

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you sell or otherwise transfer or have sold or otherwise transferred all of your Ordinary Shares you should send this document and the accompanying Form of Proxy (but not the personalised Dividend Election Form) as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However such documents should not be distributed, forwarded or transmitted into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction. If you sell or have sold or otherwise transferred only part of your holding, you should retain these documents.

Macau Property Opportunities Fund Limited

*(Incorporated and registered in Guernsey under the Companies (Guernsey) Law, 2008
(as amended) with registered number 44813)*

**RETURN OF US\$29 MILLION OF CASH TO SHAREHOLDERS
BY WAY OF A BONUS ISSUE OF ONE B SHARE FOR EACH ORDINARY SHARE
DISCONTINUATION VOTE
AMENDMENTS TO ARTICLES OF INCORPORATION
AMENDMENT OF MANAGEMENT AGREEMENT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Macau Property Opportunities Fund Limited set out in Part 1 of this document which contains the recommendation by the Directors to Shareholders to vote in favour of Resolutions 1, 3 and 4 and against Resolution 2 to be proposed at the Extraordinary General Meeting, notice of which is set out in Part 11 of this document. Shareholders should read the whole of this document and not rely just on the summarised information set out in the letter from the Chairman.

No application will be made to the UK Listing Authority or to the London Stock Exchange for any of the B Shares to be admitted to the Official List or to trading on the London Stock Exchange's main market for listed securities, nor will the B Shares be admitted to trading on any other recognised investment exchange.

None of the B Shares have been or will be registered under the US Securities Act or the state securities laws of the United States and none of them may be offered or sold in the United States unless pursuant to a transaction which has been registered under the US Securities Act and/or relevant state securities laws or which is not subject to the registration requirements of the US Securities Act or such laws, either because of an exemption therefrom or otherwise.

None of the B Shares or this document have been approved, disapproved or otherwise recommended by any US federal or state securities commission or other regulatory authority or any non-US securities commission or regulatory authority nor have any such authorities confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Notice of an Extraordinary General Meeting of Macau Property Opportunities Fund Limited to be held at Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY at 11.00 a.m. on 7 April 2014 is set out at the end of this document. **The Form of Proxy for use at the Extraordinary General Meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out thereon as soon as possible but in any event so as to reach Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, not later than 11.00 a.m. on 3 April 2014.** Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting, should they so wish.

A summary of the actions to be taken by Shareholders is set out on page 11 of this document and in the accompanying notice of the Extraordinary General Meeting.

THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITY, NOR SHALL THERE BE ANY SALE, ISSUANCE OR TRANSFER OF THE SECURITIES REFERRED TO IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW.

The attention of non-UK Shareholders is drawn to paragraph 7 of Part 2 of this document.

Contents

| | <i>Page</i> |
|--|-------------|
| IMPORTANT NOTICES | 3 |
| FORWARD LOOKING STATEMENTS | 3 |
| EXPECTED TIMETABLE OF PRINCIPAL EVENTS | 4 |
| EXCHANGE RATES | 4 |
| PART 1 LETTER FROM THE CHAIRMAN MACAU PROPERTY OPPORTUNITIES FUND LIMITED | 5 |
| PART 2 DETAILS OF THE RETURN OF CASH | 13 |
| PART 3 RIGHTS AND RESTRICTIONS ATTACHED TO THE B SHARES | 18 |
| PART 4 RIGHTS AND RESTRICTIONS ATTACHED TO THE DEFERRED SHARES | 21 |
| PART 5 UNITED KINGDOM TAXATION IN RELATION TO THE RETURN OF CASH | 23 |
| PART 6 MAKING YOUR ELECTION | 26 |
| PART 7 AMENDMENTS TO ARTICLES OF INCORPORATION | 30 |
| PART 8 AMENDMENTS TO MANAGEMENT AGREEMENT | 31 |
| PART 9 ADDITIONAL INFORMATION | 33 |
| PART 10 DEFINITIONS | 35 |
| PART 11 NOTICE OF EXTRAORDINARY GENERAL MEETING | 39 |

Your attention is drawn to the Definitions in Part 10 which apply throughout this document, the Form of Proxy, the Attendance Card and the Dividend Election Form unless the context requires otherwise.

IMPORTANT NOTICES

Shareholders should not treat the contents of this document as advice relating to legal, taxation, investment or any other matters. Shareholders should inform themselves as to: (a) the legal requirements within their own countries for the holding, transfer or other disposal of B Shares; (b) any foreign exchange restrictions applicable to the holding, transfer or other disposal of B Shares which they might encounter; and (c) the income and other tax consequences which may apply in their own countries as a result of the holding, transfer or other disposal of B Shares. Shareholders must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

Statements made in this document are based on the law and practice currently in force in Guernsey and England and Wales and are subject to changes therein.

FORWARD LOOKING STATEMENTS

This document contains forward looking statements including, without limitation, statements containing the words “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or similar expressions. Such forward-looking statements involve unknown risks, uncertainties and other factors which may cause the actual results, performance or achievement of the Company, or industry results, to be materially different from future results, performance or achievements expressed or implied by such forward looking statements.

Given these uncertainties, Shareholders are cautioned not to place any undue reliance on such forward looking statements. These forward looking statements apply only as at the date of this document. Subject to its legal and regulatory obligations, the Company expressly disclaims any obligations to update or revise any forward looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based unless required to do so by law or any appropriate regulatory authority.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| <i>General</i> | <i>2014</i> |
|---|-----------------------|
| Latest time and date for receipt of Form of Proxy for Extraordinary General Meeting | 11.00 a.m. on 3 April |
| Extraordinary General Meeting | 11.00 a.m. on 7 April |
| Announcement of the Relevant Exchange Rate | 7 April |
| Latest time for receipt of Dividend Election Forms from certificated Shareholders and TTE Instructions from CREST holders in relation to the B Share Alternatives | 1.00 p.m. on 14 April |
| Ordinary Share Record Date for participation in the Return of Cash | 5.00 p.m. on 14 April |
| B Shares issued | 15 April |
| Alternative 1: (B Share Redemption) | |
| B Share Redemption Date | 22 April |
| Dispatch of cheques or CREST accounts credited (as appropriate) in respect of B Shares redeemed on the B Share Redemption Date | 29 April |
| Alternative 2: (B Share Dividend) | |
| B Share Dividend Date | 22 April |
| B Shares in respect of which the B Share Dividend is payable convert into Deferred Shares | 22 April |
| Dispatch of cheques or CREST accounts credited (as appropriate) in respect of the B Share Dividend | 29 April |
| Automatic redemption of Deferred Shares | 30 April |

Notes:

1. References to times in this document are to London time. All dates and times are subject to change. If any of the above dates and times should change, the revised dates and/or times will be notified to Shareholders by an announcement on a Regulatory Information Service.
2. All events following the Extraordinary General Meeting are conditional upon approval by Shareholders of Resolution 1.
3. Share certificates will not be issued in respect of, and CREST accounts will not be credited with, B Shares or Deferred Shares.

EXCHANGE RATES

Sterling amounts in this document have been converted from US Dollars into Sterling using the Illustrative Exchange Rate, being £1 = US\$1.6618. All Sterling amounts in this document are provided for illustrative purposes only. The Sterling value of the B Share Dividend and B Share Redemption Sum will be calculated using the Relevant Exchange Rate, being the Bloomberg Cross Rate prevailing as at the close of business on 4 April 2014. The Relevant Exchange Rate will be notified to Shareholders via an announcement through a Regulatory Information Service on or around 7 April 2014.

PART 1

LETTER FROM THE CHAIRMAN

MACAU PROPERTY OPPORTUNITIES FUND LIMITED

*(Incorporated and registered in Guernsey under the Companies (Guernsey) Law, 2008
(as amended) with registered number 44813)*

Directors:

David Hinde (Chairman)
Thomas Ashworth
Alan Clifton
Chris Russell
Wilfred Woo

Registered office:

Heritage Hall
Le Marchant Street
St. Peter Port
Guernsey
GY1 4HY

13 March 2014

Dear Shareholder

Proposed Return of Cash to Shareholders, Discontinuation Vote, Amendment to Articles of Incorporation, Amendment of Management Agreement and Notice of Extraordinary General Meeting

1 Introduction

As was announced on 28 February 2014, the Board is proposing to return US\$29 million of cash to Shareholders (approximately equivalent to 21 pence per Ordinary Share based on the Illustrative Exchange Rate). The background to and reasons for the Return of Cash are detailed in paragraph 2 below.

Also as announced, the Board will propose a discontinuation vote at the Extraordinary General Meeting. If Shareholders vote against discontinuation, and approve the associated amendment to the Company's Articles of Incorporation, the next opportunity for Shareholders to vote on the Company's future will be no later than 31 December 2016.

Finally, in light of the other Proposals set out above, the Board and the Manager have agreed a number of amendments to the Management Agreement. The main consequences of the amendments will be to remove the "super-performance fee" and to amend the notice period required to terminate the Management Agreement. As the amendments to the Management Agreement constitute a related party transaction, the amendments are subject to Shareholder approval at the Extraordinary General Meeting.

The purpose of this document is to provide you with information relating to the Proposals and to explain the reasons for each of them and why the Board considers them to be in the best interests of the Company and Shareholders as a whole.

Each of the Proposals requires the approval of Shareholders which will be sought at an Extraordinary General Meeting to be held on 7 April 2014. Notice of the Extraordinary General Meeting is set out in Part 11 of this document.

2 The Return of Cash

2.1 Background to and reasons for the Return of Cash

The proposed return of cash of US\$29 million represents the net profit after post-closing reconciliation generated from the sale of the Company's logistics properties in Zhuhai for approximately US\$65 million, which was completed on 21 February 2014. The Return of Cash equates to approximately 8.4 per cent. of the Company's market capitalisation as at 11 March 2014, the latest practicable date prior to the publication of this document.

2.2 Summary of the proposals

The Board is mindful of the fact that it has a range of institutional, corporate and individual Shareholders and, as such, proposes a flexible mechanism by which the net profit received from the sale of the Zhuhai properties is returned. Having considered the available options, the Board is proposing that the Return of Cash is effected via a B Share Scheme under which Shareholders will receive a bonus issue of a newly created class of shares, B Shares, pro rata to their holding of Ordinary Shares; cash will then be returned to Shareholders through a redemption of the B Shares, the payment of a dividend in respect of the B Shares or a combination of both (and whereby the nominal capital paid up or credited as paid up on such B Shares will be returned to Shareholders).

This method of return has been chosen as it allows Shareholders (save for certain Overseas Shareholders) to be treated equally on a pro rata basis, and gives each Shareholder (save for certain Overseas Shareholders) the choice of the form in which they wish to receive the monies paid out by the Company pursuant to the Return of Cash. Whichever alternative is chosen, the Return of Cash will total US\$29 million and, based upon the number of Ordinary Shares in issue as at 11 March 2014 and on the Illustrative Exchange Rate, will amount to approximately 21 pence per Ordinary Share.

