

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other appropriately qualified independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, or, if not, from another appropriately authorised financial adviser.**

If you have sold or otherwise transferred all of your Ordinary Shares in the Company, please send this Tender Offer Document and Form of Proxy, but not any accompanying personalised Tender Form, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. However, the Tender Offer Document, Tender Form and/or Form of Proxy should not be mailed, distributed, sent, forwarded to or transmitted in or into the United States, Canada, Australia, South Africa or Japan. If you have sold or otherwise transferred only part of your holding of Ordinary Shares in the Company, you should retain the Tender Offer Document.

The Current Tender Offer is not being made, directly or indirectly, in the United States, Canada, Australia, South Africa or Japan and neither this Tender Offer Document nor any accompanying personalised Tender Form may be distributed or sent in or into or from the United States, Canada, Australia, South Africa or Japan and doing so may render invalid any purported tender. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation to forward this Tender Offer Document and/or any accompanying Tender Form and Form of Proxy should read the paragraph headed "Overseas Shareholders" in Part II of this Tender Offer Document before taking any action.

---

## **PME African Infrastructure Opportunities plc**

*(Incorporated and registered in the Isle of Man under the Isle of Man Companies Acts 1931 to 2004 with number 120060C)*

### **Proposed Current Tender Offer**

**to purchase up to 26 Ordinary Shares for every 100 Ordinary  
Shares held**

**at a price of US\$0.28 per Ordinary Share**

### **Proposed Tender Offers**

### **Notice of Extraordinary General Meeting**

---

Notice of an Extraordinary General Meeting of the Company to be held at the offices of Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB at 10.00 a.m. on 29 November 2013 is set out at the end of this document. A Form of Proxy for use in relation to the Extraordinary General Meeting is also enclosed. Whether or not you propose to attend the Extraordinary General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB, as soon as possible but in any event, to be valid, it must be completed and returned so as to arrive not later than 10.00 a.m. on 27 November 2013.

A summary of the action to be taken by Shareholders of the Company is set out on pages 10 and 11 of this document and in the notice of Extraordinary General Meeting set out at the end of this document. The return of one or more completed Forms of Proxy will not prevent you from attending the Extraordinary General Meeting and voting in person if you wish to do so (and are so entitled).

Smith & Williamson Corporate Finance Limited ("Smith & Williamson") is authorised and regulated in the United Kingdom by the Financial Conduct Authority, and is acting exclusively for the Company and for no one else in relation to the Current Tender Offer. Smith & Williamson will not regard any other person (whether or not a recipient of this document) as its client in relation to the Current Tender Offer and will not be responsible to anyone other than the Company for providing the protections afforded to respective clients of Smith & Williamson or for providing any advice in relation to the Proposal, the contents of this document or any transaction or arrangement referred

to herein. No liability whatsoever is accepted by Smith & Williamson for the accuracy of any information or opinions contained in this document or for the omission of any material information, for which it is not responsible.

Oriel Securities Limited (“Oriel Securities”) is authorised and regulated in the United Kingdom by the Financial Conduct Authority, and is acting exclusively for the Company and for no one else in relation to the Current Tender Offer. Oriel Securities will not regard any other person (whether or not a recipient of this document) as its client in relation to the Current Tender Offer and will not be responsible to anyone other than the Company for providing the protections afforded to respective clients of Oriel Securities or for providing any advice in relation to the Proposal, the contents of this document or any transaction or arrangement referred to herein. No liability whatsoever is accepted by Oriel Securities for the accuracy of any information or opinions contained in this document or for the omission of any material information, for which it is not responsible.

THE CURRENT TENDER OFFER WILL CLOSE AT 1.00 P.M. ON 5 DECEMBER 2013. Please note that the Record Date for participation in the Current Tender Offer is 5.00 p.m. on 5 December 2013 and the Current Tender Offer will only be available to Shareholders resident in, or citizens of, a jurisdiction outside the Restricted Territories on the Register at that time (“Eligible Shareholders”).

Certificated Eligible Shareholders who wish to tender Ordinary Shares for purchase in the Current Tender Offer should ensure that their completed Tender Forms are returned either by post to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by hand (during normal business hours only) to the same address before 1.00 p.m. on 5 December 2013. Shareholders who hold their Ordinary Shares in certificated form should also return their share certificate(s) in respect of the Ordinary Shares tendered. Shareholders who hold Ordinary Shares in uncertificated form (that is, in CREST) should input a TTE instruction, for the number of ordinary shares they wish to be purchased.

If you have any questions relating to this document, the Tender Form or making a TTE instruction, please telephone Capita Asset Services between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider’s network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposal nor give any financial, legal or tax advice.

**IF YOU DO NOT WISH TO TENDER ANY OF YOUR ORDINARY SHARES DO NOT COMPLETE OR RETURN A TENDER FORM**

## CONTENTS

	<b>Page</b>
Expected Timetable of Principal Events	3
Definitions	4
Part I – Letter from the Chairman	7
Part II – Terms and Conditions of the Current Tender Offer	12
Part III – UK Tax Considerations	23
Part IV – Additional Information	25
Part V – Notice of Extraordinary General Meeting	27

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Tender Offer Document and Notice of Extraordinary General Meeting Posted	13 November 2013
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 27 November 2013
Extraordinary General Meeting	10.00 a.m. on 29 November 2013
Current Tender Offer opens	13 November 2013
Latest time and date for receipt of Tender Forms and for settlement of TTE instructions in respect of the Current Tender Offer	1.00 p.m. on 5 December 2013
Record Date for the Current Tender Offer	5.00 p.m. on 5 December 2013
Announcement of results of the Current Tender Offer	6 December 2013
CREST accounts credited with Current Tender Offer proceeds and revised holdings of uncertificated Ordinary Shares	11 December 2013
Despatch of cheques for Current Tender Offer proceeds for certificated Ordinary Shares and where applicable balance certificates	11 December 2013

**The above times and/or dates may be subject to change and in the event of any such change, the revised times and/or dates will be notified to Shareholders by an announcement through a Regulatory Information Service.**

*References to times in this Tender Offer Document are references to London time unless otherwise stated.*

## DEFINITIONS

In this Tender Offer Document and the Tender Form the following definitions apply unless the context requires otherwise:

“AIM”	the AIM market of the London Stock Exchange
“AIM Rules”	the rules and guidance for companies whose shares are admitted to trading on AIM entitled “AIM Rules for Companies”, together with the “Note for Investing Companies”, published by the London Stock Exchange, as amended from time to time
“Board” or “Directors”	the board of directors of the Company, whose names are set out in paragraph 2 of Part IV of this Tender Offer Document
“Capita Asset Services”	a trading name of Capita Registrars Limited
“cent”	one hundredth of US\$1.00
“certificated” or “in certificated form”	an Ordinary Share which is not in uncertificated form
“Closing Date”	1.00 p.m. on 5 December 2013
“Company”	PME African Infrastructure Opportunities plc of Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations)
“CREST participant”	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2005 of the Isle of Man (as amended)
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor being a sponsoring system-participant (as defined in the CREST Regulations)
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member
“Current Tender Offer”	the invitation by the Company to Eligible Shareholders to tender up to 26 Ordinary Shares for every 100 Ordinary Shares held for conditional purchase by the Company
“Electronic Tender”	the inputting and settlement of a TTE instruction in accordance with the procedures set out in Part II of this Tender Offer Document which constitutes or is deemed to constitute a tender of Ordinary Shares pursuant to, and on the terms of, the Current Tender Offer as set out in this Tender Offer Document
“Eligible Shareholders”	Shareholders resident in, or citizens of, a jurisdiction outside the Restricted Territories on the Register at the Record Date
“Entitlement”	up to 26 Ordinary Shares for every 100 Ordinary Shares held by Eligible Shareholders at the Record Date
“Escrow Agent”	Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU
“Euroclear”	Euroclear UK & Ireland Limited
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on 29 November 2013 or at such later date and time to which such meeting is or may be adjourned
“Group”	the Company and its subsidiaries

