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# SGHX STO

Investor Deck | May 2020

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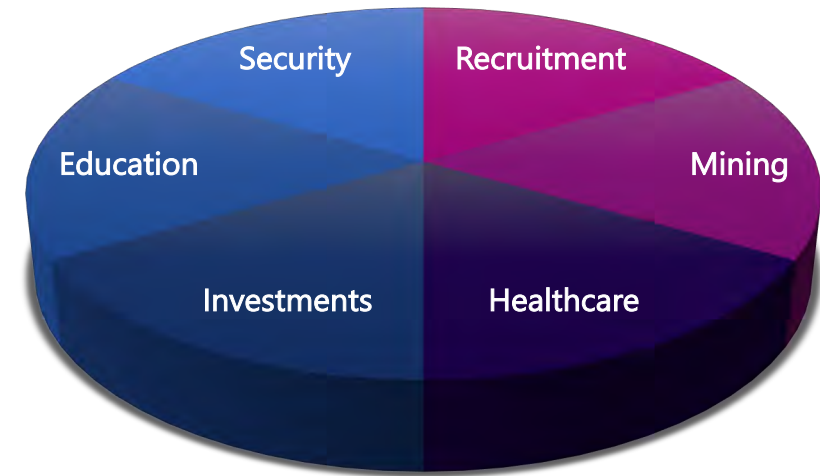
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# Say Hello to SGH

SGH Global Group: a diversified holdings company which acquires interests in, builds and operates businesses across the globe for the long term.

The current group of operating businesses is held by the parent company in Jersey, Sumner Group Holdings Ltd, through its group holding company Sumner Global Cayman Limited ("SG Cayman") and is managed from its corporate offices in Dubai, UAE. The Group has incorporated a Singapore entity as issuer of the SGHX STO.

With the first assets acquired several years back, the group today comprises a total of six operating companies in various stages of maturity from venture capital to those with shares publicly traded.



# SGH GLOBAL GROUP VALUE OF HOLDINGS:

**US\$24m** The aggregate equity value held by SGH Global Group's in London listed securities, based on current share prices and exchange rates.

**US\$10m** SGH Global Group's acquired interests in public & private companies, valued at either cost or the last price paid in a public raise.

**US\$40m** SGH Global Group's total estimated book value<sup>1</sup>

- **Blockchain implementation** witnessing the growth and impact of blockchain networks into mainstream commerce, SGH Global has embraced this emerging technology and is exploring ways to integrate blockchain for greater security, transparency and efficiency throughout the group.
- **IPO** SGH Global Group is in the process of exploring a public listing for the group (subject to market conditions and upon achieving certain commercial milestones).

1. As of 31 March 2020, based on unaudited management accounts.

# SGH GLOBAL POSITIONING



SGH searches out early stage proprietary situations with strong growth potential, taking a significant equity stake for the long term and introducing best in class management and corporate governance platforms, and technology enabled efficiencies.



The current sectors of focus include mining and tolling, healthcare, security services, education and recruitment.



SGH Global aims to retain the largest single shareholding, if not majority ownership, through to, and beyond, liquidity which is also managed by the company.



SGH Global is a diversified holdings company with a footprint spanning Asia, the GCC, Europe and the Americas.



Central to the SGH Global philosophy is value creation, execution and to always work with integrity and the trust of its partners and stakeholders.

# SGH is a holding company that is a defensive investment against COVID-19 and other global financial crises

From the rapid spread of COVID-19 and with governments across the globe rallying to fight against it, it has become very clear that modern day society is ill equipped to respond to this type of threat resulting in widespread concern for public safety and financial security.

**Gold** is used by major financial institutions across the world as a **hedge and protection** against both inflation and catastrophic events. As governments print cash to help deal with the economic aftershock of COVID-19 **gold will become a safe haven**. If COVID 19 has highlighted anything, it is the over capacity and **lack of resources in hospitals and medical institutions** across the world, SG Recruitment is in a position to assist with this crisis and will continue to **supply healthcare professionals to meet the increased demand**. SG GRC offers **COVID-19 risk assessment advice and support** with an experienced on the ground global network to deploy effective **evidence based response strategies**. These strategies will be continuously monitored in order that they stay current **in line with the emerging science and data reported by World Health Organisation (WHO) & Centre for Disease Control (CDC)**.



**Gold**



**Healthcare**



**Security and Data  
Science Prevention**

# SG Operating Companies

(Yes, we are diversified)

**SGM**

## Sumner Group Mining

Currently VI Mining with name change underway to Sumner Group Mining. An emerging Peruvian & Brazilian gold and silver producer (Aquis symbol: VIM).