The final Sterling amount of the Return of Cash will be calculated on 4 April 2014 and will be equal to US\$29 million converted into Sterling based on the Bloomberg Cross Rate as at the close of business on that date. This sum will be divided by the number of B Shares in issue to give the B Share Dividend and B Share Redemption Sum.

2.3 Return of Cash

(a) B Shares

Under the Return of Cash, Shareholders will receive:

One B Share for each Ordinary Share held on the Ordinary Share Record Date.

At the closing middle-market price of 250.5 pence per Ordinary Share on 11 March 2014 (being the latest practicable date prior to the publication of this document), the proposed Return of Cash to Shareholders represents approximately 8.4 per cent. of the Company's market capitalisation at that date.

The choices available to Shareholders are summarised in paragraph 2.3(b) below and the main features of the B Shares are set out in Parts 2, 3 and 4 of this document.

(b) The B Share Alternatives

Under the Return of Cash, Shareholders (other than certain Overseas Shareholders) will have the choice of the following alternatives in relation to the B Shares that they will receive following the Ordinary Share Record Date. **Shareholders should read Part 5 'United Kingdom Taxation in relation to the Return of Cash' since the two alternatives will have different UK tax consequences.**

Shareholders who are in any doubt as to their tax position should consult an appropriate professional adviser.

Unless you are a US Holder (and subject to paragraph 7 of Part 2 of this document in relation to Overseas Shareholders) you may choose:

Alternative 1: (B Share Redemption); or

Alternative 2: (B Share Dividend); or

any combination of these alternatives in respect of your B Shares.

US Holders are only entitled to receive Alternative 2: (B Share Dividend).

IF YOU WISH TO CHOOSE ALTERNATIVE 1: (B SHARE REDEMPTION) IN RESPECT OF ALL OF YOUR B SHARES YOU DO NOT NEED TO TAKE ANY FURTHER ACTION AND YOU DO NOT NEED TO COMPLETE AND RETURN A DIVIDEND ELECTION FORM.

Unless a Shareholder (other than certain Overseas Shareholders) returns a Dividend Election Form (or, in the case of an uncertificated Shareholder, submits a TTE Instruction) in respect of some or all of his holding of B Shares, such Shareholder will be deemed (unless the Company determines otherwise) to have elected for the B Share Redemption alternative in respect of his entire holding of B Shares.

Alternative 1: (B Share Redemption)

If you choose this alternative (or are deemed to have chosen this alternative) in respect of some or all of your B Shares, you will have those B Shares redeemed by the Company on the B Share Redemption Date at a price per B Share equal to the B Share Redemption Sum, free of all dealing expenses and commissions.

It is expected that the proceeds from this redemption will be treated as capital for United Kingdom tax purposes.

It is also expected that Shareholders who choose this alternative will have their cheques dispatched or CREST accounts credited (as appropriate) on 29 April 2014.

If you wish to choose Alternative 1: (B Share Redemption) in respect of ALL of your B Shares you do not need to take any further action and you do not need to complete and return a Dividend Election Form or send a TTE Instruction in CREST if you are an Uncertificated Shareholder.

Alternative 2: (B Share Dividend)

If you choose this alternative (or are deemed to have chosen this alternative) in respect of some or all of your B Shares, you will receive the B Share Dividend in respect of each of those B Shares. It is expected that this will become payable on 29 April 2014, following which those B Shares will be automatically converted into Deferred Shares and then redeemed by the Company on 30 April 2014 (or such other date as the Directors may determine). The Deferred Shares will not be listed and will carry extremely limited rights as Shareholders will have already received a cash pay-out in relation to those shares. Further details of the rights and restrictions attaching to the Deferred Shares are set out in Part 4 of this document.

It is expected that the B Share Dividend will be treated as income for United Kingdom tax purposes.

It is also expected that Shareholders who choose this alternative will have their cheques dispatched or CREST accounts credited (as appropriate) on 29 April 2014.

US Holders are only entitled to receive Alternative 2: (B Share Dividend).

If you wish to choose Alternative 2: (B Share Dividend) in respect of some or all of your B Shares you need to complete and return a valid Dividend Election Form for certificated Shareholders or submit a valid TTE Instruction in CREST for uncertificated Shareholders.

Unless you are a US Holder you may elect to receive any one of, or a combination of, the B Share Alternatives. Alternative 1: (B Share Redemption) is not available to US Holders, who are only entitled to receive Alternative 2: (B Share Dividend).

Further information on each of the B Share Alternatives is set out in Part 2 of this document.

The rights and restrictions attached to the B Shares and the Deferred Shares are set out in Part 3 and Part 4 respectively of this document.

(c) Dividend Election Form/TTE Instruction

Shareholders who wish to receive Alternative 2: (B Share Dividend) in respect of some or all of their B Shares should complete and return a Dividend Election Form or submit a TTE Instruction, as appropriate.

Details of how to complete and return your Dividend Election Form if you are a certificated Shareholder and details of how to submit your TTE Instruction if you are an uncertificated Shareholder are set out in Part 6 of this document. Properly completed and returned Dividend Election Forms and properly submitted TTE Instructions will not become effective until 1.00 p.m. on 14 April 2014. If Resolution 1 is not passed at the Extraordinary General Meeting, the Return of Cash will not proceed and any Dividend Election Forms or TTE Instructions received by Capita Asset Services will lapse and shall have no effect. Resolution 1 is a special resolution and therefore requires 75 per cent of the votes cast to be in favour for it to be passed.

(d) Key dates

A detailed expected timetable in respect of the B Share Scheme and the Extraordinary General Meeting is set out on page 4 of this document.

3 Discontinuation Vote Proposals

3.1 Background to and reasons for the Discontinuation Vote Proposals

The Company's Articles of Incorporation require that an extraordinary resolution is proposed that the Company ceases to continue as presently constituted at the annual general meeting of the Company to be held following the eighth anniversary of the Company's incorporation and every fifth year thereafter. A Discontinuation Vote is therefore required to be held at the annual general meeting later this year.

Over the past few months, the Board has considered this issue comprehensively, taking into account feedback from our investors and the Company's ongoing commitment to maximising Shareholder value. Following this consideration and consultation, the Board has decided to bring forward the Discontinuation Vote so that it will be proposed at the Extraordinary General Meeting on 7 April 2014.

Against the backdrop of rising capital values in Macau property and continuing favourable economic conditions, the Board sees corresponding upside potential for the Company's portfolio. Accordingly, the Board, having consulted with the Manager, considers that the best path to maximise Shareholder value is to undertake a natural realisation of the property portfolio, rather than undertake a forced realisation of the Company's assets at potentially lower valuations in the event the life of the Company was not extended beyond 2014. If the Discontinuation Vote is passed, the Board considers there is a risk that the value obtained by Shareholders will be lower than if the Discontinuation Vote is not passed. Accordingly, the Directors recommend that Shareholders vote **AGAINST** Resolution 2.

If, however, Resolution 2 is passed, the Directors are required to formulate proposals to be put to the Shareholders to reorganise, unitise, reconstruct or wind up the Company.

If the Company continues, the Board intends to ensure that:

- not less than 50 per cent of any future net profits from asset sales will be distributed to Shareholders; and
- further acquisitions will only be considered if exceptional shorter term opportunities present themselves.

In addition to the Discontinuation Vote, Shareholders are being asked to vote on another Resolution, Resolution 3, which (if passed) would amend the Company's Articles of Incorporation so that the next Discontinuation Vote would take place no later than 31 December 2016. This will provide the Company and the Manager with a period of over two and half years to continue the realisation of the Company's assets, which the Board and Manager consider is a realistic time horizon to allow the maximisation of the value of the Company's portfolio during a period in which Macau's property market is expected to continue its growth.

3.2 *Mechanics of the Discontinuation Vote*

In accordance with the Articles of Incorporation, the Discontinuation Vote will be proposed as an extraordinary resolution (Resolution 2) that the Company ceases to continue as currently constituted. This means that Shareholders wishing the Company to continue should vote **AGAINST** Resolution 2. As an extraordinary resolution, Resolution 2 requires 75 per cent of the votes cast to be in favour for it to be passed.

The Directors consider the continuation of the Company as currently constituted to be in the best interests of the Company and its Shareholders and recommend that Shareholders vote **AGAINST** Resolution 2, as they intend to do in respect of their own beneficial shareholdings.

3.3 *Amendment of the Articles of Incorporation*

As a separate resolution, and conditional on the rejection of the Discontinuation Vote, we are proposing to amend the Articles of Incorporation so that the next Discontinuation Vote must be held no later than 31 December 2016. This is intended to provide Shareholders with comfort that they will be given another opportunity to consider the future of the Company within a reasonable period, as well as giving the Manager sufficient time to maximise the value of the Company's property portfolio and effect further realisations. If Resolution 3 is passed the Discontinuation Vote to be proposed no later than 31 December 2016 will be an extraordinary resolution, requiring a majority of 75 per cent of those voting in favour for it to be passed.

The resolution to amend the Articles (Resolution 3) is a special resolution, requiring a 75 per cent majority of votes cast to be in favour, and the full text of the proposed amendments is set out in Part 7 of this document.

4 **Amendment of the Management Agreement**

In conjunction with the proposals regarding the Discontinuation Vote, the Board has been considering the terms of the Management Agreement to ensure that they remain appropriate at this stage of the Company's development. As a result, the Company has agreed with the Manager that, subject to Shareholder approval, the following amendments will be made to the Management Agreement:

- the "super-performance fee", which provided for the Manager to receive a performance fee, in addition to the basic performance fee, of an additional 15 per cent of gains over the hurdle rate that exceeded 25 per cent per annum (on a compounding basis), will be removed. The basic performance fee, which provides a fee of 20 per cent of all gains in excess of the basic hurdle rate of 10 per cent per annum (on a compounding basis) will remain; and
- conditional on the rejection of the Discontinuation Vote at the Extraordinary General Meeting, the Management Agreement will no longer be able to be terminated by either the Company or the Manager without cause until the date of the next Discontinuation Vote, which, if Resolution 3 is passed, will be no later than 31 December 2016. The existing provisions allowing both the Company and the Manager to terminate the Management Agreement without cause on giving not less than 12 months' written notice to the other will be removed.

The Directors believe that the super-performance fee should be removed given that the Manager is already appropriately incentivised by the basic performance fee. Also, given the low likelihood of the Manager achieving the super-performance fee the Directors believe that its removal from the incentivisation structure of the Manager will provide greater clarity to investors on the fee entitlement of the Manager going forward.

The Directors also believe that the Company will benefit from ensuring that the Manager is contracted to continue to manage the Company's portfolio until the date of the next Discontinuation Vote. The Manager has been in place since the Company's launch and the Directors believe that securing its services until December 2016 is in the best interests of the Company and Shareholders. As a result, the Company and the Manager have agreed that the provisions allowing the Management Agreement to be terminated without cause on 12 months' notice will be removed and the Company will have the opportunity to terminate the Management Agreement without cause at the time of the Discontinuation Vote in 2016.

