority.
FSMA	the Financial Services and Markets Act 2000.
Group	the Company and its subsidiaries from time to time.
HMRC	HM Revenue & Customs.
Hong Kong	the Hong Kong Special Administrative Region of the People's Republic of China.
IFRS	International Financial Accounting Standards as adopted by the European Union.
Listing Rules	the Listing Rules of the FCA.
Logicquest	Logicquest Technology Limited, incorporated in the British Virgin Islands.
Logicquest Agreement	the operating license agreement dated 15 January 2015 between Logicquest and the Target, relating to the Metalk and SecureChannel.
London Stock Exchange	London Stock Exchange plc.
MAR	the Market Abuse Regulation (regulation 596/2014/EU).
Metalk	the mobile chat application utilised by the Target, also known as IM Metalk.
New Shares	the Consideration Shares and the Placing Shares.
Official List	the Official List maintained by the UKLA.
Ordinary Shares	ordinary shares of £0.0001 each in the capital of the Company, including, where the context requires, the New Shares.

Overseas Shareholders	holders of Ordinary Shares who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the UK or persons who are nominees or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the UK which may be affected by the laws or regulatory requirements of the relevant jurisdictions.
Placing	the proposed conditional placing of the Placing Shares by or on behalf of the Company at the Placing Price and on the terms and subject to the conditions set out in this document to raise not less than £1,400,000.
Placing Price	20 pence per Ordinary Share.
Placing Shares	the 7,000,000 new Ordinary Shares which are proposed to be issued pursuant to the Placing.
Premium Listing	a Premium Listing on the Official List under Chapter 6 of the Listing Rules.
Professional Package	the professional SecureChannel subscription package offered by the Target as described in paragraph 2 of Part I.
Pro Forma Financial Information	the unaudited pro forma balance sheet of the Enlarged Group as at 31 December 2015 together with the pro forma unaudited statement of combined comprehensive income for the year ended 31 December 2015.
Prospectus Directive	the Directive of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading (no. 2003/71/EC).
Prospectus Rules	the Prospectus Rules of the FCA.
Re-Admission	the effective re-admission (following the cancellation) of the Ordinary Shares to listing on the Official List and trading on the London Stock Exchange's main market for listed securities.
Regulation S	Regulation S promulgated under the Securities Act.
Regulated Information Service or RIS	one of the regulated information services authorised by the RIS or UKLA to receive, process and disseminate regulator information in respect of listed companies.
Reverse Takeover	a transaction defined as a reverse takeover in Listing Rule 5.6.4R.
SecureChannel	the SecureChannel broadcasting system via, and a technological extension to, Metalk.
SecureCom Group	for the purposes of the SecureCom Group Financial Information, the target Group prior to 12 March 2016, being SecureCom Media

	Holdings limited and its subsidiaries, SecureCom Media Limited and SecureCom Media (Thailand) Co., Limited.
SecureCom Group Financial Information	the audited historical financial information of the SecureCom Group for the period from incorporation of SecureCom Media Limited on 6 November 2014 to 31 December 2015, contained in Part VI (E) of the document.
SecureCom Group Interim Financial Information	the unaudited interim financial information of the SecureCom Group for the six-month period ended 30 June 2016, contained in Part VI (F) of the document.
SecureCom Subsidiary	the subsidiary of the Target, being SecureCom Media Limited (incorporated in Hong Kong with company number 2165268).
Securities Act	the United States Securities Act of 1933, as amended.
Seller	Chua Tien San, the seller of the entire issued share capital of the Target, in accordance with the Share Purchase Agreement.
Shareholders	holders of Ordinary Shares.
Share Purchase Agreement	the share purchase agreement entered into on 22 February 2017 by the Company and the Seller, relating to the Acquisition.
Standard Listing	a standard listing on the Official List under Chapter 14 of the Listing Rules.
subsidiary	has the meaning given to it by section 1159 CA 2006.
Takeover Panel	the Panel on Takeovers and Mergers.
Target or SecureCom	SecureCom Media Holdings Limited, incorporated in the British Virgin Islands with company number 1860557 and, as the context requires, its subsidiaries, being the SecureCom Subsidiaries.
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland.
UK Corporate Governance Code	the UK Corporate Governance Code, published by the Financial Reporting Council.
UK Listing Authority or UKLA	the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA in the exercise of its functions in respect of, among other things, the admission to the Official List.
United States, US or USA	the United States of America, its territories and possessions.