<b>“Initial Tender Offer”</b>	the invitation by the Company to Eligible Shareholders in October 2012 to tender up to 43,123,426 Ordinary Shares for purchase by the Company, pursuant to which a total of 41,283,992 Ordinary Shares were validly tendered
<b>“member account ID”</b>	the identification code or number attached to any member account in CREST
<b>“NAV per share”</b>	US\$0.37 representing the net asset value of the Company contained in its unaudited consolidated balance sheet as at 30 June 2013 divided by the 102,460,760 Ordinary Shares in issue on that date.
<b>“Ordinary Shares”</b>	ordinary shares of US\$0.01 nominal value each in the share capital of the Company
<b>“Oriel Securities”</b>	Oriel Securities Limited, 150 Cheapside, London, EC2V 6ET
<b>“Overseas Shareholders”</b>	Shareholders who are citizens or nationals of, or resident in, jurisdictions outside the United Kingdom
<b>“participant ID”</b>	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant
<b>“Proposal”</b>	the renewal of Shareholder authority, by way of the Resolution, for the Company to purchase its own Ordinary Shares in connection with the Tender Offers
<b>“Rail Assets”</b>	10 mainline locomotives and 50 per cent. of Sheltam, the group to which these locomotives are leased
<b>“Receiving Agent”</b>	Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU
<b>“Record Date”</b>	5.00 p.m. on 5 December 2013
<b>“Register”</b>	the register of members of the Company
<b>“Resolution”</b>	the resolution proposed at the Extraordinary General Meeting for the renewal of Shareholder authority for the Company to purchase its own Ordinary Shares in connection with the Tender Offers
<b>“Restricted Territories”</b>	the United States, Canada, Australia, South Africa and Japan
<b>“Settlement Date”</b>	the date by which the consideration for Ordinary Shares tendered under the Current Tender Offer will be settled by payment through CREST is expected to be 11 December 2013 and despatched by cheque to the Eligible Shareholders entitled thereto, which is expected to be 11 December 2013
<b>“Sheltam”</b>	Sheltam Holdings (Pty) Limited and its subsidiaries
<b>“Shareholders”</b>	holders of Ordinary Shares
<b>“Smith &amp; Williamson”</b>	Smith & Williamson Corporate Finance Limited, 25 Moorgate, London, EC2R 6AY
<b>“Tender Form”</b>	the tender form accompanying this Tender Offer Document for use in connection with the Current Tender Offer by Eligible Shareholders
<b>“Tender Offer(s)”</b>	the invitations(s) by the Company to Shareholders to tender Ordinary Shares for conditional purchase by the Company on the terms and subject to the conditions set out in the relevant tender offer documents, including the Current Tender Offer
<b>“Tender Offer Document”</b>	this document

<b>“Tender Price”</b>	the price at which an Eligible Shareholder tenders some or all of his shares for purchase by the Company under the Current Tender Offer, being US\$0.28 per Ordinary Share
<b>“TFE instruction”</b>	a transfer from escrow instruction (as defined by the CREST manual issued by Euroclear)
<b>“TTE instruction”</b>	a transfer to escrow instruction (as defined by the CREST manual issued by Euroclear)
<b>“uncertificated” or “in uncertificated form”</b>	recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“United States” or “US”</b>	the United States of America, its territories and possessions, any state of the United States of America, any other areas subject to its jurisdiction and the District of Columbia
<b>“US\$” or “US Dollars”</b>	United States Dollar, being the currency of the United States of America
<b>“£” or “Sterling”</b>	Pounds Sterling being the currency of the UK

## PART I

### LETTER FROM THE CHAIRMAN OF PME AFRICAN INFRASTRUCTURE OPPORTUNITIES PLC

*Directors:*

Paul Macdonald (Executive Chairman)  
Lawrence Albert Kearns (Executive Director)  
Graça Simbine Machel (Non-executive Director)

*Registered Office:*

Millennium House,  
46 Athol Street,  
Douglas,  
Isle of Man IM1 1JB

13 November 2013

*To the holders of Ordinary Shares*

Dear Shareholder

**Proposed Current Tender Offer by the Company to purchase up to 26 Ordinary Shares for every 100 Ordinary Shares held for a price of US\$0.28 per Ordinary Share**

#### **Proposed Tender Offers**

#### **Notice of Extraordinary General Meeting**

*Introduction*

On 8 May 2012, the Board announced its intention to realise the remaining assets of the Company, return capital to Shareholders and, eventually, wind up the Company. On 26 September 2012, the Board published a circular announcing its intention to return cash to Shareholders by way of tender offers and convening an annual general meeting, which was held on 19 October 2012, at which authority was granted for the Company to buy back its own Ordinary Shares by way of tender offers. The Company subsequently conducted the Initial Tender Offer, which returned a total of approximately US\$12.4 million to Shareholders.

The authority referred to above expires at the Company's annual general meeting to be held on 13 November 2013, and so the Board is now proposing the Resolution which seeks to extend the ability of the Company to return capital to shareholders by way of the Tender Offers.

The Current Tender Offer will allow Shareholders to tender a maximum of 26 Ordinary Shares for every 100 Ordinary Shares held at the Record Date at a price of US\$0.28 per Ordinary Share, subject to the terms of the Current Tender Offer as described in this Tender Offer Document and the Tender Form and to the approval of the Resolution at the EGM. In the event the maximum number of Ordinary Shares are tendered at the Tender Price, the Current Tender Offer will return up to US\$7.46 million to Shareholders.

**The purpose of this document is to convene the EGM (in order to obtain Shareholder approval for the Proposal), to explain the reasons why the Directors unanimously recommend that you vote in favour of the Resolution and to provide Shareholders with details of the Current Tender Offer.**

The Resolution will require, on a show of hands, the approval of more than 50 per cent. of Shareholders voting on the Resolution or, on a poll, votes in favour to be cast by holders of more than 50 per cent. of the Ordinary Shares which are voted on the Resolution (in each case being so entitled to vote).

*Background to and Reasons for the Tender Offers*

In October 2012, Shareholders approved, *inter alia*, a new investing policy for the Company pursuant to which the Directors seek to realise the remaining assets of the Company and return both the Company's cash reserves and proceeds from realisations to Shareholders. In addition, Shareholders approved the return of cash via one or more tender offers and, under the Initial Tender Offer, the Company returned a total of approximately US\$12.4 million to Shareholders.

As noted in the Company's interim results for the six months ended 30 June 2013, to date, it has not been possible to reach an agreement on the sale of either the Rail Assets or the Dar-es-Salaam property. These investments, however, are performing profitably and the Company's cash balances increased to US\$8.7 million as at 30 June 2013. The estimated cash balance as at 7 November 2013 was US\$8.9 million. Pending the realisation of any of the assets, the Directors are now proposing to return the Company's current excess cash to Shareholders by way of the Current Tender Offer.

It is anticipated that a reorganisation at Sheltam will result in additional cash being released for Shareholders early next year. There is good interest in the property in Dar-es-Salaam, which is in a prime location in the city, and the action being taken in the Courts should enhance the realisable value of the property. Provided the Company is successful in its endeavours to reorganise Sheltam and to sell the building in Dar-es-Salaam, the Directors are hopeful a further distribution may take place in the first half of 2014.

The Board will continue to review on a regular basis the continuing requirements of the Company and the extent to which there is cash in excess of anticipated requirements, the Directors will seek to return such cash to Shareholders by way of one or more further Tender Offers.

#### *Explanation of the Resolution*

An explanation of the Resolution to be voted on by Shareholders at the EGM is set out below. Please note that this is not the full text of the Resolution and you should read this explanation in conjunction with the Resolution contained in the Notice of EGM set out on page 27 of this document.

The Resolution is an ordinary resolution to seek authority for the Company to make market purchases of, in aggregate, up to 100 per cent. of its issued Ordinary Shares in order to implement the Tender Offers. This authority will apply to the Current Tender Offer and any further Tender Offers and will remain valid until the earlier of the next annual general meeting of the Company or 18 months after the passing of the Resolution, unless otherwise amended or revoked by Shareholders voting in a general meeting. The Resolution is required to be approved by not less than 50 per cent. of Shareholders as (being entitled to do so) vote in person or by proxy at a general meeting.

#### *Risks relating to the Tender Offers*

The risks described below should be carefully considered by Shareholders when deciding what action to take in relation to the Resolution to be proposed at the EGM.

- If any Ordinary Shares permitted to be tendered pursuant to the Tender Offers are tendered, the issued share capital of the Company will be reduced and the Company will be smaller. As a result, (i) the fixed costs of the Company would be spread over fewer Ordinary Shares and the Company's total expense ratio may increase; and (ii) the ability to trade Ordinary Shares in the secondary market would be likely to be reduced as the Company becomes smaller through the execution of the Tender Offers.
- The Tender Offers, and the realisation of the Company's investments in general, would contribute to increased asset concentration and, therefore, increased portfolio risk. The amount that the Company would be able to return to Shareholders in future would, therefore, be significantly dependent on the performance of a small number of investments and the proceeds realised from them.
- The proceeds of the Tender Offers (other than the Current Tender Offer) will be dependent on, amongst other things, the costs of realisation of such of the Company's investments and the price at which such assets are realised. There can be no assurance as to the value it is possible to realise from the sale of these assets. In particular, there can be no assurance that the Company's full net asset value would be realised by the sale of the Company's assets.
- If the Current Tender Offer does not proceed for any reason, the Company would bear costs in relation to the Current Tender Offer.

#### *The Current Tender Offer*

The Board is proposing to return up to US\$7.46 million of cash through the purchase by the Company of up to 26,639,797 existing Ordinary Shares from Eligible Shareholders. Once purchased by the Company, those Ordinary Shares will be cancelled so that such Ordinary Shares will no longer be in issue but the Company's authorised share capital will remain unchanged.



The Current Tender Offer is being made by the Company on the terms and subject to the conditions set out in this Tender Offer Document and the Tender Form, in respect of up to 26,639,797 Ordinary Shares, representing 26 per cent. of the Ordinary Shares in issue on the Record Date at the Tender Price of US\$0.28 per Ordinary Share. The Tender Price represents a premium of approximately 40 per cent. over the middle market closing price (as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange) of US\$0.20 per Ordinary Share on 12 November 2013, being the latest practicable date before the publication of this Tender Offer Document.