Under the Listing Rules, the amendment of the Management Agreement constitutes a related party transaction. It therefore requires the approval of Shareholders, by ordinary resolution, with the Manager and its related parties abstaining from the vote. Resolution 4, to be proposed at the Extraordinary General Meeting, will, if passed, approve the amendments to the Management Agreement described above.

If Resolution 4 is passed, the amendment regarding the notice period and the removal of the "super-performance fee" will take effect immediately, and the full text of the proposed amendments is set out in Part 8 of this document.

5 Extraordinary General Meeting

Your approval is being sought for each of the Proposals.

Notice of an Extraordinary General Meeting which has been convened for 11.00 a.m. on 7 April 2014 for this purpose is set out in Part 11 of this document. A Form of Proxy to be used in connection with the Extraordinary General Meeting is enclosed with this document.

6 Summary explanation of the Resolutions to be put to the Extraordinary General Meeting

6.1 Resolution 1: Approval of the Return of Cash

The Return of Cash is conditional upon Resolution 1 being passed. Resolution 1 is a special resolution and will be passed if at least 75 per cent of the votes cast are in favour.

The Resolution (which is set out in the Notice of Extraordinary General Meeting) sets out the formal mechanics and the amendments to the Articles of Incorporation which are required to implement the Return of Cash. This authority will expire at the conclusion of the Company's annual general meeting to be held later this year. The Resolution proposes to:

- (a) amend the Articles of Incorporation in order to incorporate the terms of the B Shares (as set out in Part 3 of this document) and the Deferred Shares (as set out in Part 4 of this document);
- (b) increase the share capital of the Company by US\$827,400 from US\$3,000,000 to US\$3,827,400 (an increase of 27.6 per cent.) by the creation of 82,740,000 B Shares; and
- (c) authorise the Directors to:
 - (i) capitalise a sum not exceeding US\$827,400 standing to the credit of the Company's distributable reserve (which consists of share premium) to pay up in full the B Shares;
 - (ii) issue up to 82,740,000 B Shares to Shareholders on the basis of one B Share for each Ordinary Share held on the Ordinary Share Record Date; and
 - (iii) carry out any other act necessary in relation to the Return of Cash.

The authority granted to the Directors will be used in order to implement the Return of Cash and will expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in November 2014 and 15 months from the date of the passing of Resolution 1.

If Resolution 1 is not passed at the Extraordinary General Meeting, the Return of Cash will not proceed and any Dividend Election Forms or TTE Instructions received by Capita Asset Services will lapse and shall have no effect.

6.2 Resolution 2: Discontinuation Vote

Resolution 2 is an extraordinary resolution that the Company cease to continue as presently constituted and will be passed if at least 75 per cent of the votes cast are in favour. If Resolution 2 is passed the Directors will be required to formulate proposals to put to Shareholders to wind-up or reconstruct the Company within four months.

As set out in paragraph 3 above, the Directors strongly believe that the continuation of the Company is in the best interests of Shareholders and therefore recommend that you vote **AGAINST** Resolution 2.

6.3 *Resolution 3: Approval of amendments to the Articles of Incorporation*

Resolution 3 is a special resolution to amend the Articles of Incorporation so that the next Discontinuation Vote must be held no later than 31 December 2016 and will be passed if 75 per cent of the votes cast are in favour.

6.4 *Resolution 4: Approval of amendments to the Management Agreement*

Resolution 4 is an ordinary resolution to approve the proposed amendments to the Management Agreement and will be passed if a simple majority of the votes cast are in favour. As Resolution 4 pertains to a related party transaction with the Manager, the Manager and its associates are prohibited from voting. Thomas Ashworth, as a shareholder in and director of the Manager, did not take part in the Board's consideration of this matter.

7 Irrevocable undertaking

Sniper Investments Limited, which is an associate of the Manager, has provided an irrevocable undertaking that it will vote in favour of Resolutions 1 and 3, against Resolution 2 and, in accordance with the Listing Rules, will refrain from voting on Resolution 4. Sniper Investments Limited holds 11.24 per cent of the Company's issued share capital as at the date of this document.

8 Further information

Your attention is drawn to the remaining parts of this document which contain further information on the Company and the Proposals.

9 United Kingdom taxation in relation to the Return of Cash

The attention of Shareholders is drawn to the summary of United Kingdom tax matters set out in Part 5 of this document.

Shareholders who are resident in the UK (for tax purposes) should note that a tax liability may arise in respect of the redemption proceeds and/or dividend which may be received under the Return of Cash depending upon their individual circumstances. **All Shareholders, and in particular those who are in any doubt about their tax position or who are resident or otherwise subject to tax in a jurisdiction outside the UK, should consult their own professional advisers.**

10 Overseas Shareholders

The attention of those Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of other countries is drawn to the information set out in paragraph 7 of Part 2 of this document.

Shareholders should note that the Company has not applied for any tax clearances with respect to the Return of Cash in the UK or in any other jurisdiction.

11 Action to be taken

A Form of Proxy for use at the Extraordinary General Meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the Form of Proxy to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, as soon as possible **but in any event so as to be received no later than 11.00 a.m. on 3 April 2014.**

Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting, should they so wish.

Your attention is drawn to Part 6 of this document which contains instructions on the completion and return of your Dividend Election Form if you hold your Ordinary Shares in certificated form and the submission of your TTE Instruction if you hold your Ordinary Shares in uncertificated form (that is in CREST).

12 Recommendation

The Board considers the Proposals to be considered at the Extraordinary General Meeting to be in the best interests of Shareholders as a whole. In addition, the Board (excluding for this purpose Thomas Ashworth), which has been so advised by Liberum Securities Limited, considers the proposed changes to the Management Agreement, to be fair and reasonable so far as Shareholders are concerned.

Accordingly the Board unanimously recommends (with the exception of Thomas Ashworth in respect of Resolution 4, in respect of which he is interested) that:

- you vote **IN FAVOUR** of Resolutions 1, 3 and 4; and
- you vote **AGAINST** Resolution 2,

to be proposed at the Extraordinary General Meeting, as the Directors also intend to do so in respect of their own beneficial holdings amounting to 9,712,418 Ordinary Shares in aggregate, representing approximately 11.74 per cent. of the current voting share capital of the Company (excluding Thomas Ashworth in respect of Resolution 4, in respect of which he and his associates are prohibited from voting).

Yours faithfully,

David Hinde
Chairman

PART 2

DETAILS OF THE RETURN OF CASH

1 Conditions to the implementation of the Return of Cash

The Return of Cash is conditional on the approval by Shareholders of Resolution 1 to be proposed at the Extraordinary General Meeting. If this condition is not satisfied by 5.00 p.m. on 7 April 2014 or such later time and/or date as the Directors may determine, the Return of Cash will not take effect and any Dividend Election Forms or CREST TTE Instructions received by Capita Asset Services will lapse.

You are encouraged to vote on the Return of Cash by completing and returning your Form of Proxy for the Extraordinary General Meeting to Capita Asset Services as no B Shares will be created and issued and the Return of Cash will not take effect unless Resolution 1 to be considered at the Extraordinary General Meeting is passed.

2 Allotment of B Shares

It is proposed to capitalise a sum not exceeding US\$827,400 standing to the credit of the Company's distributable reserve which will be applied in paying up in full up to 82,740,000 B Shares, all of which B Shares will be allotted to Shareholders pursuant to the Return of Cash on the basis of one B Share for each Ordinary Share held at the Ordinary Share Record Date.

The B Shares will have limited voting rights as more fully set out in Part 3 of this document.

No share certificates will be issued for any B Shares and CREST accounts will not be credited in respect of any B Shares.

The B Shares will neither be admitted to the Official List nor to trading on the London Stock Exchange's main market for listed securities nor will the B Shares be admitted to trading on any other recognised investment exchange.

Shareholders (save for certain Overseas Shareholders) may choose Alternative 1: (B Share Redemption) or Alternative 2: (B Share Dividend) or any combination of these alternatives in respect of their B Shares.

3 Redemption

Shareholders (other than certain Overseas Shareholders) may elect to have all or some of their B Shares held following the Ordinary Share Record Date redeemed under the B Share Redemption. Elections will not become effective until the end of the Election Period.

Any B Shares redeemed by the Company by way of the B Share Redemption will be cancelled and will not be reissued.

Under the B Share Redemption, Shareholders may elect to have all or some of their B Shares held following the Ordinary Share Record Date redeemed by the Company, on the B Share Redemption Date, for the B Share Redemption Sum per B Share, free of all dealing expenses and commissions.

To elect for the B Share Redemption in respect of some or all of your B Shares you should follow the instructions in Part 6 of this document.

Shareholders should read carefully Part 5 'United Kingdom taxation in relation to the Return of Cash' of this document and, if they are in any doubt about their own tax position, consult their own professional tax adviser, before deciding whether to choose the B Share Redemption.

It is expected that Shareholders whose B Shares are redeemed on the B Share Redemption Date will be sent cheques or have their CREST accounts credited with the proceeds in Sterling, as appropriate, in respect of such redemption on 29 April 2014 (or such other date as the Directors may determine).

4 Dividend

Shareholders may elect to receive the B Share Dividend in respect of all or some of their B Shares (Alternative 2: (B Share Dividend)).

It is expected that the B Share Dividend will become payable on 29 April 2014.

To receive the B Share Dividend in respect of some or all of your B Shares you should follow the instructions in Part 6 of this document.

Following payment of the B Share Dividend, those B Shares on which the B Share Dividend has been paid will be converted into Deferred Shares, with the Shareholder receiving one Deferred Share for each such B Share. The Deferred Shares will not be listed and will carry extremely limited rights as more fully described in Part 4 of this document. Shareholders will not receive a share certificate in respect of the Deferred Shares, nor will CREST accounts be credited.

The Company may redeem all Deferred Shares then in issue at any time for an aggregate consideration of £0.01. It is currently expected that all Deferred Shares will be automatically redeemed by the Company on 30 April 2014 although there can be no guarantee that it will do so. In view of its negligible amount, entitlement to any of the aggregate consideration of £0.01 will not be sent to individual Shareholders.

Shareholders should carefully read Part 5 'United Kingdom taxation in relation to the Return of Cash' of this document before deciding whether to elect for the B Share Dividend.

It is expected that Shareholders receiving the B Share Dividend will be sent cheques or have their CREST accounts credited (as appropriate) in Sterling in respect of such B Share Dividend on 29 April 2014 (or such other date as the Directors may determine). No share certificates will be issued in respect of the B Shares or the Deferred Shares and CREST accounts will not be credited in respect of the B Shares or the Deferred Shares.

If you are a US Holder you will only be entitled to receive Alternative 2: (B Share Dividend). US Holders do not need to make an election and will not receive any Dividend Election Forms or need to submit a valid TTE Instruction in CREST.