Company Value **US\$19,100,000<sup>1</sup>**

Source: London Exchange

62% owned by SGH

**SGR**

## SG Recruitment

An international recruitment agency primarily focused on providing jobs for International nurses in the UK and the GCC and also jobs for domestic helpers in Asia and the GCC (Aquis symbol: SGRL).

Company Value **US\$17,300,000<sup>1</sup>**

Source: London Exchange

86% owned by SGH

**SGI**

## Sumner Group Investment

A vehicle to hold both publicly traded and private equity non-core investments for the group.

Company Value **US\$10,300,000<sup>2</sup>**

Source: Book Value

100% owned by SGH

**SG GRC**

## Sumner Group GRC

Providing expert governance, risk and compliance services globally.

Company Value **US\$2,000,000**

Source: Book Value

52% owned by SGH

# SG New Ventures

(Recent Addition)

SGT

## Sumner Group Training and Assessment Institute

A Philippines-based, **TESDA accredited**, training organization focusing initially on language and OFW skills required for Filipinos to work abroad.

20% owned by SGH





COVID-19 Response: Gold has already seen its price increase due to the pandemic and as governments begin aggressive monetary policy and quantitative easing programs. Analysts expect gold to reach all-time highs and break the US\$2,000 barrier during 2020.

There is a finite amount of gold in the world and the World Gold Council predicts that only **30% of the current mineable reserves globally have yet to be mined.**

As the supply of gold falls the **price is likely to increase.** There will always be a demand for the rare metal.

Gold is used by major financial institutions across the world as a **hedge and protection against both inflation and catastrophic events.**

# SG Mining (Formerly VI Mining)

SG Mining is an emerging gold producer in Peru and Brazil focused on the development and operation of processing (tolling) plants and mining assets in mineral-rich regions, close to other established global mining companies.

## Three assets in South America:

### Peru - Cushuro

A 25km<sup>2</sup> green field mining concession in the **gold rich region** of La Libertad

### Peru- Oro Pesa

A **tolling project** in Oro Pesa in the region of Arequipa

### Brazil - Aripuanã

Rights to the gold associated with the numerous **sulphide deposits** in the 658km<sup>2</sup>. Aripuanã project in the Mato Grosso region of north-west Brazil

## Production in 2020



The company's gold tolling operations are targeting initial cashflows in 2020.

*"Gold is money, everything else is credit"*  
JP Morgan





COVID-19 Response: SGR expects to see an increase in demand for their services during 2020 and going forward as the NHS & other global healthcare organisations struggle face the challenge of COVID-19. SGR is an approved supplier of PPE to the UK government & NHS.

# SGR

## 11 million

Additional nurses needed globally by 2022<sup>1</sup>.

## 44,000

Nursing vacancies across the NHS<sup>2</sup>.

## 200,000

Number of unemployed nurses (available for deployment) in the Philippines eligible for recruitment to the UK and GCC<sup>3</sup>.



International recruitment organization focusing primarily on the nursing sector



The organization was established to address the significant shortfall in nurses in the UK and the Middle East



Focused to supply qualified nurses for permanent employment positions unlike competitors who focus on expensive temporary staff



SG Recruitment strongly believes that the recruitment of permanent overseas nurses is an effective solution to long-term staffing shortages



COVID-19 Response: SG GRC offers COVID-19 risk assessment advice with an experienced on the ground global support network to deploy effective COVID-19 evidence-based response strategies.

# SG GRC



Sumner Group GRC Limited (SG GRC) provides expert protective services, cyber and analytics and security training services for corporate, private clients and governments worldwide.

**Threat & risk assessment**



SG GRC benefits from the Group's truly global footprint headquartered in the UAE, with operations in the Americas, Europe, Middle East and Asia.

**Protective services**



Unparalleled team of carefully-selected operatives combine Special Forces and Intelligence Services backgrounds with hands-on, industry specific experience in cyber security and law enforcement.

**Facility & asset protection**

**Cyber security**

**Security Training**

# SG Training

## Housekeeping

TESDA accredited training centre offering the Housekeeping NC II qualification for Filipinos wishing to work in the Tourism sector

## Language Courses

Language courses for overseas workers: JLPT for Japan, OET for the UK and NCLEX for the USA

## Japanese Caregiving

Both practical caring skills and Japanese language skills are taught as part of this course to become a caregiver in Japan.