The Current Tender Offer is only available to Shareholders (other than certain Overseas Shareholders) on the Register on the Record Date, and only in respect of a maximum of 26 Ordinary Shares for every 100 Ordinary Shares held at the Record Date registered in their names on that date.

*Principal terms of the Current Tender Offer*

The principal terms of the Current Tender Offer (which are set out in more detail in Part II of this Tender Offer Document) are as follows:

- The Company is inviting Eligible Shareholders to tender up to 26 per cent. of Ordinary Shares held at a Tender Price. This represents up to 26 shares for every 100 shares held at the Record Date.
- The Company will purchase existing issued Ordinary Shares for an aggregate purchase value of up to approximately US\$7.46 million.
- Eligible Shareholders are invited to tender some or all of their Entitlement at the Tender Price.
- The maximum number of Ordinary Shares that will be purchased by the Company under the Current Tender Offer is 26,639,797, representing 26 per cent. of the Company's issued share capital as at 12 November 2013 (assuming full take-up of the Current Tender Offer).
- Eligible Shareholders who hold Ordinary Shares in certificated form and who wish to participate in the Current Tender Offer must return a completed and signed Tender Form, together with any share certificate(s) and/or other document(s) of title so as to be received by the Receiving Agent by no later than 1.00 p.m. on 5 December 2013. Eligible Shareholders who hold their Ordinary Shares in uncertificated form (that is, in CREST) who wish to participate in the Current Tender Offer should arrange for any uncertificated Ordinary Shares they wish to tender to be transferred into escrow as described in Part II of this Tender Offer Document.
- Eligible Shareholders do not have to tender any Ordinary Shares if they do not wish to, but once submitted, a Tender Form or a TTE instruction (as appropriate) is irrevocable and cannot be withdrawn. Eligible Shareholders should note that, once tendered, Ordinary Shares may not be sold, transferred, charged or otherwise disposed of.
- Ordinary Shares will be purchased by way of an on-market transaction from Eligible Shareholders by the Company.
- The decision of the Company, as to the results of the Current Tender Offer shall be final and binding on all Shareholders.
- Shareholders should note that the Company is entitled not to, and will not, proceed with the Current Tender Offer, in the circumstances set out in paragraph 1(s) of Part II of this Tender Offer Document. This right may only be exercised prior to 10.00 a.m. on 5 December 2013. Shareholders should also note that the Current Tender Offer is conditional on those matters set out in paragraph 1(a) of Part II of this Tender Offer Document.
- The Current Tender Offer will remain open from 13 November 2013 until 1.00 p.m. on 5 December 2013 (unless extended in accordance with the terms set out in this Tender Offer Document).
- Full details of the Current Tender Offer, including the terms and conditions on which it is made, are set out in Part II of this Tender Offer Document and, for Shareholders who hold their Ordinary Shares in certificated form, on the Tender Form.
- Ordinary Shares will be purchased by the Company free of commissions and dealing charges.

### *Overseas Shareholders*

The attention of Shareholders who are not resident in the United Kingdom is drawn to paragraph 2 of Part II of this Tender Offer Document headed "Overseas Shareholders" and, for Shareholders who hold their Ordinary Shares in certificated form, to the relevant provisions of the Tender Form.

### *Taxation*

A general summary of the taxation consequences of the Current Tender Offer for UK resident Shareholders is set out in Part III of this Tender Offer Document. This is based on current laws and HM Revenue & Customs practices, both of which may change.

Any Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the United Kingdom should consult an appropriate professional adviser.

### *Notification of Interests*

Pursuant to the Company's articles of association, Shareholders who are or become interested in 3 per cent. or more of the Ordinary Shares or whose interest above 3 per cent. increases or decreases through any whole percentage point are obliged to notify the Company of their interests in Ordinary Shares. In addition, in accordance with the AIM Rules, the Company is required to notify a Regulatory Information Service of such changes without delay.

**Following the Company's proposed purchase of Ordinary Shares in relation to the Current Tender Offer, a Shareholder's interest in the Company's issued ordinary share capital may change giving rise to an obligation on the Shareholder in question to make a notification or a further notification to the Company within two days of becoming aware of such change.**

If Shareholders are in any doubt as to whether they should make a notification to the Company, or as to the form of that notification, they are advised to consult their solicitor or other professional adviser without delay.

### *Action to be taken in relation to the Extraordinary General Meeting*

A Form of Proxy for use at the EGM is enclosed with this Tender Offer Document. Whether or not you propose to attend the EGM in person, Shareholders are requested to complete and return the Form of Proxy so as to be received at the offices of the Company's registrars, Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB as soon as possible and, in any event, not later than 10.00 a.m. on 27 November 2013. Completion and return of a Form of Proxy will not preclude you from attending the EGM and voting in person if you wish to do so (and are so entitled).

### *Action to be taken in relation to the Current Tender Offer*

The procedure for tendering your Ordinary Shares depends on whether Ordinary Shares are held in certificated or uncertificated form and is summarised below:

#### (i) Ordinary Shares held in certificated form

Eligible Shareholders who hold Ordinary Shares in certificated form and who wish to tender all or any of their Entitlement should complete the Tender Form, in accordance with the instructions printed thereon (including a witnessed signature) and in Part II of this Tender Offer Document, and return it by post or by hand (during normal business hours only) to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. Eligible Shareholders who hold their Ordinary Shares in certificated form should also return with the relevant Tender Form their share certificate(s) and/or other document(s) of title in respect of the Ordinary Shares tendered. Completed Tender Forms must be received by not later than 1.00 p.m. on 5 December 2013. Further details of the procedures for tendering and settlement are set out in Part II of this Tender Offer Document and in the accompanying Tender Form.

#### (ii) Ordinary Shares held in uncertificated form (that is, in CREST)

Eligible Shareholders who hold their Ordinary Shares in uncertificated form and who wish to tender all or any of their Entitlement should submit a TTE instruction to settle no later than 1.00 p.m. on 5 December 2013. Further details of the procedures for tendering and settlement are set out in Part II of this Tender Offer Document.

The Directors are making no recommendation to Shareholders in relation to participation in the Current Tender Offer. Whether or not Shareholders decide to tender any of their Ordinary Shares will depend on, among other things, their own individual circumstances including their tax position. Shareholders should be aware that the Current Tender Offer is part of the Company's strategy of

realising the remaining assets of the Company and returning capital to Shareholders which, ultimately, is expected to result in the winding up of the Company. Shareholders should also take into account the risks of continuing to be invested in the Company as set out on page 8 of this document. Those Directors who own Ordinary Shares may or may not decide to tender their shares under the Current Tender Offer.

*Additional Information*

Eligible Shareholders who do not wish to sell any Ordinary Shares under the Current Tender Offer need take no action in relation to the Tender Form or otherwise.

If you have any questions relating to this document, the Tender Form or making a TTE instruction, please telephone Capita Asset Services between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposal nor give any financial, legal or tax advice.

*Recommendation*

The Board unanimously considers that approval of the Resolution is in the best interests of the Company and its Shareholders as a whole. The Board unanimously recommends that Shareholders vote in favour of the Resolution, as the Directors intend to do in respect of their own beneficial holdings amounting in aggregate to 100,000 Ordinary Shares, representing approximately 0.1 per cent. of the Issued Ordinary Share Capital as at 12 November 2013, being the latest practicable date prior to the posting of this document.

Yours faithfully

Paul Macdonald  
**Chairman**

## PART II

### TERMS AND CONDITIONS OF THE CURRENT TENDER OFFER

#### **Proposed Current Tender Offer by the Company to purchase up to 26 per cent. of the Ordinary Shares for a price of US\$0.28 per Ordinary Share**

As the letter from the Chairman of the Company set out in Part I of this document explains, the Board is proposing to return to Eligible Shareholders up to approximately US\$7.46 million of cash which is currently held by the Company.

The Company is offering, as principal, to acquire up to 26,639,797 Ordinary Shares from Eligible Shareholders by way of an on-market tender at a Tender Price of US\$0.28 per Ordinary Share. Accordingly the Company invites Eligible Shareholders to tender Ordinary Shares on the terms and subject to the conditions set out in this Tender Offer Document and the accompanying Tender Form.

Shareholders on the Register at 5.00 p.m. on 5 December 2013 (other than certain Overseas Shareholders, as described in paragraph 2 below headed "Overseas Shareholders" in this Part II) are hereby invited to tender Ordinary Shares for purchase and cancellation by the Company on the terms and subject to the conditions set out in this Tender Offer Document and, for Shareholders who hold their Ordinary Shares in certificated form, in the accompanying Tender Form.

The Company intends to accept valid tenders, on the terms and subject to the conditions set out below and, for Shareholders who hold their Ordinary Shares in certificated form, in the accompanying Tender Form, of 26,639,797 Ordinary Shares, being 26 per cent. of the Ordinary Shares in issue as at 12 November 2013, being the latest practicable date prior to the publication of this Tender Offer Document.