5 Additional terms of the B Share Alternatives

The following terms will apply to each of the B Share Alternatives:

- 5.1 the Dividend Election Form, any TTE Instruction of a Shareholder electing through CREST and all resulting contracts will be governed by, and construed in accordance with, English law. Valid execution by, or on behalf of, a Shareholder of a Dividend Election Form, or any TTE Instruction submitted by a Shareholder electing through CREST, constitutes their submission, in relation to all matters arising out of or in connection with such form, to the exclusive jurisdiction of the English courts;
- 5.2 no authority conferred by, or agreed to by, execution of the Dividend Election Form or any TTE Instruction submitted by a Shareholder electing through CREST shall be affected by, and all such authority shall survive, the death or incapacity of the Shareholder executing such form. All obligations of such Shareholder shall be binding upon the heirs, executors, personal representatives, successors and assigns of such Shareholder; and
- 5.3 upon valid execution of a Dividend Election Form or the giving of a TTE Instruction electing to participate in the B Share Redemption, the Shareholder represents and warrants that such Shareholder does not have its registered office in the United States and/or is not a resident, citizen or national of the United States and/or, in respect of the B Shares to which that election to participate relates, is not a trustee, custodian or nominee holding Ordinary Shares or B Shares on behalf of any such person.

6 Withdrawal rights

Shareholders should note that any election relating to the B Share Alternatives may be withdrawn by the relevant Shareholder(s) at any time prior to the end of the Election Period. If an election is validly withdrawn, the relevant Shareholder(s) may make a new election during the Election Period, but if a valid election is not made by the end of the Election Period, the relevant Shareholder(s) (other than certain Overseas Shareholders, who may (at the Directors' discretion) be deemed to have elected for the B Share Dividend) will be deemed to have elected for the B Share Redemption in respect of all their B Shares. After the end of the Election Period, all valid elections will be irrevocable. If the Election Period is extended, withdrawal rights will be correspondingly extended.

For a withdrawal of any election to be effective, written notice of withdrawal signed by the person(s) who signed the relevant Dividend Election Form or the Shareholders who gave the relevant TTE Instruction must:

- 6.1 specify the name(s) and address(es) of the person(s) who is/are tendering the election to be withdrawn, the account number (which, for Shareholders who hold their Ordinary Shares in certificated form, appears on the front page of the relevant Dividend Election Form) and the exact number of the B Shares to be withdrawn;
- 6.2 in the case of certificated Shareholders, be received either by post or (during normal business hours only) by hand at Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to withdraw@capita.co.uk by 1.00 p.m. on 14 April 2014; and
- 6.3 in the case of an election originally made by a TTE Instruction, be accompanied by a valid ESA Message given by the person(s) who gave the relevant TTE Instruction and be received by Capita Asset Services at least two hours before the end of the Election Period (expected to be 1.00 p.m. on 14 April 2014).

Withdrawals may not be rescinded after the end of the Election Period and any re-elections in respect of B Shares that are received by Capita Asset Services after the end of the Election Period will be deemed invalid for the purposes of the B Share Alternatives.

The Company will determine all questions as to the form and validity (including time of receipt) of any notice of withdrawal, in its absolute discretion, which determination shall be final and binding. The Company also reserves the absolute right to waive any defect or irregularity in the withdrawal of an election in respect of B Shares by any Shareholder, and such determination will be binding on such Shareholder. None of the Company, Capita Asset Services or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal or incur any liability for failure to give any such notification.

7 Non-United Kingdom Shareholders

Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of other countries should consult their professional advisers to ascertain whether the Return of Cash will be subject to any restrictions or require compliance with any formalities imposed by the laws or regulations of, or any body or authority located in, the jurisdiction in which they are resident or to which they are subject. In particular, it is the responsibility of any Shareholder not resident in the United Kingdom or a citizen, resident or national of another country wishing to receive the B Share Dividend or have B Shares redeemed or otherwise dispose of any shares in the Company to satisfy himself as to full observance of the laws of each relevant jurisdiction in connection with the Return of Cash, including the obtaining of any government, exchange control or other consents which may be required, or the compliance with other necessary formalities needing to be observed and the payment of any issue, transfer or other taxes or duties in such jurisdiction.

The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Neither this document nor any other document issued or to be issued by or on behalf of the Company in connection with the Return of Cash constitutes an invitation, offer or other action on the part of the Company in any jurisdiction in which such invitation, offer or other action is unlawful.

In the event that the Company is advised that it would or might be in breach of legal or regulatory requirements in any jurisdiction, or the Company would or might be required to make filings or take any other action in any jurisdiction as a result of its issuing B Shares to Shareholders who have registered addresses in any overseas jurisdiction or who are citizens, residents or nationals of other countries, it is proposed that the B Shares to which such Shareholders are entitled will be allotted to such Shareholders but may be issued to a nominee with the proceeds of the Return of Cash being remitted to such Shareholders.

If the Company is advised that it would or might be in breach of legal or regulatory requirements in any jurisdiction, or that the Company would or might be required to make filings or take any other action in any jurisdiction as a result of an election made pursuant to a Dividend Election Form or TTE Instruction by a Shareholder, or the redemption by the Company of B Shares from a Shareholder who has a registered address in any overseas jurisdiction or who is a citizen, resident or a national of a country outside the UK or a trustee, custodian or nominee holding B Shares on behalf of such persons, such Shareholder shall be deemed to have elected to receive the B Share Dividend in respect of the relevant B Shares (unless the Company otherwise determines in its absolute discretion).

A resident, citizen or national of the United States is not entitled to participate in the B Share Redemption and Shareholders with addresses in the United States will automatically receive the B Share Dividend and will not receive a Dividend Election Form. If a US Holder does receive a Dividend Election Form it must execute the Dividend Election Form or give a valid TTE Instruction to participate in the B Share Dividend. A trustee, custodian or nominee holding B Shares on behalf of a resident, citizen or national of the United States is not entitled to participate in the B Share Redemption in respect of such B Shares and must therefore execute a Dividend Election Form or give a valid TTE Instruction to participate in the same in respect of such B Shares. Without prejudice to the generality of the foregoing, any such Shareholders will only be entitled to receive the B Share Dividend.

The above provisions of this paragraph relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company in its absolute discretion.

8 Securities law considerations in the United States

None of the B Shares or the Deferred Shares has been or will be registered under the US Securities Act or the state securities laws of the United States and none of them may be offered or sold in the United States unless registered under the US Securities Act and the relevant state securities laws, or pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the US Securities Act or such laws.

9 Extraordinary General Meeting

An Extraordinary General Meeting will be held at Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY at 11.00 a.m. on 7 April 2014. The notice of Extraordinary General Meeting is set out in Part 11 of this document.

You will find enclosed with this document a Form of Proxy for use in respect of the Extraordinary General Meeting.

Whether or not you intend to be present at the Extraordinary General Meeting, you are requested to complete and sign the Form of Proxy and return it, in accordance with the instructions printed on it, by post or (during normal business hours only) by hand to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, to arrive as soon as possible and, in any event, no later than 11.00 a.m. on 3 April 2014. Completion and return of the Form of Proxy will not prevent you from attending the Extraordinary General Meeting and voting in person should you wish to do so.

10 Amendments to the Articles of Incorporation

A number of amendments to the Articles of Incorporation are required in order to implement the Return of Cash. The proposed amendments setting out the rights and restrictions attaching to the B Shares and the Deferred Shares are set out in Part 3 and Part 4 of this document.

11 Dealings and dispatch of documents

The Return of Cash will be made by reference to holdings of Ordinary Shares on the register of members as at the Ordinary Share Record Date.

No share certificates will be issued by the Company in respect of any B Shares.

Temporary documents of title will not be issued and, pending dispatch of definitive share certificates, transfers of any B Shares held in certificated form which are not to be redeemed under the B Share Redemption or are not to be converted into Deferred Shares on payment of the B Share Dividend will be certified against the register held by Capita Asset Services.

It is expected that cheques in respect of the B Shares redeemed under the B Share Redemption will be dispatched to relevant Shareholders (being those Shareholders in whose name the Ordinary Shares giving rise to the entitlement to B Shares, in respect of which the B Share Redemption has been elected, are registered on the Ordinary Share Record Date) or relevant Shareholders will have their CREST accounts credited with the B Share Redemption Sum, as appropriate, on 29 April 2014.

It is expected that cheques in respect of the B Share Dividend will be dispatched to relevant Shareholders (being those Shareholders in whose name the Ordinary Shares giving rise to the entitlement to B Shares, in respect of which the B Share Dividend has been elected, are registered on the Ordinary Share Record Date) or relevant Shareholders will have their CREST accounts credited with the B Share Dividend, as appropriate, on 29 April 2014.

Share certificates, cheques and all other documents and remittances are dispatched at the Shareholder's own risk.

PART 3

RIGHTS AND RESTRICTIONS ATTACHED TO THE B SHARES

The following sets out the additional regulations which are proposed under Resolution 1 of the Extraordinary General Meeting to be inserted into the Articles of Incorporation to set out the rights and restrictions attaching to the B Shares.

Article 5 – Rights and restrictions attaching to the B Shares

5.1 Rights

Notwithstanding the provisions in these Articles which relate to shares, the following Articles 5.2 to 5.8 comprise all the rights and restrictions relating to the non-cumulative redeemable preference shares of the Company of US\$0.01 nominal value (**B Shares**).

5.2 Elections

5.2.1 Together with a circular to holders dated 13 March 2014 (the **Circular**) holders of Ordinary Shares (other than certain Overseas Shareholders (including US Holders)) were sent a Dividend Election Form or, if they held their Ordinary Shares in CREST, they were notified of their entitlement to submit a TTE Instruction relating to the B Shares (each an **Election**) under which they could elect in relation to any B Shares to be issued to them to:

- (a) have some or all of their B Shares redeemed by the Company on 22 April 2014 or such other date as the directors may determine (the **B Share Redemption Date**); and/or
- (b) receive the B Share Dividend (as defined below).

5.2.2 Elections made by holders in respect of the B Share Alternatives will not take effect until 1.00 p.m. on 14 April 2014 or such other time and/or date as the Directors may determine.

- (a) Holders of B Shares (other than certain Overseas Shareholders (including US Holders)) who have not returned a duly completed Election by 1.00 p.m. on 14 April 2014 (or such later time and/or date as the Directors may determine) electing (revocably until that time) to accept the B Share Dividend will, unless determined otherwise by the Company, be deemed instead to have elected to have their B Shares redeemed by the Company on the B Share Redemption Date.
- (b) The Directors may, if they so determine in their absolute discretion, accept an Election which is received after the relevant time or which is not correctly completed. The Directors may, in addition, if they so determine in their absolute discretion, treat any other document or action as a valid Election or as the completion or delivery of a valid Election, as the case may be.
- (c) The Directors may make such determinations or arrangements with respect to Elections or the ability of certain holders to elect for any of the B Share Redemption or the B Share Dividend as the Directors may judge necessary or expedient to deal with legal or practical problems arising in any overseas jurisdiction or to deal with the requirements of any regulatory body or stock exchange or with any other matter whatsoever.