- ❖ The Sumner Group Training & Assessment Institute (SGT) is a Technical Education & Skills Development Authority (TESDA) accredited training and assessment center based in the Philippines.
- ❖ From its classrooms or via its online tutorial modules, SGT serves the Filipino population by offering specific training programs to enable them to become eligible Overseas Filipino Workers (OFW's) to pursue the overseas career of their choice.
- ❖ In 2019 OFW remittances reached record levels generating US\$33.5 billion in home bound receipts accounting for 9.3% of the Philippines GDP and 7.8% of its Gross National Income.
- ❖ SGT is well positioned to help grow this important sector for the Philippines economy and all stakeholders alike.

# SG Investments

A vehicle to hold both publicly traded and private equity non-core investments for the group



## Fendix Media

Fendix is the UK's only NHS digital advertising network. We work with the UK's biggest advertisers and agencies

Helps to deliver relevant high performance, digital advertising campaigns on NHS Staff intranets and NHS public websites.

### Our Advertisers




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## GLAM Holdings Limited

Glam is a buy & build holding company targeting digital brand publishers, influencers & technologies. Two US subsidiaries:

GLAM (digital brand publishing and networks) and MODE (advanced digital publishing technologies).

- 

In 2016 Glam acquired BrideClick, Inc., the largest US weddings publisher & influencer ad network business,
- 

In 2017 Glam acquired the ex-billion-dollar Mode Media Corporation built with US\$225 million of investment.
- In 2018 successful soft launch of patent pending media buying, data analytics and ad optimisation software.
- In 2020 targeting EBITDA break even. Scalable, high-margin business run by media, technology and finance professionals with a track record of exit events.

NOTE: SGH is currently in discussion to confirm exact shareholding



## Cleantech Building Materials

Cleantech Building Materials plc (CBM) is taking up the challenge to provide advanced technological solutions that will enable new urban areas to be built sustainably.

The 2016 acquisition of Diamond Wood and its exclusive license for the patented Accoya® Wood manufacturing process in the Chinese and ASEAN markets perfectly fits this strategy.



- ❖ Modified softwood
- ❖ Used in decking, outdoor furniture, flooring and general construction
- ❖ Non-toxic and safe
- ❖ Is produced using a patented green process technology
- ❖ Is impregnated with Acetic Anhydride.
- ❖ Less attractive to organisms such as insects and molds
- ❖ Better in durability, dimensional stability, hardness **13**

NOTE: SGH is currently in discussion to confirm exact shareholding

# Why an STO?

Blockchain based security tokens (digital securities) provide a better way to access and manage capital.

Tokenized securities using smart contracts can provide a seamless & automated way to raise capital, manage investors and improve liquidity.



## COMPLIANCE

Built-in global regulatory compliance coded into the token and protocol levels.



## PROGRAMMABLE

Self-executing investor & issuer rights (dividends, buybacks, etc).



## LIQUIDITY

Access to global markets 24/7/365.



## FRACTIONAL OWNERSHIP

Driving further liquidity for Issuers and Investors (Equity, Bonds, Commercial Paper, VC Funds, Real Estate and many more financial instruments).



## TRANSPARENT & IMMUTABLE

Providing more direct and certain ownership to Investors.



## EFFICIENT

Eliminate real time friction for faster settlement.