#### **1. TERMS AND CONDITIONS OF THE CURRENT TENDER OFFER**

The Company hereby offers to purchase Ordinary Shares from Eligible Shareholders on and subject to the following terms and conditions:

- (a) The Current Tender Offer is conditional on:
  - (i) the Current Tender Offer not having been terminated in accordance with paragraph 1(s) of this Part II prior to 10.00 a.m. on 5 December 2013; and
  - (ii) the Resolution to be proposed at the EGM being passed by Shareholders.If these conditions are not satisfied the Current Tender Offer will lapse and the Company will not purchase any Ordinary Shares pursuant to the Current Tender Offer. The conditions may not be waived.
- (b) Each Ordinary Share of a Shareholder's Entitlement may be tendered under the Current Tender Offer at the Tender Price.
- (c) Subject to receiving sufficient tenders from Eligible Shareholders at the Tender Price, the Company will purchase up to 26,639,797 Ordinary Shares at the Tender Price.
- (d) The Current Tender Offer is only available to Shareholders (other than certain Overseas Shareholders) on the Register on the Record Date, and only in respect a maximum of 26 Ordinary Shares for every 100 Ordinary Shares held at the Record Date registered in their names on that date.
- (e) Tender Forms which have been, or are deemed to be, validly and properly completed and received by the Receiving Agent, by 1.00 p.m. on 5 December 2013 will become irrevocable at such time as they are received.

The Current Tender Offer will close at 1.00 p.m. on 5 December 2013 and no Tender Forms or TTE instructions received after that time will be accepted in whole or in part, except to the extent that the Board extends the period for tendering under the Current Tender Offer, in which case a new date for the Current Tender Offer will be given. **The Company reserves the right, subject to applicable legal and regulatory requirements, to extend the period for tendering under the Current Tender Offer at any time prior to 1.00 p.m. on 5 December 2013.** Any material change to the expected timetable will be notified to

Shareholders by way of an announcement through a Regulatory Information Service. Any such extension will comply with all applicable legal and regulatory requirements including, but not limited to, the duration of such extension.

Up to 26 per cent. of the Ordinary Shares held at the Record Date may be tendered. Subject to the satisfaction of the conditions referred to in paragraph 1(a) above, Ordinary Shares tendered will be purchased by the Company fully paid and free from all liens, charges, equitable interests and encumbrances and with all rights attaching to the same and will be cancelled and will not rank for any future dividends or other distributions.

- (f) The aggregate number of Ordinary Shares purchased pursuant to the Current Tender Offer shall not in any event exceed 26,639,797.
- (g)
  - (i) All tenders in respect of Ordinary Shares held in certificated form must be made on the accompanying Tender Form duly completed in accordance with the instructions set out below and in the Tender Form. Such tenders will only be valid if the procedures contained in this Tender Offer Document and in the Tender Form are complied with in full.
  - (ii) All tenders in respect of Ordinary Shares held in uncertificated form (that is, in CREST) must be made by the input and settlement of a TTE instruction in CREST in accordance with the instructions set out in this Part II and the relevant procedures in the CREST manual. Such tenders will only be valid when the procedures contained in this Tender Offer Document and in the relevant parts of the CREST manual are complied with in full.
  - (iii) The Current Tender Offer and all tenders relating thereto will be governed by and construed in accordance with English law. Delivery of a Tender Form and/or the input of a TTE instruction in CREST, as applicable, will constitute submission to the exclusive jurisdiction of the English courts.
- (h) It is expected that the results of the Current Tender Offer will be announced on 6 December 2013.
- (i) All documents and remittances sent by or to Shareholders will be sent at the risk of the Shareholder concerned. If the Current Tender Offer does not become unconditional and lapses or if in accordance with the terms of the Current Tender Offer a tender cannot be accepted, share certificates and other documents of title will be returned by post to the person whose name and address (outside the Restricted Territories) is set out in Box 3 of the Tender Form or, if relevant, to the person whose name and address (outside the Restricted Territories) is set out in Box 4 of the Tender Form, in each case by no later than ten business days after the date of such lapse or non-acceptance, or, in the case of Ordinary Shares held in uncertificated form (that is, in CREST), the Escrow Agent will provide instructions to Euroclear to transfer all such Ordinary Shares held in escrow balances by TFE instruction to the original available balances to which those Ordinary Shares relate.
- (j) A relevant Eligible Shareholder tendering Ordinary Shares in the Current Tender Offer will be entitled to receive the following:
  - (i) if Ordinary Shares are held in certificated form – a balance certificate in respect of the unsold Ordinary Shares tendered; or
  - (ii) if Ordinary Shares are held in uncertificated form (that is, in CREST) – the transfer of the unsold Ordinary Shares by the Escrow Agent by TFE instruction to the original registered holder(s) of those unsold Ordinary Shares.
- (k) Further copies of the Tender Form may be obtained on request from Capita Asset Services between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposal nor give any financial, legal or tax advice.
- (l) The decision of the Company as to the results of the Current Tender Offer shall be final and binding on all Shareholders.

- (m) Holdings in certificated and uncertificated form under the same name with different designations will be treated as separate shareholdings for the purposes of the application of terms of the Current Tender Offer and a separate Tender Form will need to be submitted in order to tender each such separate holding.
- (n) Subject to the satisfaction of the Conditions referred to in paragraph 1(a) above, all successfully tendered Ordinary Shares will be purchased by way of an on-market transaction from Eligible Shareholders by the Company.
- (o) All questions as to the number of Ordinary Shares tendered, and the validity, form, eligibility (including the time of receipt) and acceptance for payment of any tender of Ordinary Shares will be determined by the Company, in its sole and absolute discretion, which determination shall be final and binding on all of the parties (except as otherwise required under applicable law).

The Company, reserves the absolute right to reject any or all tenders it determines not to be in proper form or the acceptance of payment for which may, in the opinion of the Company, be unlawful. The Company, also reserves the absolute right (subject to paragraph 1(a) above) to waive any of the terms or conditions of the Current Tender Offer and any defect or irregularity in the tender of any particular Ordinary Shares or any particular holder thereof. No tender of Ordinary Shares will be deemed to be validly made until all defects or irregularities (if any) have been cured or waived. In the event of a waiver, the consideration under the Current Tender Offer will not be despatched until after the Tender Form is complete in all respects and the share certificates and/or other document(s) of title satisfactory to the Company have been received or until after the relevant TTE instruction has settled (as the case may be).

None of the Company, the Receiving Agent, or any other person is or will be obliged to give notice of any defects or irregularities in tenders and none of them will incur any liability for failure to give any such notice.

- (p) Ordinary Shares will be purchased by the Company under the Current Tender Offer free of commissions and dealing charges.
- (q) The failure of any person to receive a copy of this Tender Offer Document or, for a person who holds his Ordinary Shares in certificated form, the Tender Form shall not invalidate any aspect of the Current Tender Offer. None of Smith & Williamson, Oriel Securities, the Receiving Agent or any other person will incur any liability in respect of any person failing to receive this Tender Offer Document and/or, for a person who holds its Ordinary Shares in certificated form, the Tender Form.
- (r) The Company, reserves the right to change the aggregate value of the Current Tender Offer, based on market conditions and/or other factors, subject to compliance with applicable law and regulatory requirements. Any such revision will require, amongst other things, that new Tender Forms are despatched to Shareholders and may, in certain circumstances, require that the period of the Current Tender Offer be extended.
- (s) If at any time prior to 10.00 a.m. on 5 December 2013:
  - (i) the Directors of the Company, Smith & Williamson and Oriel Securities conclude that the Current Tender Offer would no longer be in the interests of the Company and/or Shareholders; or
  - (ii) there shall occur any material adverse change in the national or international, financial, economic, political or market conditions; or
  - (iii) there shall occur any material adverse change in the financial position or prospects and/or circumstances of the Company (including, without limitation, in relation to the distributable profits of the Company),  
  
which, in respect of (ii) and (iii) above, in the reasonable opinion of Smith & Williamson, Oriel Securities and the Directors of the Company, renders the Current Tender Offer temporarily or permanently impractical or inadvisable (taking into account the background to and reasons for the Current Tender Offer), the Company shall terminate the Current Tender Offer and shall, as soon as practicable thereafter, announce the same through a Regulatory Information Service and notify Shareholders in writing.

- (t) No acknowledgement of receipt of any Tender Form, share certificate(s), other document(s) of title and/or TTE messages (as appropriate) will be given.
- (u) The provisions of the Contracts (Rights of Third Parties) Act 1999 shall not apply to the agreements arising from the acceptance of the Current Tender Offer or any collateral agreements relating to the Current Tender Offer.

## **2. OVERSEAS SHAREHOLDERS**

- (a) The making of the Current Tender Offer in, or to persons resident in, jurisdictions outside the United Kingdom or custodians, nominees or trustees for persons who are citizens, residents or nationals of jurisdictions outside the United Kingdom may be prohibited or affected by the laws of the relevant overseas jurisdiction. Shareholders who are Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. It is the responsibility of any such Shareholder wishing to tender Ordinary Shares to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction. If you are in any doubt about your position, you should consult your professional adviser in the relevant jurisdiction. Any such Shareholder will be responsible for any such issue, transfer or other taxes by whomsoever payable and the Company and any person acting on their behalf shall be fully indemnified and held harmless by such Shareholder for any such issue, transfer or other taxes such person may be required to pay. No steps have been taken to register or qualify the Current Tender Offer or to authorise the extending of the Current Tender Offer or the distribution of this Tender Offer Document, the Tender Form and any related documents in any territory outside the United Kingdom.
- (b) In particular, the Current Tender Offer is not being made, directly or indirectly, in or into, or by the use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or any facility of a national securities exchange of the United States or in or into Canada, Australia, South Africa or Japan, and Ordinary Shares cannot be tendered by any such use, means, instrumentality or facility or from within the United States. This includes, but is not limited to, post, facsimile transmission, telex, electronic mail and telephone.

