

# OTHERS PRIVASIA TECHNOLOGY BERHAD ("PTB" OR "THE COMPANY") - PROPOSED ACQUISITION OF 100% ISSUED AND PAID UP CAPITAL OF PRIVAGEN SDN. BHD. (FORMERLY KNOWN AS LIBERTY MINING SDN. BHD.)

## PRIVASIA TECHNOLOGY BERHAD

Type	Announcement
Subject	OTHERS
Description	PRIVASIA TECHNOLOGY BERHAD ("PTB" OR "THE COMPANY") - PROPOSED ACQUISITION OF 100% ISSUED AND PAID UP CAPITAL OF PRIVAGEN SDN. BHD. (FORMERLY KNOWN AS LIBERTY MINING SDN. BHD.)

### **1. INTRODUCTION**

The Board of Directors of Privasia Technology Berhad ("the Company") is pleased to announce that the Company had on 18th September 2014 acquired 100% of the share capital of Privagen Sdn. Bhd. (Formerly known as Liberty Mining Sdn. Bhd.) (Company No. 1017467-A) [hereinafter known as "PRIVAGEN"] comprising of 2 (TWO) Ordinary Shares of RM1.00 each fully paid up for cash consideration of RM2.00. ("Proposed Acquisition").

### **2. DETAILS OF THE PROPOSED ACQUISITION**

2.1 Privagen Sdn. Bhd. (Formerly known as Liberty Mining Sdn. Bhd.) was incorporated on 19 September 2012 with an authorised share capital of RM100,000.00 and an issued and fully paid up capital of RM2.00 divided into 2 ordinary shares of RM1.00 each. The current Directors of PRIVAGEN are Mr. Prasad Kumar a/l Gnanaseygre and Madam Sulaiha Binti Sawadi and the current shareholders are Mr. Puvanesan a/l Subenthiran and Mr. Firmansyah Aang Bin Muhamad, both holding 1 (ONE) Ordinary Share of RM1.00 each fully paid up in PRIVAGEN.

PRIVAGEN is currently a dormant company.

### **2.2 BASIS OF ARRIVING AT THE PURCHASE CONSIDERATION**

The purchase consideration of RM2.00 was arrived at on a willing buyer, willing seller basis. There will be no liabilities assumed by the Company pursuant to the Proposed Acquisition.

### **2.3 FUNDING REQUIREMENTS**

The purchase consideration for the Proposed Acquisition will be financed through internally generated funds.

### **2.4 RATIONALE FOR THE PROPOSED ACQUISITION**

PRIVAGEN will be utilised as a vehicle for the Company's investment.

### **2.5 RISK FACTOR**

The Board of Directors is not aware of any specific risk/ risk factors arising from the Proposed Acquisition other than the normal and market risks.

### **3. FINANCIAL EFFECTS**

#### **3.1 EARNINGS**

The Proposed Acquisition is not expected to have any material effect on the earnings per share of the Group for the financial year ending 31 December 2014.

#### **3.2 NET ASSETS**

The Proposed Acquisition is not expected to have any significant effect on the Net Assets of the Group for the financial year ending 31 December 2014.

#### **3.3 SHARE CAPITAL**

The Proposed Acquisition has no effect on the share capital of the Company as it was satisfied entirely by cash generated internally.

### **4. APPROVAL SOUGHT**

The Proposed Acquisition is not subject to neither the approval of the shareholders of the Company nor from any relevant authorities.

### **5. DIRECTORS AND SUBSTANTIAL/ MAJOR SHAREHOLDERS INTEREST**

Mr. Puvanesan a/l Subenthiran is a shareholder of PRIVAGEN and director of the Company. Save for the above, none of the Directors and/or major shareholders of the Company or any person connected to them have any interest, whether direct or indirect, in the Proposed Acquisition. Accordingly, Mr. Puvanesan a/l Subenthiran has abstained from any deliberations and voting at the Board meeting of the Company pertaining to the Proposed Acquisition.

### **6. PARTICULARS OF LIABILITIES TO BE ASSUMED BY THE PURCHASER**

No contingent liabilities will be assumed by the Company arising from the Proposed Acquisition.

### **7. DEPARTURE FROM THE SECURITIES COMMISSION'S POLICIES AND GUIDELINES ON ISSUE OF SECURITIES**

To the knowledge of the Board of Directors of the Company, the Proposed Acquisition has not departed from the Securities Commission's policies and guidelines.

### **8. DIRECTORS' RECOMMENDATION**

The Directors of the Company, having taken in consideration all aspects of the Proposed Acquisition, are the opinion that the Proposed Acquisition is in the best interest of the Company.

### **9. STATEMENT BY AUDIT AND RISK MANAGEMENT COMMITTEE**

The Audit and Risk Management Committee of the Company, having seen and reviewed the procedures implemented in the treatment of the Proposed Acquisition, is satisfied that the procedures are sufficient to ensure that the Proposed Acquisition is conducted at arm' length, fair and reasonable and on normal commercial terms and not to the detriment of minority shareholders.

This announcement is dated 18th September 2014.