# Why the SGHX STO?

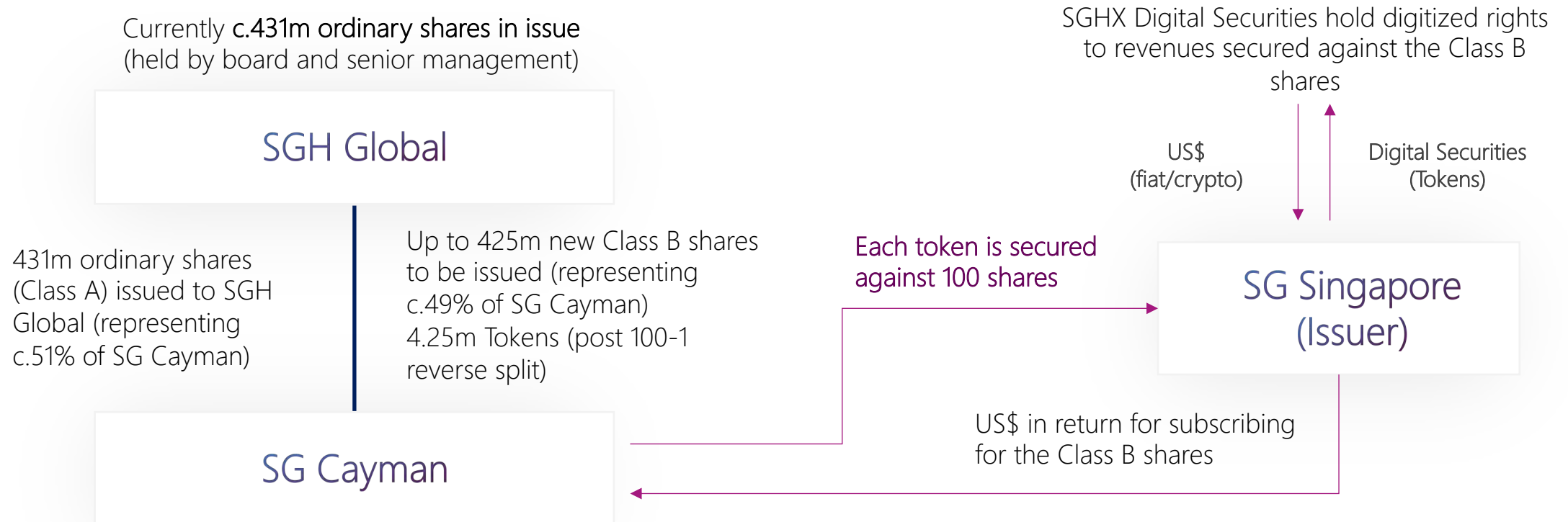


# Token Offering

Parameters	Private Pre-Sale	Public Main Sale
Target funding	US\$3million until 31 <sup>st</sup> July	US\$6million
Allocation of funds	Debt restructure & implementation of block chain across the conglomerate and funding of subsidiaries	
Sale Price	US\$6	US\$8
Commencement Date	01/04/2020	01/07/2020
Completion Date	31/08/2020	30/09/2020
Targeted Value at IPO	SGH Target IPO of \$200 million would mean equivalent token value of \$23	
Accepted Currencies	€, £, US\$, BTC, ETH	
Max Number of Tokens	500,000	750,000
Lock-Up Period	None	None
Coupon	2.5% per quarter	
Coupon duration	8 quarters (1 <sup>st</sup> Payment 31 <sup>st</sup> December 2020 dependent on STO launch date)	
Coupon rights	Coupon forfeited on transfer	
Regulator (exempt offering)	Monetary Authority of Singapore	Monetary Authority of Singapore
Regulations	refer to sghx.io	refer to sghx.io
Minimum Investment	US\$10,000 (Fiat), US\$15,000 (Crypto)	
Participating Jurisdictions	Permitted global territories	Permitted global territories
Investor Type	Accredited and Institutional Investors	
Asset Class	Digital equity	
Investor Rights	Tokenised class B shares in SG Cayman	
Listing on Exchanges	Secondary trading via the Securitize Investor Dashboard, Listing on at least one regulated Token Exchange	
Token transfer to Investors	2020	
Security Token Type	ERC-20 on the Ethereum Block chain	



# Token Offering Structure



Class B shares: non-voting but otherwise rank *pari passu* with ordinary shares in terms of economic rights (e.g. dividends). Further information on the Class B shares and SGHX Tokens can be found in the information memorandum.

# Use of Funds

SGH

**US\$2million**

To restructure debt and deploy **blockchain** across the certain parts of the group to **increase efficiency** and ultimately **reduce costs**.

SGM

**US\$5million**

SG Mining will receive funding for its **projects** in **Cushuro & Oro Pesa, Peru** and **Aripuana, Brazil** for the mining and tolling of gold.

SGR

**US\$1million**

SG Recruitment will receive funding to **develop and expand** its current capacity to increase deployment of both healthcare and domestic workers

Fundraising fees of up to 10% fees will be paid in a combination of cash and/or tokens

# SGH the road to IPO<sup>1,2,3</sup>

IPO on LSE or NYSE



SGH plans to build and develop using the current STO funding to enable eventual listing on the **LSE** or **NYSE** once achieving a market cap of **US\$200 million**, equivalent to a **token price of US\$23**.



At the point of the listing all token holders will have the opportunity to participate in the **IPO** on the **LSE** or **NYSE**.



Investors from the **Pre Sale** would see an uplift of around **500%** (including coupons) on their initial investments should the company IPO at **US\$200 million**.

