

Internal Reorganisation of Captii Limited Group of Companies

1. Introduction

The Board of Directors wishes to announce that Captii Limited (“CL” or “the Company”) and its subsidiary companies (collectively referred to as “Group”) have implemented a group-wide internal reorganisation exercise.

2. Rationale for the Internal Reorganisation

This latest internal reorganisation of the Group involves the consolidation of the operation and assets of the Postpay business into a distinct group of companies of its own, including the incorporation of a new holding company for the business.

The Board of Directors and management of the Group believe that this reorganisation would be beneficial to the future financial performance of the Group by allowing the optimising of the intellectual property and operational resources of the Postpay business. With dedicated management and resources, the Postpay business post-reorganisation is expected to emerge better placed to pursue and realise growth opportunities.

3. Details of the Internal Reorganisation

The internal reorganisation will involve the following transactions to be carried out by the respective companies under the Group:

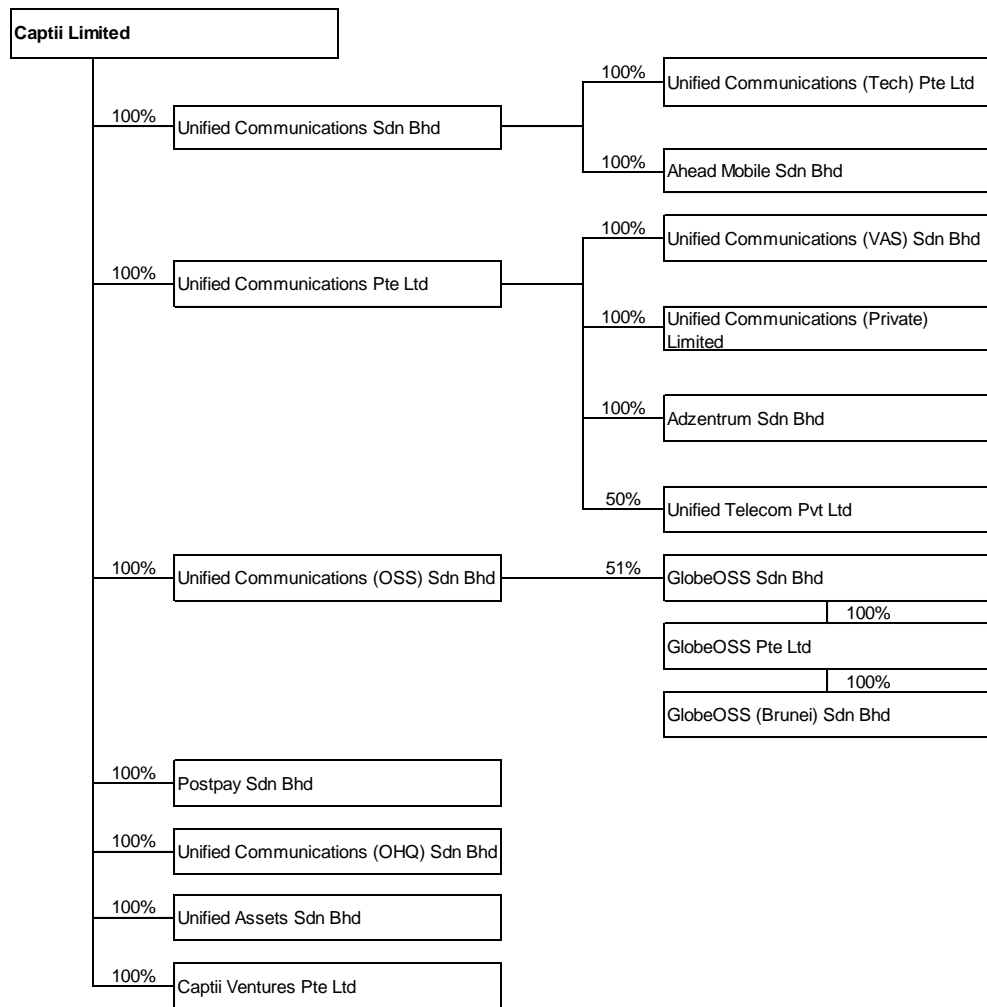
- 3.1. Incorporation by CL of a new wholly-owned subsidiary in Malaysia, Postpay Asia Sdn Bhd (“PASB”), with a paid-up capital of RM4,765,284. PASB will be the immediate holding company of Postpay Sdn Bhd (“PSB”, formerly known as Mobilization Sdn Bhd) and Postpay Technology Sdn Bhd (“PTSB”, currently known as Unified Communications (VAS) Sdn Bhd, to be renamed to PTSB) which are at present direct subsidiaries of CL and Unified Communications Pte Ltd (“UCPL”) respectively.
- 3.2. Transfer of UCPL’s 100% equity investment in PTSB, represented by 100 ordinary shares of RM1.00 each, to PASB for consideration of RM3,833,924.
- 3.3. Transfer of CL’s 100% equity invest in PSB, represented by 3,591,181 ordinary shares of RM1.00 each, to PASB for consideration of RM931,360.
- 3.4. Restructuring of inter-company balances between PTSB, PSB, PASB, CL and CL’s various wholly-owned subsidiaries. This includes:
 - (a) Settlement of inter-company balances owing by PSB to CL, by the issuance of 1,091,181 new ordinary shares in PSB for consideration of RM1,091,181 to CL; and
 - (b) Settlement of inter-company balances owing by PASB to CL and UCPL, by the issuance of 4,765,284 ordinary shares in PASB for consideration of RM4,765,284 to CL.