Accordingly, copies of this Tender Offer Document, the Tender Form and any related documents are not being and must not be mailed or otherwise distributed or sent in, into or from any of the Restricted Territories, including to Shareholders with registered addresses in any of the Restricted Territories or to persons who are custodians, nominees or trustees holding shares for person in any of the Restricted Territories. Persons receiving such documents (including, without limitation, custodians, nominees and trustees) should not distribute, send or mail them in, into or from, any of the Restricted Territories or use such mails or any such means, instrumentality or facility, in connection with the Current Tender Offer, and so doing may render invalid any purported tender under the Current Tender Offer. Persons wishing to tender under the Current Tender Offer should not use such mails or any such means, instrumentality or facility for any purpose, directly or indirectly, relating to any tender under the Current Tender Offer. Envelopes containing Tender Forms should not be postmarked in any of the Restricted Territories or otherwise despatched from any of the Restricted Territories and all tendering Shareholders must provide addresses outside the Restricted Territories for the remittance of cash or return of any documents.

- (c) A Shareholder will be deemed not to have tendered Ordinary Shares pursuant to the Current Tender Offer if (i) such Shareholder is unable to make the representations and warranties set out in paragraph 4 (headed "Effect of Tender") in this Part II; (ii) such Shareholder completes Box 1 of a Tender Form with an address in any of the Restricted Territories or has a registered address in any of the Restricted Territories and in either case such Shareholder does not insert in Box 3 of a Tender Form the name and address of the person or agent outside of any of the Restricted Territories to whom he wishes the consideration to which he is entitled under the Current Tender Offer to be sent, subject to the provisions of this paragraph and applicable law; or (iii) such Shareholder inserts in Box 3 of a Tender Form the name and address of the person or agent in any of the Restricted Territories to whom he wishes the consideration to which such Shareholder is entitled under the Current Tender Offer

to be sent; or (iv) the Tender Form received from him is in an envelope postmarked in, or which otherwise appears to the Company or its agents to have been sent from any of the Restricted Territories. The Company reserves the right, in its absolute discretion, to investigate in relation to any acceptance, whether the representations and warranties referred to in sub-paragraphs (h) and (i) of paragraph 4 (headed "Effect of Tender") in this Part II given by any Shareholder are correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation and warranty is not correct, such acceptance shall not be valid.

If, in connection with making the Current Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards this Tender Offer Document, the Tender Form or any related documents in, into or from any of the Restricted Territories, such person should:

- (i) inform the recipient of such fact;
  - (ii) explain to the recipient that such action may invalidate any purported acceptance by the recipient; and
  - (iii) draw the attention of the recipient to paragraph 2 headed "Overseas Shareholders" in this Part II.
- (d) The provisions in this paragraph 2 headed "Overseas Shareholders" and/or any other terms of the Current Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards a specific Shareholder or on a general basis by the Company in its absolute discretion but only if the Company is satisfied that such waiver, variation or modification will not constitute or give rise to breach of applicable securities or other laws. References to a "Shareholder" shall include references to the persons executing Tender Forms and, in the event of more than one person executing Tender Forms, the provisions in this paragraph 2 above shall apply to them jointly and severally.

**Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. If you are in any doubt about your position, you should consult your professional adviser in the relevant territory.**

### 3. PROCEDURE FOR TENDERING

(a) *Different procedures for Ordinary Shares in certificated and uncertificated form*

If you hold Ordinary Shares in certificated form, you may only tender such Ordinary Shares by completing and returning the Tender Form in accordance with the instructions set out in paragraph 3(b) below and the instructions printed thereon.

If you hold Ordinary Shares in certificated form but under different designations, you should complete a separate Tender Form, as appropriate, in respect of each designation. Additional Tender Forms are available from Capita Asset Services between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposal nor give any financial, legal or tax advice.

If you hold Ordinary Shares in uncertificated form (that is, in CREST) you may tender such Ordinary Shares by submitting a TTE instruction in accordance with the procedure set out in paragraph 3(c) below and, if those Ordinary Shares are held under different member account IDs, you should send a separate TTE instruction for each member account ID.

(b) *Ordinary Shares held in certificated form (that is, not in CREST)*

To tender your Ordinary Shares held in certificated form you must complete, sign and have witnessed the Tender Form. The completed, signed and witnessed Tender Form should be sent either by post to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by hand (during normal business hours only) to the same address, as soon as possible and, in any event, so as to be received not later than 1.00 p.m. on 5 December 2013. No tenders received after that time will be accepted. No



acknowledgement of receipt of documents will be given. Any Tender Form received in an envelope postmarked in the United States, Canada, Australia, South Africa or Japan or otherwise appearing to the Company or its agents to have been sent from any of those jurisdictions may be rejected as an invalid tender. For further information on Overseas Shareholders, see paragraph 2 (headed "Overseas Shareholders") in this Part II.

The completed and signed Tender Form should be accompanied, where possible, by the relevant share certificate(s) and/or other document(s) of title.

If your share certificate(s) and/or other document(s) of title is/are not readily available (for example, if they are with your stockbroker, bank or other agent) or are lost, the Tender Form should nevertheless be completed, signed and returned as described above so as to be received by the Receiving Agent, Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by hand to the same address, not later than 1.00 p.m. on 5 December 2013, together with any share certificate(s) and/or documents(s) of title that you may have available with a note of explanation stating that the remaining documents will follow as soon as possible or that you have lost one or more of your share certificate(s) and/or other document(s) of title. The relevant share certificate(s) and document(s) of title should be forwarded as soon as possible thereafter and, in any event, so as to arrive by not later than 1.00 p.m. on 5 December 2013.

In respect of those Ordinary Shares for which your share certificate(s) is/are lost, you should complete a letter of indemnity, which can be obtained by writing to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. This indemnity should be completed and returned so as to be received by the Receiving Agent by not later than 1.00 p.m. on 5 December 2013.

Where you have returned a letter of indemnity in respect of unavailable share certificate(s) and you subsequently find or obtain the relevant share certificate(s), you should immediately send the share certificate(s) by hand (during normal business hours only) or by post to Capita Asset Services, at the address detailed above.

If a Shareholder does not return his share certificate(s) by 1.00 p.m. on 5 December 2013, the Company may deem (in its absolute discretion) that such Shareholder has only tendered the number of Ordinary Shares in respect of which share certificates have been received.

If the Current Tender Offer does not become unconditional and lapses, Tender Forms, share certificates and other documents of title will be returned to Eligible Shareholders by post not later than 10 business days after the date of such lapse.

(c) *Ordinary Shares held in uncertificated form (that is, in CREST)*

If the Ordinary Shares which you wish to tender are held in uncertificated form, then to tender such shares you should take (or procure the taking of) the action set out below to transfer (by means of a TTE instruction) the number of Ordinary Shares which you wish to tender under the Current Tender Offer to the appropriate escrow account, specifying Capita Asset Services (in its capacity as a CREST participant under the relevant participant ID(s) and member account ID(s) referred to below) as the Escrow Agent, as soon as possible and in any event so that the TTE instruction settles by no later than 1.00 p.m. on 5 December 2013. Please note that settlement cannot take place on weekends or bank holidays (or other times at which the CREST system is non-operational) and you should therefore ensure you time the input of any TTE instructions accordingly.

An electronic Tender made in accordance with this sub-paragraph (c) (which has not been validly withdrawn) shall constitute an offer to sell the number of Ordinary Shares at the Tender Price on the terms of the Current Tender Offer, by transferring such shares to the relevant escrow account as detailed in – paragraph 3(d) below.

If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Your CREST sponsor will be able to confirm details of your participant ID and the member account ID under which your Ordinary Shares are held. In addition, only your CREST sponsor will be able to send the TTE instruction to Euroclear in relation to the Ordinary Shares which you wish to tender.

After settlement of a TTE instruction, you will not be able to access in CREST for any transaction or charging purposes the Ordinary Shares the subject of such TTE instruction, notwithstanding that they will be held by Capita Asset Services as the Escrow Agent until

completion or lapsing of the Current Tender Offer. If the Current Tender Offer becomes unconditional and the relevant tender is accepted, the Escrow Agent will transfer the Ordinary Shares to itself and then to the Company or their adviser for cancellation, returning any Ordinary Shares not successful in the Current Tender Offer to you.

You are recommended to refer to the CREST manual published by Euroclear for further information on the CREST procedures outlined below. This can be downloaded from the internet on the Euroclear website at <http://www.euroclear.com>.