**Token price of US\$23 means around a 500% uplift for pre sale investors**



**Target market cap of US\$200million**

**Token holder participation at IPO**



1. Circa US\$50m convertible loan notes will convert at IPO (non dilutive to token holders).
2. Subject to market conditions and upon achieving certain commercial milestones.
3. Illustrative purposes only and that actual numbers and returns may vary

# How to Invest?



# The Team



## **David James Sumner, Chairman & CEO**

David is an entrepreneur and long-term investor and is based in the UAE. He has over 20 years of experience in developing successful global business platforms focusing on the healthcare, clean technology and mining sectors with a specific interest in UK capital markets. He has been instrumental in seeding, developing and managing the growth of many of the SGH Global operating businesses and oversaw the listings of both VI Mining and SG Recruitment. He founded SGH Global in 2018 to consolidate and build upon his business interests. He has served on numerous private and public company boards in both an executive and non-executive capacity and has a track record of raising capital through debt, pre-IPO and IPO fundraising.



## **Lord Chadlington, Non-Executive Director**

Lord Chadlington's career spans politics, public relations and journalism. A serial entrepreneur, he founded two of the largest global public relations networks: Shandwick and Huntsworth. Lord Chadlington has advised various Prime Ministers – including Sir John Major and David Cameron. He was made a member of the House of Lords in 1996. Most recently he founded his most recent strategic communications firm - The Chadlington Consultancy. He is Chairman and advisor to various international companies. Lord Chadlington is Life President of the charity Action on Addiction.



## **Jide J. Zeitlin, Non-Executive Director**

Jide J. Zeitlin is the Chairman and Chief Executive Officer of Tapestry, Inc., a New York-based house of modern luxury lifestyle brands. The Company's portfolio includes Coach, kate spade, and Stuart Weitzman. Tapestry is a New York Stock Exchange listed company that is included in the S&P 500 and the Fortune 500 composites. Mr. Zeitlin spent the first 20 years of his career at The Goldman Sachs Group, Inc., where he held a number of senior management positions including serving as Global Chief Operating Officer of their investment banking businesses. He also served in the firm's Executive Office. Over the next decade, Mr. Zeitlin was a private investor overseeing the Keffi Group Ltd, an investment office that has life science and natural resource interests in the Middle East, the United States, and Africa. Mr. Zeitlin is a member of a number of corporate and charitable boards, such as Affiliated Managers Group, Inc. (US\$800 billion in assets under management) and the Nigeria Sovereign Investment Authority (where he is Chairman). He is Chairman Emeritus of Amherst College and formerly served on the boards of a range of institutions, including Teach for America, Harvard Business School, and the Doris Duke Charitable Foundation. Mr. Zeitlin holds an A.B. degree in Economics and English from Amherst College and an M.B.A. degree from Harvard University.

# The Team



## **Katie Lenko Hiess, Non-Executive Director**

Katie joined SGH Global in 2018. An English qualified solicitor, Katie was previously a founding team member and Head of Legal at A.P. Moller Capital where she supported the successful establishment of a dual regulated alternative investment fund manager. Prior to this she developed a legal and compliance function for the regional head office of a company operating in the marine sector across Africa, the Middle East and Asia. She began her career with leading international law firms, Clyde & Co LLP and Holman Fenwick Willan LLP in London and Dubai. Katie holds a BSc in International Management (First Class Hons.) from the University of Manchester Institute of Science & Technology Management School and a Graduate Diploma in Law from BPP Law School, London. She was admitted as a Solicitor of the High Court of England and Wales in 2008.