4. Effect of the Internal Reorganisation

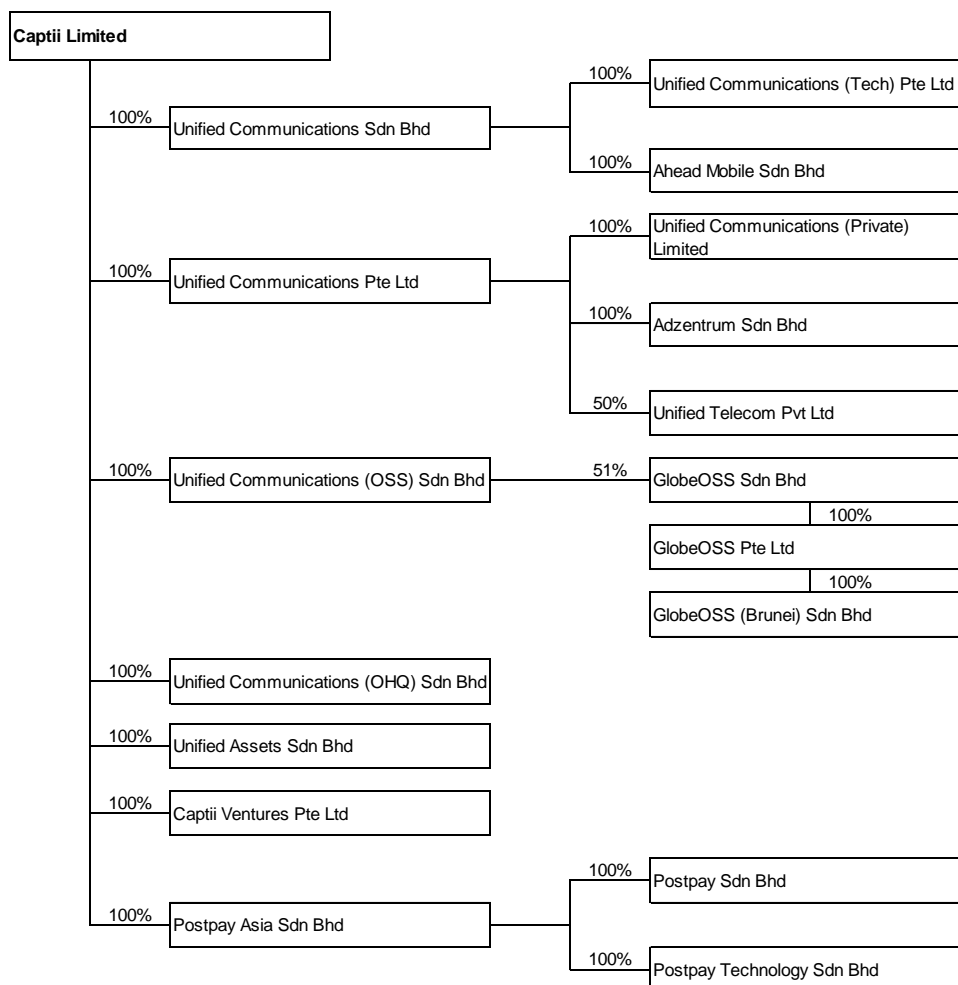
4.1. Group Structure

The Group's corporate structure before and after the internal reorganisation is illustrated below:

Before the Internal Reorganisation



After the Internal Reorganisation



4.2. Financial Effects

The internal reorganisation is not expected to have any material impact on the net assets and earnings per share of the Group for the financial year ending 31 December 2018.

5. Directors' and Substantial Shareholders' Interest

None of the Directors of CL have any direct or indirect interest in the internal reorganisation. The Directors of CL are not aware of any substantial shareholder having any interest, direct or indirect, in the internal reorganisation, and have not received any notification of interest in the internal reorganisation from any substantial shareholder.



Captii Limited
Company Registration No. 200211129W

By Order Of The Board
Wong Tze Leng
Executive Chairman