**You should note that Euroclear does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST sponsor) to enable a TTE instruction relating to your Ordinary Shares to settle prior to 1.00 p.m. on 5 December 2013. In this connection you are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings.**

*(d) Electronic Tenders*

To tender Ordinary Shares in uncertificated form you should send (or if you are a CREST sponsored member, procure your sponsor sends) to Euroclear a TTE instruction in relation to such Ordinary Shares. A TTE instruction to Euroclear must be properly authenticated in accordance with Euroclear's specifications for transfers to escrow and must contain the following additional details:

- the number of Ordinary Shares in respect of which you wish to tender and which are to be transferred to an escrow account;
- your member account ID;
- your participant ID;
- the participant ID of the Escrow Agent, Capita Asset Services, in its capacity as a CREST receiving agent. This is RA10;
- the member account ID of the Escrow Agent, Capita Asset Services. For the purposes of the Tender this is 28103PME.
- the corporate action ISIN, which is IM00B1WSL611;
- the intended settlement date. This should be as soon as possible and, in any event, not later than 1.00 p.m. on 5 December 2013;
- input with standard delivery instruction of priority 80;
- the corporate action number for the Current Tender Offer. This is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST; and
- the contact name and telephone number inserted in the shared note field.

An appropriate announcement through a Regulatory Information Service will be made if any of the details contained in this paragraph 3(d) are altered.

*(e) Deposits of Ordinary Shares into, and withdrawals of Ordinary Shares from, CREST*

Normal CREST procedures (including timings) apply in relation to any Ordinary Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Current Tender Offer (whether such conversion arises as a result of a transfer of Ordinary Shares or otherwise). Shareholders who are proposing to convert any such Ordinary Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Ordinary Shares as a result of the conversion to take all necessary steps in connection with such person's participation in the Current Tender Offer (in particular, as regards delivery of share certificates and/or other documents of title or transfers to an escrow balance as described above) prior to 1.00 p.m. on 5 December 2013.

If you have any questions relating to this document, the Tender Form or making a TTE instruction, please telephone Capita Asset Services between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK

will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposal nor give any financial, legal or tax advice.

You are reminded that, if you are a CREST sponsored member, you should contact your CREST sponsor before taking any action.

Shareholders should note that once tendered, Ordinary Shares may not be sold, transferred, charged or otherwise disposed of.

#### **4. EFFECT OF TENDER**

##### **a) Tenders by means of a Tender Form**

Each Certificated Shareholder by whom, or on whose behalf, a Tender Form is executed in respect of certificated Ordinary Shares hereby irrevocably undertakes, represents, warrants and agrees to and with the Company (so as to bind him, his personal representatives, heirs, successors and assigns) that:

- i. the execution of the Tender Form shall constitute an offer to sell to the Company the number of Ordinary Shares inserted, or deemed to be inserted, in Box 3 of the Tender Form, in each case, on and subject to the terms and conditions set out or referred to in this document and the Tender Form and that, once lodged, such offer shall be irrevocable;
- ii. such Shareholder has full power and authority to tender, sell, assign or transfer the Ordinary Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by the Company, the Company will acquire such Ordinary Shares with full title guarantee, fully paid and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto on or after the Closing Date including the right to receive all dividends and other distributions declared paid or made after that date and that such representation shall be deemed to be repeated at the time the Company purchases such Ordinary Shares;
- iii. the execution of the Tender Form will, subject to the Current Tender Offer becoming unconditional, constitute the irrevocable appointment of any director or officer of the Company as such Shareholder's attorney and/or agent (the "attorney"), and an irrevocable instruction and authority to the attorney to complete and execute all or any instruments of transfer and/or other documents at the attorney's discretion in relation to the Ordinary Shares referred to in paragraph 4(a)(i) of this Part II in favour of the Company or such other person or persons as the Company may direct and to deliver such instrument(s) of transfer and/or other documents at the discretion of the attorney, together with the share certificate(s) and/or other document(s) of title relating to such Ordinary Shares, for registration within six months of the Current Tender Offer becoming unconditional and to do all such other acts and things as may, in the opinion of such attorney, be necessary or expedient for the purpose of, or in connection with, the Current Tender Offer and to vest in the Company or its nominee(s) or such other person(s) as the Company may direct such Ordinary Shares;
- iv. such Shareholder will ratify and confirm each and every act or thing which may be done or effected by the Company or any of its directors, officers or any person nominated by the Company in the proper exercise of its or his or her respective powers and/or authorities hereunder (including any attorney);
- v. in respect of the relevant Ordinary Shares, such Shareholder will deliver to the Receiving Agent their share certificate(s) and/or other document(s) of title in respect of the Ordinary Shares referred to in paragraph 4(a)(i) of this Part II, or an indemnity acceptable to the Company in lieu thereof, or will procure the delivery of such document(s) to such person as soon as possible thereafter and, in any event, not later than the Closing Date;

- vi. such Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by the Company to be desirable, in each case to complete the purchase of the Ordinary Shares and/or to perfect any of the authorities expressed to be given hereunder;
- vii. such Shareholder has not received or sent copies or originals of the Tender Form or any related documents to any overseas jurisdiction and has not otherwise utilised in connection with the Current Tender Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile, transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of any overseas jurisdiction, that the Tender Form has not been mailed or otherwise sent in, into or from any overseas jurisdiction and that such Shareholder is not accepting the Current Tender Offer from any overseas jurisdiction;
- viii. if such Shareholder is an Overseas Shareholder, (a) it is not resident or located in any Restricted Territory or in any territory in which it is unlawful to make or accept the Current Tender Offer or to use the Tender Form in any manner in which the person has used or will use it, (b) it has fully observed any applicable legal and regulatory requirements of the territory in which such Overseas Shareholder is resident or located and (c) the invitation under the Current Tender Offer may be made to such Overseas Shareholder under the laws of the relevant jurisdiction;
- ix. the provisions of the Tender Form shall be deemed to be incorporated into the terms and conditions of the Current Tender Offer;
- x. the despatch of a cheque in respect of the Tender Price to such Shareholder at his registered address or such other address as is specified in the Tender Form will constitute a complete discharge by the Company of its obligations to make such payment to such Shareholder;
- xi. the execution of the Tender Form constitutes a warranty by such Shareholder that the information given by or on behalf of the Shareholder in the Tender Form will be true in all respects at the time the Company purchases the Ordinary Shares referred to in paragraph 4(a)(i) of this Part II as if it had been given afresh at such time and shall not be extinguished by such purchase;
- xii. on execution, the Tender Form takes effect as a deed;
- xiii. the execution of the Tender Form constitutes such Shareholder's submission to the exclusive jurisdiction of the courts of England in relation to all matters arising out of or in connection with the Current Tender Offer and/or the Tender Form; and
- xiv. if the appointment of an agent provision under paragraph 4(a)(iii) of this Part II shall be unenforceable or invalid or shall not operate so as to afford any director or officer of the Company or the Receiving Agent the benefit or authority expressed to be given therein, the Shareholder shall with all practicable speed do all such acts and things and execute all such documents that may be required to enable the Company or the Receiving Agent to secure the full benefits of paragraph 4(a)(iii) of this Part II.

A reference in this paragraph 4(a) to a Shareholder includes a reference to the person or persons executing the Tender Form and, in the event of more than one person executing a Tender Form, the provisions of this paragraph will apply to them jointly and to each of them.

#### **b) Tenders through CREST**

Each Shareholder by whom, or on whose behalf, a tender through CREST is made in respect of uncertificated Ordinary Shares, hereby irrevocably undertakes, represents, warrants and agrees to and with the Company (so as to bind him, his personal representatives, heirs, successors and assigns) that:

- i. the input of the TTE instruction shall constitute an offer to sell to the Company such number of Ordinary Shares as is specified in the TTE instruction, in each case, on and subject to the terms and conditions set out or referred to in this document and that once the TTE instruction has settled, such tender shall be irrevocable;
- ii. such Shareholder has full power and authority to tender, sell, assign or transfer the Ordinary Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by the Company, the Company

will acquire such Ordinary Shares with full title guarantee, fully paid and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto, on or after the Closing Date including the right to receive all dividends and other distributions declared, paid or made after that date and that such representation shall be deemed repeated at the time the Company purchases such Ordinary Shares;