5.3 Income

5.3.1 Subject to the Law, a single dividend equal to the Sterling equivalent of US\$29 million divided by the number of B Shares in issue on 22 April 2014, being the B Share Dividend Date (such Sterling amount being calculated based on the Bloomberg Cross Rate between US dollars and Sterling as at the close of business on 4 April 2014) (the **B Share Dividend**) shall be payable (without having to be declared) in Sterling to those holders of B Shares who have elected (or are deemed to have elected) to receive the B Share Dividend in respect of some or all of their B Shares.

5.3.2 Such dividend shall become payable on 22 April 2014 or such later date as the Directors may determine. Each B Share in respect of which such dividend becomes payable shall, on such date (or

such other date as the Directors may determine), be automatically converted, without any further action or consent being required from the Shareholder, into a deferred share of US\$0.01 nominal value with the rights and restrictions described in Part 4 (a **Deferred Share**).

5.3.3 The holders of the B Shares shall not be entitled to any further right of participation in the dividends of the Company other than as described in Articles 5.3.1 to 5.3.2 above.

5.4 Capital

5.4.1 Except as provided in Article 5.7 below, on a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis) but not otherwise, the holders of the B Shares shall be entitled, in priority to any payment to the holders of Ordinary Shares or Deferred Shares, to the Sterling equivalent of US\$29 million divided by the number of B Shares in issue (such Sterling amount being calculated based on the Bloomberg Cross Rate between US dollars and Sterling as at the close of business on the day before the Company enters into liquidation) per B Share held by them.

5.4.2 The aggregate entitlement of each holder of B Shares on a winding-up in respect of all of the B Shares held by him shall be rounded up to the nearest whole US cent.

5.4.3 The holders of the B Shares shall not be entitled to any further right of participation in the dividends (save as described in paragraph 3 above) or assets of the Company in excess of that specified in Articles 5.4.1 and 5.4.2 above. If on such a winding-up the amounts available for payment are insufficient to cover in full the amounts payable on the B Shares, the holders of such shares will share rateably in the distribution of assets (if any) in proportion to the full preferential amounts to which they are entitled.

5.5 Redemption

Subject to the Law and to the provisions of the Articles of Incorporation, the B Shares will be redeemed in accordance with the following provisions:

5.5.1 holders of B Shares (other than certain Overseas Shareholders (including US Holders)) who do not complete and return an Election, or invalidly complete and return an Election, will have their B Shares redeemed (without the Company providing any notice) at 9.00 a.m. on the B Share Redemption Date (unless determined otherwise by the Directors);

5.5.2 on each B Share that is redeemed there will be paid to the holder thereof a sum equal to the Sterling equivalent of US\$29 million divided by the number of B Shares in issue on the B Share Redemption Date (such Sterling amount being calculated based on the Bloomberg Cross Rate between US dollars and Sterling as at the close of business on 4 April 2014);

5.5.3 all B Shares which are redeemed will immediately and automatically following such redemption be cancelled and will not be reissued; and

5.5.4 payment in respect of B Shares being redeemed may be made by cheque or by the crediting of accounts in a relevant system (e.g. the CREST UK System) (or otherwise as the Directors may determine).

5.6 Attendance and voting at Extraordinary General Meetings

5.6.1 The holders of the B Shares shall not be entitled, in their capacity as holders of such shares, to receive notice of any general meeting of the Company nor to attend, speak or vote at any such general meeting unless the business of the meeting includes the consideration of a resolution for the winding-up (excluding any intra-group reorganisation on a solvent basis) of the Company, in which case the holders of the B Shares shall have the right to attend the general meeting and shall be entitled to speak and vote only on any such resolution.

5.6.2 Whenever the holders of the B Shares are entitled to vote at a general meeting of the Company, on a show of hands every holder thereof who (being an individual) is present in person or (being a corporation) by a duly authorised representative not being himself a member shall have one vote, and

on a poll every such holder shall have one vote for every B Share which he holds.

5.7 Class rights

5.7.1 The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with, or in priority to, the B Shares. The creation, allotment or issue of any such further shares (whether or not ranking in any respect in priority to the B Shares) shall be treated as being in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of B Shares.

5.7.2 A reduction by the Company of the capital paid up or credited as paid up on the B Shares and the cancellation of such shares shall be treated as being in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purpose. The Company is authorised to reduce its capital at any time and without obtaining the consent of the holders of the B Shares including by payment to the holders of the B Shares of the preferential amounts to which they are entitled as set out above.

5.8 Form, transferability and listing

5.8.1 No share certificates or other documents of title shall be issued in relation to the B Shares. The B Shares are not renounceable and all transfers of B Shares shall be effected in writing in usual or common form or in any other form which the Directors may approve. For the avoidance of doubt B Shares issued will be redeemed in accordance with Article 5.5 above or converted into Deferred Shares in accordance with Article 5.3 above.

5.8.2 No application has been, or will be, made to the UKLA or the London Stock Exchange, respectively, for the B Shares to be admitted to the Official List maintained by the UKLA for the purposes of Part VI of the Financial Services and Markets Act 2000 and to trading on the market for listed securities of the London Stock Exchange.

5.9 Deletion of article 5 when no B Shares in existence

Article 5 shall remain in force until there are no longer any B Shares in existence whether by way of conversion into Deferred Shares, redemption, cancellation or reclassification, whichever is earlier, notwithstanding any provision in these articles to the contrary. Thereafter Article 5 shall be of no effect and shall be deemed to be deleted in its entirety and the separate register for the holders of B Shares shall no longer be required to be maintained by the Company; but the validity of anything done under Article 5 before that date shall not be affected, shall be conclusive and shall not be open to challenge on any grounds whatsoever.

PART 4

RIGHTS AND RESTRICTIONS ATTACHED TO THE DEFERRED SHARES

The following sets out the amendments which are proposed under Resolution 1 at the Extraordinary General Meeting to be made to the Articles of Incorporation to set out the rights and restrictions attaching to the Deferred Shares (which will be automatically redeemed on 30 April 2014 unless determined otherwise by the directors).

Article 7 Rights and restrictions attaching to the Deferred Shares

7.1 Rights

Notwithstanding the provisions in these Articles which relate to shares, these Articles 7.2 to 7.7 comprise all the rights and restrictions relating to the redeemable Deferred Shares of the Company of US\$0.01 nominal value (the **Deferred Shares**).

7.2 Income

The Deferred Shares shall confer no right to participate in the dividends of the Company.

7.3 Capital

7.3.1 On a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis) but not otherwise, there shall be paid to the holders of the Deferred Shares the nominal capital paid up or credited as paid up on such Deferred Shares after:

- (i) firstly, paying to the holders of the B Shares the Sterling equivalent of US\$29 million divided by the number of B Shares in issue (such Sterling amount being calculated based on the Bloomberg Cross Rate between US dollars and Sterling as at the close of business on the day before the Company enters into liquidation) per B Share held by them; and
- (ii) secondly, paying to the holders of the ordinary shares the nominal capital paid up or credited as paid up on the ordinary shares held by them respectively, together with the sum of £100,000 on each ordinary share.

7.3.2 The holders of the Deferred Shares shall not be entitled to any further right of participation in the assets of the Company.

7.4 Attendance and voting at Extraordinary General Meetings

The holders of the Deferred Shares shall not be entitled, in their capacity as holders of such shares to receive notice of any general meeting of the Company nor to attend, speak or vote at any such meeting.

7.5 Class rights

7.5.1 The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with, or in priority to, the Deferred Shares. The creation, allotment or issue or any such further shares (whether or not ranking in any respect in priority to the Deferred Shares) shall be treated as being in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the Deferred Shares.

7.5.2 The reduction by the Company of the capital paid up or credited as paid up on the Deferred Shares and the cancellation of such shares shall be in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose. The Company is authorised to reduce its capital at any time and without obtaining the consent of the holders of the Deferred Shares.

7.6 Form, transferability and listing

The Deferred Shares will not be listed on any stock exchange nor shall any share certificates be issued in respect of such shares. The Deferred Shares shall be neither renounceable nor transferable.

7.7 Redemption

7.7.1 Subject to the provisions of the Law and to the provisions of the Articles of Incorporation, the Company may, at any time, without prior notice, redeem all Deferred Shares then in issue but all such Deferred Shares shall be automatically redeemed on 30 April 2014 (unless determined otherwise by the Directors) for a total aggregate price not exceeding £0.01 for all such Deferred Shares redeemed. This payment may be made over, if the directors so determine, to charity. All Deferred Shares shall, upon redemption, immediately and automatically be cancelled and the Company shall not be entitled to reissue any of them.

7.7.2 Upon, or at any time after, the redemption of any Deferred Shares in accordance with the Articles of Incorporation the directors may, subject to and in accordance with the Law, reclassify the Deferred Share capital of the Company existing following such redemption into unclassified shares.

7.8 Deletion of article 7 when no B Shares in existence

Article 7 shall remain in force until there are no longer any Deferred Shares in existence, either issued or authorised, notwithstanding any provision in these Articles to the contrary. Thereafter Article 7 shall be of no effect and shall be deemed to be deleted in its entirety and the separate register for the holders of Deferred Shares shall no longer be required to be maintained by the Company; but the validity of anything done under Article 7 before that date shall not be affected, shall be conclusive and shall not be open to challenge on any grounds whatsoever.

PART 5

UNITED KINGDOM TAXATION IN RELATION TO THE RETURN OF CASH

The following statements are based upon current UK tax law and what is understood to be the current practice of HMRC, both of which are subject to change, possibly with retrospective effect. The statements are intended only as a general guide and may not apply to certain Shareholders, such as dealers in securities, insurance companies, collective investment schemes or Shareholders who have (or are deemed to have) acquired their shares by virtue of an office or employment, who may be subject to special rules. They apply only to Shareholders resident and ordinarily resident in the UK for tax purposes (except in so far as express reference is made to the treatment of non-UK residents), who hold Shares as an investment rather than trading stock and who are the absolute beneficial owners of those Shares. The tax consequences may be different for any future disposal and may alter between the date of this document and the implementation of the Return of Cash.

All Shareholders, and in particular those who are in any doubt about their tax position or who are resident or otherwise subject to tax in a jurisdiction outside the UK, should consult their own professional advisers on the potential tax consequences of the Return of Cash under the laws of their country and/or state of citizenship, domicile or residence.

B Share issue

For the purposes of UK capital gains tax and corporation tax on chargeable gains, the receipt of the B Shares arising from the bonus issue will be a re-organisation of the share capital of the Company. Accordingly, a Shareholder will not be treated as having made a disposal of all or part of their Ordinary Shares. Instead, the B Shares will be treated as the same asset as the Shareholder's holding of Ordinary Shares and as having been acquired at the same time as the Shareholder's holding of Ordinary Shares. As a result of the bonus issue the Shareholder's original base cost in his or her Ordinary Shares will be apportioned between his or her Ordinary Shares and the B Shares by reference to their respective market values on the first day of trading in the Ordinary Shares following the bonus issue (such market value being, in the case of the B Shares, equal to the B Share Redemption Sum). The apportionment ratio between the Ordinary Shares and the B Shares will be published on the Company's website at the earliest practicable time following the B Share bonus issue and the quotation or publication of a price or market valuation in respect of the Ordinary Shares.