## **Aamir Ali Quraishi, Non-Executive Director**

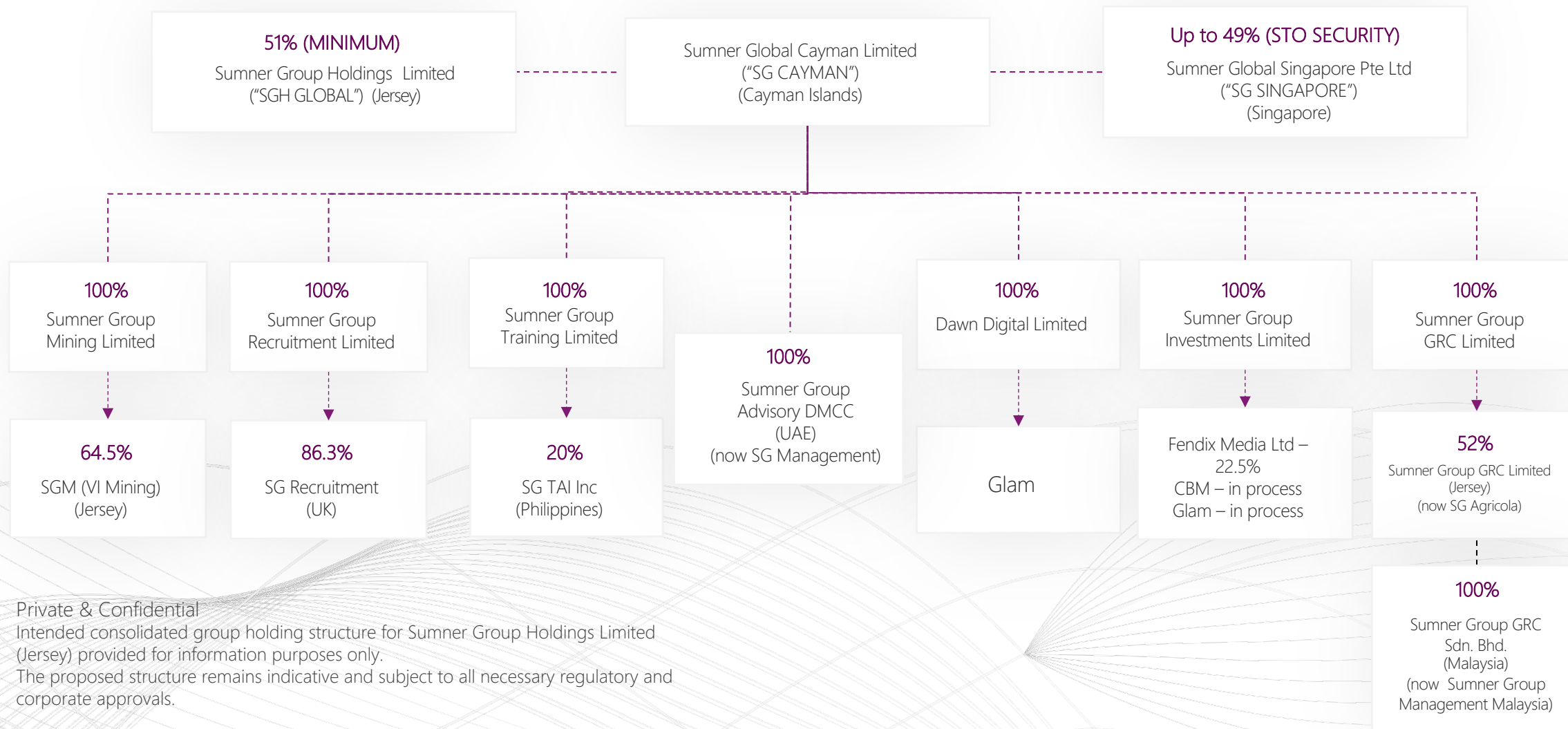
Aamir joined SGH Global in 2018 with more than 20 years of investment banking experience in Europe, Asia and the Middle East. He joined Dresdner Kleinwort Benson in 1996 moving to Libertas Capital Group plc in 2003 where he successfully built its capital markets practice in London, relocating to its Dubai office in late 2007. Immediately prior to joining SGH Global, Aamir was a Managing Director at Teneo Capital, the New York headquartered advisory and investment banking firm. During his career, Aamir has completed over US\$20bn in M&A and capital market transactions across several industry sectors globally having worked in London, Tokyo and Dubai. Between 2005 and 2010, he was a qualified Nominated Adviser for the purposes of admissions to London's AIM Market and continues to sit on the board of certain public companies. Aamir began his career at PwC in London where he qualified as a chartered accountant and remains a member of the ICAEW. He graduated in Economics from the University of Cambridge.



## **Jon Sumner, Chief Financial Officer**

Jon brings over 15 years of international experience in financial reporting, forecasting, audit, tax and M&A project management. During his career to date Jon has held CFO positions with publicly listed companies in the UK, Europe and Asia, where he has a track record of developing businesses and executing capital market transactions. Prior to this Jon qualified with and held senior positions at PricewaterhouseCoopers and Deloitte. Jon is a key part of the Company's executive management team that is leading the development of the business.

# SGH GLOBAL: GROUP STRUCTURE



Private & Confidential  
 Intended consolidated group holding structure for Sumner Group Holdings Limited (Jersey) provided for information purposes only.  
 The proposed structure remains indicative and subject to all necessary regulatory and corporate approvals.

# Contact Us



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## Websites

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- [sghglobal.com](http://sghglobal.com)

## Our Partners