- iii. the input of the TTE instruction will, subject to the Current Tender Offer becoming unconditional, constitute the irrevocable appointment of the Receiving Agent as the Escrow Agent for the Current Tender Offer and an irrevocable instruction and authority to the Escrow Agent (i) subject to the Current Tender Offer becoming unconditional, to transfer to itself by means of CREST and then to transfer to the Company (or to such person or persons as the Company may direct) by means of CREST all of the Relevant Ordinary Shares (as defined below) in respect of which the Current Tender Offer is accepted (but not exceeding the number of Ordinary Shares which have been tendered pursuant to the Current Tender Offer); and (ii) if the Current Tender Offer does not become unconditional and lapses, or there are Ordinary Shares which have not been successfully tendered under the Current Tender Offer, to give instructions to Euroclear, as promptly as practicable after the lapsing of the Current Tender Offer, to transfer the Relevant Ordinary Shares to the original available balances from which those Ordinary Shares came. For the purposes of this paragraph 4(b)(iii), "Relevant Ordinary Shares" means Ordinary Shares in uncertificated form and in respect of which a transfer or transfers to escrow has or have been effected pursuant to the procedures described in this Part II;
- iv. such Shareholder will ratify and confirm each and every act or thing which may be done or effected by the Company or any of its directors, officers or any person nominated by the Company or the Receiving Agent in the proper exercise of its or his or her respective powers and/or authorities hereunder;
- v. it shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by the Company to be desirable, in each case to complete the purchase of the Ordinary Shares and/or to perfect any of the authorities expressed to be given hereunder;
- vi. if such Shareholder is an Overseas Shareholder, (a) it is not resident or located in any Restricted Territory or in any territory in which it is unlawful to make or accept the Current Tender Offer, (b) it has fully observed any applicable legal and regulatory requirements of the territory in which such Overseas Shareholder is resident or located and (c) the invitation under the Current Tender Offer may be made to such Overseas Shareholder under the laws of the relevant jurisdiction;
- vii. the creation of a CREST payment in favour of such Shareholder's payment bank in accordance with the CREST payment arrangements as referred to in paragraph 3 of this Part II will, to the extent of the obligations so created, discharge fully any obligation of the Company to pay to such Shareholder the cash consideration to which he is entitled under the Current Tender Offer;
- viii. the input of the TTE instruction constitutes such Shareholder's submission to the exclusive jurisdiction of the courts of England in relation to all matters arising out of or in connection with the Current Tender Offer;
- ix. if, for any reason, any Ordinary Shares in respect of which a TTE instruction has been made are, prior to the Closing Date, converted into certificated form, the tender through CREST in respect of such Ordinary Shares shall cease to be valid and the Shareholder will need to comply with the procedures for tendering Ordinary Shares in certificated form as set out in this Part II in respect of the Ordinary Shares so converted, if he wishes to make a valid tender of such Ordinary Shares pursuant to the Current Tender Offer; and
- x. if the appointment of an agent provision under paragraph 4(b)(iii) of this Part II shall be unenforceable or invalid or shall not operate so as to afford any director or officer of the Company or the Receiving Agent the benefit or authority expressed to be given therein,

the Shareholder shall with all practicable speed do all such acts and things and execute all such documents that may be required to enable the Company or the Receiving Agent to secure the full benefits of paragraph 4(b)(iii) of this Part III.

## **5. PURCHASE OF ORDINARY SHARES AND SETTLEMENT**

Unless the Current Tender Offer is terminated or is void, the outcome of the Current Tender Offer will be announced by no later than 8.00 a.m. on the business day following the Closing Date.

To the extent that the total aggregate consideration payable to an Eligible Shareholder under the Current Tender Offer would require that Eligible Shareholder to be paid a fraction of a cent, the amount of that consideration shall be rounded down to the nearest whole cent to the extent that such fraction is less than or equal to one quarter of a cent or rounded up to the nearest whole cent.

The payment of any consideration for Ordinary Shares pursuant to the Current Tender Offer will be made only after the relevant TTE instruction has settled (in the case of CREST transfers) or (as may be the case) timely receipt by the Receiving Agent of share certificate(s) and/or other documents of title, a properly completed and duly executed Tender Form and any other documents required by the Tender Form.

Delivery of cash for the Ordinary Shares to be purchased by the Company pursuant to the Current Tender Offer will be made by the Receiving Agent. The Receiving Agent will act as agent for tendering Shareholders for the purpose of receiving the cash and transmitting such cash to tendering Shareholders. Under no circumstances will interest be paid on the cash to be paid by the Company notwithstanding any delay in making such payment.

Settlement of the consideration to which any Eligible Shareholder is entitled pursuant to valid tenders accepted by the Company will be made as follows:

### **(a) Ordinary Shares in uncertificated form (that is, in CREST)**

Where an accepted tender relates to Ordinary Shares held by Shareholders in uncertificated form, the consideration will be paid in US Dollars through CREST by the Receiving Agent (on behalf of the Company) procuring the creation of an assured payment obligation on 11 December 2013 in favour of the payment banks of tendering Shareholders in accordance with the CREST assured payment arrangements.

The Company reserves the right to settle all or any part of the consideration referred to in this paragraph 5(a), for all or any tendering Shareholder(s), in the manner referred to in paragraph 5(b) below if, for any reason, it wishes to do so.

### **(b) Ordinary Shares in certificated form**

Where an accepted tender relates to Ordinary Shares held by Shareholders in certificated form, cheques for the consideration will be despatched on 11 December 2013 by the Receiving Agent (on behalf of the Company) by first class post, at the risk of registered holder(s). All payments will be made in US Dollars by cheque, drawn on a branch of a UK clearing bank at the risk of the person(s) entitled thereto.

## **6. ADDITIONAL PROVISIONS**

All powers of attorney and authorities conferred by or referred to in this Tender Offer Document or the Tender Form are given by way of security for the performance of the obligations of the Shareholders concerned and irrevocable in accordance with section 4 of the Powers of Attorney Act 1971.

## **7. FURTHER INFORMATION**

Your attention is drawn to the additional information set out in Parts III and IV of this Tender Offer Document.

## PART III – UK TAX CONSIDERATIONS

The following paragraphs are intended as a general summary of certain aspects of the United Kingdom tax treatment of the Current Tender Offer and do not constitute tax advice. They are based on current UK tax law and what is understood to be HM Revenue & Customs practice as at the date of this document. Shareholders should note that both law and practice are subject to change, possibly with retrospective effect.

Except where expressly provided otherwise, this summary relates only to Eligible Shareholders who are resident in the United Kingdom for tax purposes, who beneficially own their Ordinary Shares as investments and who did not acquire their Ordinary Shares by virtue of any office or employment.

The treatment described below may not be applicable to certain classes of Shareholder, including insurance companies, dealers in securities and collective investment schemes. In addition, the treatment described below may not be applicable in relation to arrangements entered into with a main purpose of obtaining a tax advantage or otherwise than for *bona fide* commercial reasons.

Shareholders who have any doubt as to their tax position or who are subject to tax in a jurisdiction other than the United Kingdom should consult an appropriate professional adviser.

### *Individual Shareholders*

An Eligible Shareholder who is an individual resident in the UK and who sells Ordinary Shares pursuant to the Current Tender Offer will be treated as disposing of those Ordinary Shares for the purposes of capital gains tax. Accordingly, such an Eligible Shareholder may, depending on his personal circumstances and subject to any available exemptions or reliefs, be liable to capital gains tax in respect of any gain arising on such sale, or may realise an allowable loss. For the purposes of calculating any gain or loss, the allowable acquisition cost for the Ordinary Shares must, to the extent not incurred in Sterling, be translated into Sterling using the exchange rate applying at the date of acquisition. Similarly, the disposal proceeds (the Tender Price received) must be translated into Sterling using the exchange rate applying at the date of disposal. This currency translation may affect whether there is a chargeable gain or allowable loss, or the amount of any such gain or loss.

### *Corporate Shareholders*

#### *General*

An Eligible Shareholder within the charge to corporation tax who sells Ordinary Shares pursuant to the Current Tender Offer will be treated as receiving a distribution from the Company to the extent that the proceeds received exceed the amount which is treated for tax purposes as capital attributable to the Ordinary Shares. The amount which is treated as attributable capital for these purposes is based on the subscription amounts received by the Company on issuing the Ordinary Shares. This generally includes any premium paid on subscription, except to the extent that there has been a subsequent capital reduction. In the case of the Company, Shareholders should note that the Company's share premium account was cancelled in December 2007 and that this constitutes such a capital reduction. Similarly, shares purchased pursuant to previous tender offers will have involved a capital reduction for these purposes. An Eligible Shareholder within the charge to corporation tax who sells Ordinary Shares pursuant to the Current Tender Offer will also be treated as disposing of those shares for the purposes of corporation tax on chargeable gains.

The tax treatment of the receipt of a distribution and of the making of a disposal for the purposes of corporation tax on chargeable gains are discussed in turn below.

#### *Distributions*

The tax treatment of an Eligible Shareholder which receives a distribution from the Company will depend on whether the Eligible Shareholder is a "small company" within the meaning of Section 931S Corporation Tax Act 2009. Broadly speaking, a company will be a "small company" for these purposes if it has fewer than 50 staff and either an annual turnover of less than Euro 10 million or a balance sheet total of less than Euro 10 million.

An Eligible Shareholder which is a “small company” will be subject to corporation tax on the amount of the distribution. The distribution will not be treated as exempt under Section 931B Corporation Tax Act 2009.

An Eligible Shareholder which is not a “small company” will be subject to corporation tax on the amount of the distribution unless the distribution is exempt. In this regard it should be noted that there are various anti-avoidance provisions which can apply to prevent distributions being treated as exempt. However, it is expected that any distributions from the Company arising as a result of the Current Tender Offer should generally be exempt.

*Disposals for the purposes of corporation tax on chargeable gains*

As noted above, an Eligible Shareholder who sells Ordinary Shares pursuant to the Current Tender Offer will be treated as making a disposal for the purposes of corporation tax on chargeable gains. Accordingly, such an Eligible Shareholder may, depending on its circumstances and subject to any available exemptions or reliefs, be liable to corporation tax in respect of any chargeable gain arising on such sale, or may realise an allowable loss.