On the basis that the B Shares will be treated for UK taxation purposes as being paid up for "new consideration" received by the Company (as share premium is being used to create the B Shares and fund the B Share redemption), the issue of the B Shares should not give rise to any liability to UK income tax or corporation tax in the hands of Shareholders.

B Share Redemption

Shareholders whose B Shares are redeemed should be treated as having disposed of those shares for the purposes of capital gains tax and corporation tax on gains.

Corporate Shareholders who are resident in the UK for tax purposes or who carry on a trade in the UK through a permanent establishment in connection with which its shares are held will generally be subject to corporation tax on chargeable gains (currently at the rate of 23 per cent but reducing to 21 per cent for 2014/2015) on any gain realised on the redemption of the B Shares. The gain will be the amount received on redemption less the Shareholder's base cost in the B Shares (which, as stated above, will be an apportioned amount of the base cost of the Shareholder's Ordinary Shares). The indexation allowance may reduce the amount of chargeable gain that is subject to corporation tax but may not create or increase an allowable loss.

Individual Shareholders who are resident or ordinarily resident in the UK for tax purposes will be subject to UK capital gains tax on any gain realised on the redemption of the B Shares. The gain will be the amount realised on the redemption less the Shareholder's base cost in the B Shares (which, as stated above, will be an apportioned amount of the base cost of the Shareholder's Ordinary Shares). Basic rate taxpayers

will be subject to UK capital gains tax at a flat rate of 18 per cent. and higher rate and additional rate taxpayers will be subject to UK capital gains tax at a flat rate of 28 per cent. No indexation allowance will be available to such Shareholders. However, each individual has an annual exemption, such that capital gains tax is chargeable only on gains arising from all sources during the tax year in excess of this figure. The annual exemption is £10,900 for the tax year ending 5 April 2014.

Shareholders who are individuals and who are temporarily non-resident in the UK may, under anti-avoidance legislation, still be liable to UK tax on any capital gain realised (subject to any available exemption or relief).

B Share Dividend

A corporate Shareholder who is resident in the UK or who carries on a trade in the UK through a permanent establishment in connection with which its B Shares are held and who opts to receive a dividend will be subject to UK corporation tax on the gross amount of the dividend received unless that dividend falls within one of the exempt classes set out in Part 9A of the CTA 2009. It is anticipated that the dividend paid on the B Shares to UK resident corporate Shareholders (other than “small companies”) will (subject to anti-avoidance rules) fall within one of those exempt classes. However, such Shareholders are advised to consult their independent professional tax advisers to determine whether such dividends will be subject to UK corporation tax. In particular the exemption will not apply where the Shareholder is a “small company” for the purposes of UK taxation of dividends.

An individual shareholder who is resident or ordinarily resident in the UK for tax purposes and who opts to receive a dividend will be subject to UK income tax on the gross dividend received. Basic rate taxpayers will be subject to tax at 10 per cent., higher rate taxpayers will be subject to tax at 32.5 per cent. and additional rate taxpayers will be subject to tax at 37.5 per cent.

An individual shareholder who is resident or ordinarily resident in the UK for tax purposes and who holds, together with connected persons, less than 10 per cent. of the issued share capital of the Company will be entitled to a tax credit of one-ninth of the dividend paid. The effect of this tax credit is that basic rate taxpayers will have no additional tax to pay. Higher rate taxpayers will have to pay additional tax at the rate of 22.5 per cent. of the dividend plus the tax credit (which is equal to 25 per cent. of the cash dividend received) and additional rate taxpayers will have to pay additional tax at the rate of 27.5 per cent. of the dividend plus the tax credit (which is equal to 30.56 per cent. of the cash dividend received).

There will be no repayment of all or part of the tax credit to an individual Shareholder whose liability to income tax on all or part of the gross dividend is less than the amount of the tax credit. UK resident taxpayers who are not liable to UK tax on dividends, including pension funds and charities, will not be entitled to claim a repayment of the tax credit attaching to dividends paid by the Company.

Non-UK resident Shareholders will not generally be able to claim repayment from HMRC of any part of the tax credit attaching to dividends paid by the Company. A Shareholder resident outside the UK may also be subject to foreign taxation on dividend income under local law. It is particularly important that Shareholders who are not resident in the UK for tax purposes obtain their own tax advice concerning tax liabilities on dividends received from the Company.

Part 15 of the CTA 2010 and Chapter 1 of Part 13 of the ITA 2007

In certain circumstances, HM Revenue & Customs may apply Part 15 of the CTA 2010 or Part 13 of the ITA 2007 where they have reason to believe a person obtains a tax advantage as a result of a “transaction in securities” and where it cannot be shown that the transaction is a *bona fide* commercial transaction and did not have as one of its main objects, the obtaining of a tax advantage.

Broadly, the categories of Shareholders that might be affected by such provisions are UK individuals liable to UK income tax at the higher or additional rate and trustees paying income tax at the trust rate and dividend trust rate. Were HM Revenue & Customs to apply these provisions to the Return of Cash, the effect could be to tax such Shareholders electing for the redemption of their B Shares as if they had received a dividend equal to the amount received on redemption of the B Shares.

For UK resident companies, if Part 15 of the CTA 2010 applied, the effect could be to tax such Shareholders who elect to receive a dividend as if they had redeemed their B Shares for an amount equal to the dividend.

The Company has been advised that Part 15 of the CTA 2010 and Part 13 of the ITA 2007 should not apply to Shareholders in respect of the Return of Cash.

The Company has not applied to HMRC for clearance that Part 15 of the CTA 2010 or Part 13 of the ITA 2007 does not apply to the Return of Cash.

Stamp duty and stamp duty reserve tax (SDRT)

The following comments are intended as a guide to the general UK stamp duty and SDRT position and do not relate to persons such as market makers, brokers, dealers, intermediaries and person connected with depository arrangements or clearance services to whom special rules apply.

No stamp duty or SDRT will be payable on the issue of the B Shares.

UK stamp duty (at the rate of 0.5 per cent., rounded up where necessary to the next £5, of the amount of the value of the consideration for the transfer) is payable on any instrument of transfer of Ordinary Shares or B Shares executed within, or in certain circumstances brought into, the UK. Provided that neither the Ordinary Shares nor the B Shares are registered in any register of the Company kept in the UK, any agreement to transfer Ordinary Shares or B Shares should not be subject to SDRT.

For the avoidance of doubt, the redemption of the B Shares will not give rise to any liability to stamp duty or SDRT for the Shareholder.

There will be no stamp duty or SDRT charge if the B Shares are converted into Deferred Shares.

PART 6

MAKING YOUR ELECTION

1 Shareholders holding Ordinary Shares in certificated form

If you hold your Ordinary Shares in certificated form your personalised Dividend Election Form is enclosed with this document.

If Resolution 1 is not passed at the Extraordinary General Meeting, the Return of Cash will not proceed and any Dividend Election Forms received by Capita Asset Services will lapse and shall have no effect.

It is important to note that:

- 1.1 if you fail to make a valid election for the B Share Dividend Alternative, you will, unless otherwise determined by the Company, be deemed to have elected for the B Share Redemption Alternative in respect of your entire holding of B Shares. It is expected that, on redemption pursuant to the B Share Redemption, the proceeds will generally be treated as a capital payment for United Kingdom tax purposes; and
- 1.2 Shareholders with addresses in the United States will not receive a Dividend Election Form and will receive the B Share Dividend only.

The following instructions set out what you should do when completing your Dividend Election Form. Any decisions you reach should be based on the information contained in this document.

References to Boxes refer to the boxes indicated on the Dividend Election Form.

Name(s) of Shareholder(s):

Box 1 of the Dividend Election Form shows the name of the Shareholder, or names of joint Shareholders. When the Dividend Election Form is completed the Shareholder, or all joint Shareholders, need to sign Box 3 of the Dividend Election Form where indicated and in the case of Shareholders who are individuals these signatures need to be witnessed (the witness must be over 18 years of age and cannot be the Shareholder or one of the joint Shareholders, although one person could separately witness the signature of each of the joint Shareholders).

Number of shares held:

Box 1 shows the number of Ordinary Shares held at close of business on 12 March 2014 (being the latest practicable time prior to the publication of the Dividend Election Form). If you do not buy, sell or transfer any Ordinary Shares between 12 March 2014 and 14 April 2014, then this number will also be the number of B Shares which you will be entitled to at the Ordinary Share Record Date and in respect of which you may make an election (assuming the expected timetable outlined on page 4 of this document applies).

Shareholders should note that, as the B Shares will not be listed on any exchange, any sales, purchases or other transfers of B Shares may only be undertaken privately. Any purchaser who acquires B Shares after their issue will not be entitled to receive the B Share Dividend or the B Share Redemption Sum.

TO CHOOSE ONE B SHARE ALTERNATIVE FOR ALL OF YOUR B SHARES:

To choose Alternative 1: (B Share Redemption) for ALL of your B Shares you should NOT complete or return a Dividend Election Form. No further action is required.

To choose Alternative 2: (B Share Dividend) for ALL of your B Shares you should enter the word 'ALL' in Box 2.

TO SPLIT YOUR B SHARES BETWEEN THE B SHARE ALTERNATIVES:

To split your B Shares between Alternative 1: (B Share Redemption) and Alternative 2: (B Share Dividend) you should enter, in numbers, the number of B Shares you wish to be subject to the B Share Dividend in Box 2. The balance of your holding will receive Alternative 1: (B Share Redemption).

The following instructions set out default positions where Dividend Election Forms are incorrectly completed:

If you enter a number in Box 2 that is greater than your shareholding on the Record Date, you will be deemed to choose Alternative 2: (B Share Dividend) for ALL your B Shares.

If you leave Box 2 blank, or do not complete and return a valid Dividend Election Form, you will be deemed to choose Alternative 1: (B Share Redemption) for ALL your B Shares.

Notwithstanding the instructions set out above, the Company reserves the right, in its sole discretion, to accept completed Dividend Election Forms received after 1.00 p.m. on 14 April 2014 by Capita Asset Services and to accept incomplete or incorrectly completed Dividend Election Forms. The Company further reserves the right in its sole discretion to reject any Dividend Election Forms if it considers that to act on the election would be illegal.

A guide to the general tax position of Shareholders resident in the United Kingdom for tax purposes as at the date of this document is set out in Part 5 of this document. You are strongly advised to read that part of this document before deciding which of the B Share Alternatives to choose and whether and how to complete and return your Dividend Election Form.

Final instruction in completing your Dividend Election Form:

Once completed and signed, the Dividend Election Form should be returned in the reply-paid envelope provided. No stamps will be needed if posted in the United Kingdom. To be valid, Dividend Election Forms must be received by Capita Asset Services by 1.00 p.m. on 14 April 2014. If you do not use the envelope provided, the Dividend Election Form should be returned by hand (during normal business hours only) or by post to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Please do not enclose your share certificate.

