

ASX Announcement

26 November 2015

MVID stake to be sold at a profit

- **Agri-Trade Holdings (ASX: AGH) proposes to acquire Identity Verification Services Group**
- **Invigor investee company My Verified ID Holdings subject to the proposed acquisition**
- **Invigor expects to receive \$1.0 million cash plus shares in AGH – estimated profit of \$1.2 million**

Leading big data solutions company Invigor Group Limited (ASX: IVO) (“Invigor”) notes the announcement today by Agri-Trade Holdings Limited (ASX: AGH) about its proposed acquisition of Identity Verification Services Group (“IVSG”).

Invigor’s interest in IVSG stems from an investment in and secured loan exposure to My Verified ID Holdings Pty Ltd (“MVID”), a member of IVSG, making Invigor a co-vendor in the proposed transaction. The transaction is expected to deliver Invigor \$2.0 million of value at completion, comprising cash of \$1.0 million as well as shares in AGH.

Invigor has indicated conditional support for the proposed transaction and is reviewing the legal documentation with an expectation that the documentation will shortly be executed by all parties.

Please refer to the attached announcement by AGH for additional details of the proposed transaction.

Invigor expects to record a profit over book value of approximately \$1.2 million if the sale transaction completes as proposed and after receipt of expected amounts under the Deed of Company Arrangement entered into by MVID in June 2015.

For further information, please contact:

Gary Cohen
Chairman & CEO
+61 2 8251 9600

Matthew Wright
NWR Communications
+61 451 896 420
matt@nwrcommunications.com.au

About Invigor Group Limited

Invigor Group (ASX:IVO) uses its complementary suite of big data products to source, aggregate, analyse and publish content for the benefit of businesses and consumers.

Today its interconnected data sets enable enterprise clients including retailers, brands, shopping centres and government bodies to identify and better understand competitors, consumers, markets and demographics while providing the consumer with the best value-for-money.

Using its current products and a pipeline of additional offerings Invigor will have the ability to provide an end-to-end solution spanning sales, product management, business intelligence, marketing, advertising, content creation and distribution, while monetising each step of the process.



**AGRI-TRADE HOLDINGS
LIMITED**
ACN 081 797 033

Level 28, 1 Market Street
Sydney NSW 2000
PO Box 644, Strathfield NSW 2135
Telephone: 0438 184 784

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Acquisition of Identity Verification Services

The Directors of Agri-Trade Holdings Limited (AGH) are pleased to announce that AGH has today signed two Share Sale Agreements: one with the majority of shareholders of Identity Verification Services Ltd, a company registered in Hong Kong (“**IVS**”) and the other with the majority of shareholders of My Verified ID Holdings Pty Ltd (ACN 602 660 999) (“**MVH**”). The signed Agreements are with the owners of over 80% of both companies. It is expected the minority shareholders will also sign and that process is underway. It is expected that agreement to purchase 100% of the shares will be signed by Monday 30th November 2015. The transaction can go ahead even if the minority shareholders do not sign.

The IVS shareholders (“**IVS Vendors**”) and the MVH shareholders (“**MVH Vendors**”) are the same persons and hold shares in these entities in the same proportions.

IVS provides identity verification services and has operations in Hong Kong, India, France and Australia and intends to extend its locations so as to match growth in demand for its services.

MVH owns a Patent in respect of computer implemented frameworks and methodologies for enabling identification verification in an online environment,” (US Patent No: 9,083,704 B2) dated 14 July 2015).

The business provides secure identity verification over the internet using cloud computing via the website www.identityverification.com.

The Board of AGH is excited about these acquisitions given the growing world-wide demand for identity verification services.

The purchase price for each Share Sale Agreement is \$10 Million with 50% of such being paid in ordinary shares in AGH at an issue price of \$0.50 per share at completion with the balance payable in Shares or cash, at the election of AGH subject to a defined target being met. The issue price for the remaining shares, if so issued, shall be equal to the VWAP of the AGH’s shares over 10 trading days immediately prior to their issue.

Completion of these Agreements is subject to:

- (i) Shareholders of AGH approving them;
- (ii) Re-quotations of AGH Shares on the Official List of the ASX; and
- (iii) their completing at the same time.

AGH will issue Notice of Annual General Meeting soon after this announcement which will set out the resolutions being sought in respect of these proposed acquisitions and related matters (“**Notice**”).

As part of AGH achieving re-quotations on the Official List, AGH proposes to issue a Prospectus soon after the Notice is issued. A proposed timetable is set out below.

Event	Proposed Date
Notice of meeting to shareholders	30th November 2015
Prospectus for compliance and fund raising	11 th December 2015
General Meeting of shareholders	30th December 2015
Re-quotations of AGH Shares	1 st - 15th February 2016

The timetable is not final and may change.

A handwritten signature in blue ink, appearing to read "R Taylor".

Raymond Taylor BEcon MComm MIPA
Company Secretary