The general rule is that, for the purposes of calculating any chargeable gain or allowable loss, the allowable acquisition cost for the Ordinary Shares must, to the extent not incurred in Sterling, be translated into Sterling using the exchange rate applying at the date of acquisition and, similarly, the disposal proceeds (the Tender Price received) must be translated into Sterling using the exchange rate applying at the date of disposal. However, special rules were introduced by the Finance Act 2013 for calculating chargeable gains or allowable losses arising from the disposal of shares or interests in shares by companies who have at any time had a designated currency other than Sterling. These rules are set out in section 9C Corporation Tax Act 2010. The currency translations required may affect whether there is chargeable gain or allowable loss, or the amount of any such gain or loss.

To the extent that, as described above, an Eligible Shareholder is treated as receiving a distribution from the Company which is subject to corporation tax (and not exempt), the amount of the distribution so charged will be excluded from the calculation of any gain arising on the disposal of the Ordinary Shares.

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

***Offshore Funds***

The Directors do not consider that the Company constitutes an “Offshore Fund” for the purposes of current UK tax legislation. If the Company were to be treated as an Offshore Fund, gains on disposals of Ordinary Shares may be taxable as income, rather than as capital gains.

***Overseas Shareholders***

Shareholders who not resident in the UK, and who are not only temporarily non-resident, will not normally be liable to UK taxation of chargeable gains, or subject to UK tax on distributions, in consequence of the sale of their Ordinary Shares pursuant to the Current Tender Offer, provided that they do not carry on a trade profession or vocation through a UK branch, agency or permanent establishment with which the Ordinary Shares are connected.

***Stamp Duty***

Eligible Shareholders will not be required to pay UK stamp duty or stamp duty reserve tax on the sale of their Ordinary Shares pursuant to the Current Tender Offer.



## PART IV – ADDITIONAL INFORMATION

### 1. Registered Office

The Company's registered office is Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB.

### 2. Directors

The names of the Directors of the Company and their respective positions are as follows:

Name	Position(s)
Paul Macdonald	Executive Chairman
Lawrence Albert Kearns	Executive Director
Graça Simbine Machel	Non-executive Director

### 3. Directors and other interests

- 3.1 As at 12 November 2013 (being the latest practicable date prior to the publication of this Tender Offer Document), the interests of the Directors and their immediate families and the interests of persons connected with such Directors in the share capital of the Company (all of which are beneficial unless otherwise stated) and the existence of which is known or could with reasonable diligence be ascertained by that Director were, and immediately following the Current Tender Offer (assuming the maximum number of Ordinary Shares are tendered pursuant to the Current Tender Offer and with each of the Directors not tendering any of their Ordinary Shares) will be as follows:

Director	Number of Ordinary Shares	Percentage of Share Capital	
		Before Tender Offer	After Current Tender Offer
Lawrence Kearns	100,000	0.10	0.13

- 3.2 Save as disclosed above, no Director nor, so far as is known to the relevant Director, any person connected within the meaning of section 252 of the United Kingdom Companies Act 2006 with a Director has any interest in the share capital of the Company or any of its subsidiaries.

### 4. Significant shareholdings

As at 12 November 2013 (being the latest practicable date prior to the publication of this Tender Offer Document) the Directors are aware of the following persons (other than Directors) who are or will be interested following the Current Tender Offer (assuming that the maximum number of Ordinary Shares are acquired pursuant to the Current Tender Offer and each of the Shareholders referred to below do not tender their Ordinary Shares), directly or indirectly, in three per cent. or more of the issued share capital of the Company:

Name	Number of Ordinary Shares	% of Issued Share Capital	
		Capital before the Current Tender Offer	after the Current Tender Offer
Qatar Investment Authority	34,782,266	33.95	45.87
PUG Investments Ltd	11,229,494	10.96	14.81

### 5. Share Price

The Current Tender Offer is being made in respect of up to 26,639,797 Ordinary Shares in issue on the Record Date at the Tender Price. The Tender Price represents a premium of approximately 40 per cent. over the middle market closing price (as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange) of US\$0.20 per Ordinary Share on 12 November 2013, being the latest practicable date before the publication of this Tender Offer Document.

## 6. The City Code and the Code Waiver

The terms of the proposal set out in this Tender Offer Document give rise to certain considerations under the City Code on Takeovers and Mergers (the “City Code”). As a company incorporated in the Isle of Man, and is admitted to trading on AIM, the Company is subject to the City Code and its Shareholders are therefore entitled to the protections afforded by the City Code. Brief details of the Panel on Takeovers and Mergers (the “Panel”), the City Code and the protection they afford are given below.

The purpose of the City Code is to supervise and regulate takeovers and other matters to which it applies. The City Code is issued and administered by the Panel. The Company is a company to which the Code applies and as such its Shareholders are therefore entitled to the protections afforded by the City Code.

Under Rule 9 of the City Code, where any person acquires, whether by a single transaction or a series of transactions over a period of time, an interest (as defined in the City Code) in shares which (taken together with shares in which persons acting in concert with him are interested) carry 30 per cent. or more of the voting rights of a company which is subject to the City Code, that person is normally required by the Panel to make a general offer, in cash, to all the remaining shareholders to acquire their shares.

Rule 9 of the City Code further provides that, *inter alia*, where any person who, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any such person acting in concert with him, acquires an interest in additional shares which increase his percentage of shares carrying voting rights, such person is normally required by the Panel to make a general offer to the remaining shareholders to acquire their shares.

An offer under Rule 9 must be made in cash and at the highest price paid by the person required to make the offer or any person acting in concert with him, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

Under the City Code, a concert party arises when persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control of that company. Under the City Code, control means an interest, or aggregate interests, in shares carrying 30 per cent. or more of the voting rights of a company, irrespective of whether the interest or interests gives *de facto* control.

Qatar Investment Authority (“QIA”) has an aggregate beneficial interest in the issued share capital of the Company of 33.95 per cent. Assuming QIA does not sell any Ordinary Shares pursuant to the Current Tender Offer or otherwise, following the Current Tender Offer (assuming all other Shareholders exercise their rights under the Current Tender Offer), the QIA aggregate beneficial interest in the Company would amount to 45.87 per cent.

Note 1 of Rule 37.1 of the City Code provides that where a person who comes to exceed the limits in Rule 9 in consequence of a company’s redemption or purchase of its own shares will not normally incur an obligation to make a mandatory offer unless that person is a director, or the relationship of the person with any one or more of the directors is such that the person is, or is presumed to be, acting in concert with any of the directors. A person who has appointed a representative to the board of the company, and investment managers of investment trusts, will be treated for these purposes as a director. However, there is no presumption that all the directors (or any two or more directors) are acting in concert solely by reason of a proposed redemption or purchase by the company of its own shares, or the decision to seek shareholders’ authority for any such redemption or purchase.

The Panel has confirmed that, pursuant to Note 1 of Rule 37.1 of the City Code, QIA would not ordinarily incur an obligation to make a mandatory offer should its beneficial interest in the Company increase as a result of the Current Tender Offer.

# PME AFRICAN INFRASTRUCTURE OPPORTUNITIES PLC

(Incorporated and registered in the Isle of Man under the Isle of Man Companies Acts 1931 to 2004  
with number 120060C)

## Notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of PME African Infrastructure Opportunities plc (the “**Company**”) will be held at the offices of Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB at 10.00 a.m. on 29 November 2013 for the following purpose:

To consider and, if thought fit, to pass the following resolution which will be proposed as an ordinary resolution:

1. THAT, in connection with the return of capital to shareholders of the Company through one or more tender offers in such amount and at such price as the Directors in their absolute discretion determine (“**Tender Offers**”) by the Company for shares in the Company of US\$0.01 each (“**Ordinary Shares**”) the Company be and is hereby authorised to make market purchases (within the meaning of Section 13 of the Isle of Man Companies Act 1992) of Ordinary Shares pursuant to the Tender Offers provided that:
  - (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 100 per cent. of the Ordinary Shares in issue at the time of the passing of this resolution;
  - (ii) the maximum price which may be paid for any Ordinary Share is the prevailing Net Asset Value per Ordinary Share and the minimum price which may be paid for any Ordinary Share is US\$0.01; and
  - (iii) this authority shall expire at the conclusion of the next annual general meeting of the Company or 18 months after the passing of this resolution (whichever is earlier).

Dated 13 November 2013

By order of the Board

Ian Dungate  
Assistant Secretary

*Registered Office:*  
Millennium House  
46 Athol Street  
Douglas  
Isle of Man IM1 1JB  
British Isles

### VOTING INSTRUCTIONS:

- 1 A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him/her; a proxy need not be a member of the Company. In the case of joint-holders, if more than one of such joint-holder is present, only the person whose name stands first in the Register of Members in respect of the relevant joint-holding will be entitled to vote, whether in person or by proxy.
- 2 A form of proxy accompanies this Notice. Completion and return of the form of proxy will not preclude a member from attending and voting at the Meeting, if he/she so wishes. In the event that a member who has lodged a form of proxy attends the Meeting, his/her form of proxy will be deemed to have been revoked.
- 3 In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, should be deposited at Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB, British Isles (Attention: Ian Dungate on Fax: +44 (0)1624 692 601) by no later than 48 hours before the time appointed for holding the meeting.
- 4 Please advise if you are attending the meeting in person by contacting Galileo Fund Services Limited, on the telephone number +44 (0)1624 692 600.