If you need assistance in completing the Dividend Election Form or have any queries relating to it, you should telephone the Capita Asset Services shareholder helpline on 0871 664 0321 from within the UK (+44 20 8639 3399 if calling from outside the UK) between 9.00 a.m. and 5.30 p.m. (London time) on any Business Day. Calls to this number cost 10 pence per minute (including VAT) from a BT landline. Other telephone providers' costs may vary. 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 Return of Cash nor give any financial, legal or tax advice.

The Company will determine all questions as to the form and validity (including time of receipt) of any Dividend Election Form, in its absolute discretion, which determination shall be final and binding. The Company also reserves the absolute right to waive any defect or irregularity in relation to, or the receipt of, a Dividend Election Form completed by or on behalf of any Shareholder, and such determination will be binding on such Shareholder. None of the Company, Capita Asset Services or any other person will be under any duty to give notification of any defect or irregularity in any Dividend Election Form or incur any liability for failure to give any such notification.

2 Shareholders holding Ordinary Shares in uncertificated form

Electing for Alternative 1: (B Share Redemption)

Shareholders who hold Ordinary Shares in CREST who wish to elect for Alternative 1: (B Share Redemption) in respect of all their B Shares should not send a valid TTE Instruction in CREST. Shareholders who do not give a TTE Instruction will automatically receive Alternative 1: (B Share Redemption).

Electing for Alternative 2: (B Share Dividend)

If Shareholders hold their Ordinary Shares in CREST they will not be sent a Dividend Election Form with this Circular. Such holders should take (or procure to be taken) the action set out below to transfer (by means of a TTE Instruction) the number of Ordinary Shares held at the Ordinary Share Record Date in respect of which they are making an election to an escrow balance, specifying Capita Asset Services in its capacity as a CREST receiving agent (under its participant ID referred to below) as the escrow agent, as soon as possible and in any event so that the transfer to escrow settles not later than 1.00 p.m. on 14 April 2014. If Shareholders purchase, sell or transfer any Ordinary Shares registered in their name(s) before the Ordinary Share Record Date, they should take care to ensure that their election is in respect of the number of Ordinary Shares that will be registered in their name(s) at the Ordinary Share Record Date.

If Shareholders are CREST personal members, they should refer to their CREST sponsor before taking any action. CREST sponsors will be able to confirm details of Shareholders' participant ID and the member account ID under which their Ordinary Shares are held. In addition, only CREST sponsors will be able to give the TTE Instruction to Euroclear by which Shareholders are making their election.

To make an election, Shareholders should give (or, if they are a CREST personal member, procure that their CREST sponsor gives) a TTE Instruction, which must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (a) the number of Ordinary Shares to be transferred to the escrow account;
- (b) the participant ID of the holder of the Ordinary Shares;
- (c) the member account ID of the holder of the Ordinary Shares from which Ordinary Shares are to be debited;
- (d) the corporate action ISIN, which is GB00B1436N68;
- (e) the corporate action number. This is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST;
- (f) the participant ID of Capita Asset Services. This is RA10;
- (g) the member account ID of Capita Asset Services. This is 28211MAC;
- (h) the intended settlement date for the transfer to escrow, which should be as soon as possible and in any event not later than 1.00 p.m. on 14 April 2014;
- (i) input with standard delivery instruction priority of 80; and
- (j) contact name and telephone number inserted in the shared note field.

In order for an uncertificated election to be valid, the TTE Instruction must comply with the requirements as to authentication and contents set out above and must settle by 1.00 p.m. on 14 April 2014.

The default position where a Shareholder makes an election which in total exceeds their holding of Ordinary Shares at the Ordinary Share Record Date

If Shareholders send a TTE Instruction which details a number of Ordinary Shares to be transferred to the escrow account which in total is more than their holding of Ordinary Shares at the Ordinary Share Record Date, their election will be disregarded to the extent of such excess.

The default position where a Shareholder makes an election which in total is less than their holding of Ordinary Shares at the Ordinary Share Record Date

If Shareholders send a TTE Instruction which details a number of Ordinary Shares to be transferred to the escrow account which in total is less than their holding of Ordinary Shares at the Ordinary Share Record Date, they will be deemed to have elected to receive Alternative 1: (B Share Redemption) in respect of the balance of their holding.

To split your election between the B Share Alternatives

If you wish to split your election between the B Share Alternatives you should complete and submit a TTE Instruction in respect of Alternative 2: (B Share Dividend) specifying the number of Ordinary Shares to which such alternative applies. The balance of your holding of Ordinary Shares will receive Alternative 1: (B Share Redemption).

If Ordinary Shares held in certificated form to which any election made on the Dividend Election Form relates are subsequently dematerialised into CREST before 1.00 p.m. on 14 April 2014 (or such other time and/or date as the Directors may determine), any instruction given by the submission of a Dividend Election Form will be ineffective. Shareholders who subsequently hold their Ordinary Shares in CREST will need to submit a valid TTE Instruction in place of the submitted Dividend Election Form by 1.00 p.m. on 14 April 2014 (or such other time and/or date as the Directors may determine).

If Ordinary Shares held in CREST are subsequently rematerialised into certificated form before 1.00 p.m. on 14 April 2014 (or such other time and/or date as the Directors may determine), holders of such shares who subsequently hold their Ordinary Shares in certificated form will need to submit a valid Dividend Election Form bearing details of the new shareholding account by 1.00 p.m. on 14 April 2014 (or such other time and/or date as the Directors may determine). Dividend Election Forms can be obtained by telephoning the Capita Asset Services shareholder helpline on 0871 664 0321 from within the UK (+44 20 8639 3399 if calling from outside the UK) between 9.00 a.m. and 5.30 p.m. (London time) on any Business Day. Calls to this number cost 10 pence per minute (including VAT) from a BT landline. Other telephone providers' costs may vary. 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 Return of Cash nor give any financial, legal or tax advice.

3 Overseas Shareholders

Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of other countries should consult their professional advisers to ascertain whether the Return of Cash (including the receipt of the B Share Dividend and/or the B Share Redemption) will be subject to any restrictions or require compliance with any formalities imposed by the laws or regulations of, or any body or authority located in, the jurisdiction in which they are resident or to which they are subject. In particular, it is the responsibility of any Shareholders not resident in the United Kingdom or a citizen, resident or national of another country wishing to receive the B Share Dividend, redeem B Shares or otherwise dispose of any shares in the Company to satisfy themselves as to full observance of the laws of each relevant jurisdiction in connection with the Return of Cash or redemption or subsequent disposal of any shares in the Company, including the obtaining of any government, exchange control or other consents which may be required, or the compliance with other necessary formalities needing to be observed and the payment of any issue, transfer or other taxes or duties in such jurisdiction. The distribution of this document in certain jurisdictions may be restricted by law.

Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Neither this document nor any other document issued or to be issued by or on behalf of the Company in connection with the Return of Cash constitutes an invitation, offer or other action on the part of the Company in any jurisdiction in which such invitation, offer or other action is unlawful.

In the event that the Directors are advised that it would or might be in breach of legal or regulatory requirements in any jurisdiction, or the Company would or might be required to make filings or take any other action in any jurisdiction as a result of its issuing B Shares to Shareholders who have registered addresses in any overseas jurisdiction or who are citizens, residents or nationals of other countries, it is proposed that the B Shares to which such Shareholders are entitled will be allotted to such Shareholders but may be issued to a nominee with the proceeds of the Return of Cash being remitted to such Shareholders.

The above provisions of this paragraph 3 and/or any other terms of the B Share Dividend or the B Share Redemption relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company in its absolute discretion.

Non-UK Shareholders are recommended to read paragraph 7 of Part 2 of this document where further information is set out.

PART 7

AMENDMENTS TO ARTICLES OF INCORPORATION

1 Changes to future Discontinuation Vote timing

1.1 The following sets out the text of article 38 of the Articles of Incorporation, together with the amendments which are proposed to be made to that article pursuant to Resolution 3 at the Extraordinary General Meeting to amend the date of the next Discontinuation Vote to no later than 31 December 2016.

1.2 The text of the existing article 38 is as follows:

“At the annual general meeting of the Company to be held following the eighth anniversary of the Company’s incorporation an Extraordinary Resolution will be proposed that the Company cease to continue as constituted. If the resolution is not passed, a similar resolution will be proposed at every fifth annual general meeting thereafter. If that resolution is passed at any of those meetings, the Directors shall formulate proposals to be put to the shareholders to reorganise, unitise, reconstruct, or wind up the Company.”

1.3 The text of the proposed new article 38, which will be adopted if Resolution 3 is passed by the requisite majority at the Extraordinary General Meeting, is as follows:

“The Company shall, no later than 31 December 2016, convene a general meeting (which may be an annual general meeting) at which an Extraordinary Resolution will be proposed that the Company cease to continue as constituted. If that resolution is passed, the Directors shall formulate proposals to be put to the shareholders to reorganise, unitise, reconstruct, or wind up the Company.”

1.4 The amendment is being proposed as a result of the Discontinuation Vote being proposed at the Extraordinary General Meeting to be held on 7 April 2014. If passed, the amendments to the Articles of Incorporation will require that another Discontinuation Vote is held by no later than 31 December 2016. As explained in paragraph 3.3 of Part 1 of this document, the Directors believe that this is an appropriate timescale in which to provide Shareholders with another opportunity to consider the future of the Company.

PART 8

AMENDMENTS TO MANAGEMENT AGREEMENT

1 Changes to performance fee

- 1.1 Paragraph 1.2 below sets out the current text of paragraphs 2.4 and 2.5 of Schedule 2 to the Management Agreement. These paragraphs set out the “super-performance fee”, which is proposed to be removed from the Management Agreement. If Resolution 4 is passed by the requisite majority at the Extraordinary General Meeting paragraphs 2.4 and 2.5 of Schedule 2 to the Management Agreement will be deleted in their entirety and not replaced.
- 1.2 The text of the existing clause 2.4 and 2.5 of Schedule 2 to the Management Agreement is as follows:
- “2.4 In addition, the Manager will become entitled to a super performance fee in respect of a Performance Period if the following additional criterion is met:
- 2.4.1 a super performance hurdle test must be met where the super performance hurdle is that the Adjusted NAV per Ordinary Share at the end of the Performance Period exceeds an amount equal to the Placing Price, increased at a rate of 25 per cent. per annum on an annual compounding basis up to the end of the relevant Performance Period (the “Super Performance Hurdle”)
- 2.5 If the Super Performance Hurdle is met and the high watermark exceeded, the super performance fee will be an amount equal to a further 15 per cent. of the excess of the Adjusted NAV per Ordinary Share at the end of the relevant Performance Period over the higher of (i) the Super Performance Hurdle, (ii) the Adjusted NAV per Ordinary Share at the start of the relevant Performance Period; and (iii) the relevant high watermark (in each case on a per Ordinary Share basis), multiplied by the time weighted average of the number of Ordinary Shares in issue in the Performance Period (together, if applicable, with an amount equal to the VAT thereon).”

2 Changes to the term and termination rights

- 2.1 Paragraph 2.2 below sets out the text of clause 6.1 of the Management Agreement, which provides for the term of the Management Agreement. For the reasons set out in Part 1 of this document, the Company and the Manager wish to amend the term of the Management Agreement so that the Manager’s appointment will continue until the date of the Discontinuation Vote held in 2016 or 31 December 2016, whichever is earlier.
- 2.2 The text of the existing clause 6.1 is as follows:
- “6.1 Subject to clause 6.2 and 6.3, the Term shall commence on the date of this Agreement and shall continue until the annual general meeting of the Company immediately following the eighth anniversary of the Company’s incorporation and shall automatically continue after such date (if the resolution that the Company ceases to continue as constituted is not passed) for successive period of 5 years unless otherwise terminated in accordance with the following provisions of this clause 6, provided that if any such resolution is passed, the Term shall continue until the completion of any reorganisation, unitisation, reconstruction or winding-up of the Company.
- 2.3 The text of the proposed new clause 6.1, which will be adopted if Resolution 4 is passed by the requisite majority at the Extraordinary General Meeting, is as follows:
- “6.1 Subject to clause 6.2 and 6.3, the Term shall commence on the date of this Agreement and shall continue until the Extraordinary General Meeting to be held on 7 April 2014 and shall automatically continue after such date (if the resolution that the Company ceases to continue as constituted is not passed at that Extraordinary General Meeting) until the next Discontinuation Vote, which must be held no later than 31 December 2016, or, if no such Discontinuation Vote is held for any reason, until 31 December 2016, unless otherwise terminated in accordance with the following provisions of this clause 6, provided that if any

such resolution is passed, the Term shall continue until the completion of any reorganisation, unitisation, reconstruction or winding-up of the Company.”

2.4 Paragraph 2.5 sets out the current text of clause 6.2.1 of the Management Agreement, which allows the Company to terminate the Management Agreement on 12 months’ notice at any time. If Resolution 4 is passed by the requisite majority at the Extraordinary General Meeting clause 6.2.1 of the Management Agreement will be deleted in its entirety and not replaced.

2.5 The text of the existing clause 6.2.1, together with the relevant introductory text, is as follows:

“The Company shall be entitled to bring the Term to an end (and thereby determine the appointment of the Manager)

6.2.1 by giving not less than 12 months’ written notice to the Manager to bring the Term to an end, such notice not to be given before the expiry of an initial 24 months commencing on Admission.”

2.6 Paragraph 2.7 sets out the current text of clause 6.3.1 of the Management Agreement, which allows the Manager to terminate the Management Agreement on 12 months’ notice at any time. If Resolution 4 is passed by the requisite majority at the Extraordinary General Meeting clause 6.3.1 of the Management Agreement will be deleted in its entirety and not replaced.

2.7 The text of the existing clause 6.3.1, together with the relevant introductory text, is as follows:

“The Manager shall be entitled to bring the Term to an end (and thereby determine the appointment of the Manager)

6.3.1 by giving not less than 12 months’ written notice to the Company to bring the Term to an end, such notice not to be given before the expiry of an initial 24 months commencing on Admission.”

3 Remaining terms

3.1 Other than as set out in this Part 8, the terms of the Management Agreement will remain unchanged. In particular:

- (a) the Manager’s key responsibilities will continue to include identifying property investments for acquisition, arranging appropriate financing and all issues relating to the day to day asset management of the Company’s property portfolio;
- (b) the Manager will continue to receive a management fee paid quarterly in advance of 2 per cent. of the Adjusted Net Asset Value; and
- (c) the Company is entitled to terminate the Management Agreement with immediate effect if either or both of the Principals is removed from their position of full-time employment with the Manager or ceases to be available for any reason beyond the Manager’s reasonable control and the Manager fails, within 3 months (or 6 months in the case of one only) of such event, to cause to be made available the services of a competent replacement(s) of equivalent skill and experience. The Management Agreement may also be terminated with immediate effect by either the Manager or the Company if the other party has gone into liquidation, administration or receivership or has committed a material breach of the Management Agreement.

PART 9

ADDITIONAL INFORMATION

1 The Company

- 1.1 Macau Property Opportunities Fund Limited was incorporated and registered in Guernsey under the Law on 18 May 2006 with registered number 44813. The registered office of the Company and the business address of all of the Directors is Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY.
- 1.2 As at the date of this document, the Company's issued share capital consisted of 82,740,000 Ordinary Shares of US\$0.01 each. There are no warrants or options to subscribe for Ordinary Shares.
- 1.3 No Ordinary Shares are currently held in treasury.

2 Directors' and other interests

- 2.1 The names of the Directors are set out on page 5 of this document.
- 2.2 As at the close of business on 11 March 2014 (being the latest practicable date prior to the posting of this document) the interests of each Director and persons connected with them (all of which are beneficial unless otherwise stated) in the Ordinary Share capital of the Company as notified to the Company in accordance with Rule 3.1.2R of the Disclosure and Transparency Rules were as follows:

| | <i>Number of Ordinary Shares</i> | <i>% of the issued Ordinary Share capital</i> |
|-----------------|--|---|
| David Hinde | 60,000 | 0.07 |
| Thomas Ashworth | 9,300,000* | 11.24 |
| Alan Clifton | 100,000 | 0.12 |
| Wilfred Woo | 0 | 0 |
| Chris Russell | 252,548 | 0.31 |
| Total | 9,712,548 | 11.74 |

*These shares are held by Sniper Investments Limited, a private company in which Thomas Ashworth and Martin Tacon have a beneficial interest.

- 2.3 Save as disclosed above and in paragraph 2.4 below, no Director has any interest in the Ordinary Share capital or loan capital of the Company or any of its subsidiaries nor does any person connected with the Directors (within the meaning of section 252 of the CA 2006) have any such interests, whether beneficial or non-beneficial.
- 2.4 As at 11 March 2014 (being the latest practicable date prior to the posting of this document) the total number of voting rights attributable to the issued Ordinary Share capital of the Company was 82,740,000 and (other than the Directors) in so far as is known to the Company the following persons held, directly or indirectly, 5 per cent. or more of the voting rights attributable to the issued share capital of the Company:

| | <i>Number of Ordinary Shares</i> | <i>% of the issued Ordinary Share capital</i> |
|------------------------------------|--|---|
| Lazard Asset Management LLC | 15,462,585 | 18.69 |
| Universities Superannuation Scheme | 10,500,000 | 12.69 |
| Sniper Investments Limited | 9,300,000 | 11.24 |
| Invesco Asset Management Limited | 7,465,935 | 9.02 |

- 2.5 The Company is not aware of any person who exercises, or could exercise, directly or indirectly, jointly or severally, control over the Company.

2.6 Thomas Ashworth does not have a service contract with the Company. His appointment as a Director is governed by a letter of appointment on the same terms as the other Directors. Mr Ashworth has waived his entitlement to a fee for acting as a Director.

3 General

3.1 The B Shares are not renounceable and will be transferable by an instrument of transfer in usual or common form. The B Shares will be in registered form.

3.2 There has been no significant change in the financial or trading position of the Company and its subsidiaries since 28 February 2014, being the date of the last published unaudited interim accounts of the Company.

3.3 Liberum Capital Limited, which has advised the Board, has given and has not withdrawn its consent to the issue of this document with the inclusion of its name and references to it in this document in the form and context in which they are included. In providing its advice to the Board, Liberum Capital Limited is acting in its capacity as sponsor under the Listing Rules.

3.4 In addition to the Management Agreement, the Group has entered into the following related party transactions:

(i) Thomas Ashworth is a shareholder and director of Adept Capital Partners Services Limited. Adept Capital Partners Services Limited provides administrative services to the Macanese, Hong Kong and British Virgin Islands special purpose vehicles owned by the Company and received fees during the financial year ended 30 June 2013 of US\$101,000; and

(ii) the Group has entered into a Development Management Services Agreement with a development management company named Headland Developments Limited (**Headland**). Headland is part-owned by Thomas Ashworth and therefore constitutes a related party of the Group. The total amount of development management services fees payable to Headland under this agreement during the financial year ended 30 June 2013 were US\$702,000.

3.5 Other than the Management Agreement, which is summarised (together with the proposed amendments) in Part 8 of this document, there are no other:

(i) material contracts, other than contracts in the ordinary course of business, to which the Company or any member of the Group is a party, that have been entered into in the two years immediately preceding the date of this document; or

(ii) contracts, not being a contract entered into in the ordinary course of business, entered into by any member of the Group which contains any provision under which any member of the Group has any obligation or entitlement which is material to the Group as at the date of this document.

4 Documents available for inspection

Copies of the following documents may be inspected at the offices of Norton Rose Fulbright LLP at 3 More London Riverside, London SE1 2AQ, United Kingdom during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document up to and including the date of the Extraordinary General Meeting and at the place of the Extraordinary General Meeting for at least 15 minutes before and during the Extraordinary General Meeting:

4.1 the Articles of Incorporation and memorandum of incorporation of the Company;

4.2 the list of proposed amendments to the Articles of Incorporation as a consequence of the Return of Cash and Resolution 3;

4.3 the side letter between the Company and the Manager setting out the proposed amendments to the Management Agreement, which are conditional on the passing of Resolution 4;

4.4 the written consent of Liberum referred to in paragraph 3.3 above; and

4.5 this document.

PART 10

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

| | |
|----------------------------------|--|
| Adjusted Net Asset Value | the net asset value of the Company, with properties valued on an open market basis in accordance with prevailing Royal Institution of Chartered Surveyors property valuation practice and guidelines for investment and development properties |
| Articles of Incorporation | the articles of incorporation of the Company |
| Attendance Card | the card enclosed with this document for use by Shareholders in connection with the Extraordinary General Meeting |
| B Share Alternatives | the alternatives of Alternative 1: (B Share Redemption) and Alternative 2: (B Share Dividend) and B Share Alternative shall mean either one of them |
| B Share Dividend | the dividend to be paid in Sterling per B Share, equal to US\$0.35 converted into Sterling based on the Relevant Exchange Rate |
| B Share Dividend Date | 22 April 2014 (or such other date as the Directors may determine) |
| B Share Redemption | the redemption by the Company of B Shares on the B Share Redemption Date |
| B Share Redemption Date | 22 April 2014 (or such other date as the Directors may determine) |
| B Share Redemption Sum | the amount per B Share, to be paid in Sterling, equal to US\$0.35 converted into Sterling based on the Relevant Exchange Rate |
| B Share Scheme | the transaction comprising the B Share Alternatives |
| B Shares | the unlisted non-cumulative redeemable preference shares of US\$0.01 each in the capital of the Company, the rights and restrictions of which are set out in Part 3 of this document, and B Share shall be construed accordingly |
| Bloomberg Cross Rate | the Bloomberg GBP-USD Cross Rate-Mid/Trd-(BGN London) |
| Board or Directors | the board of directors of the Company |
| Business Day | any date on which banks are generally open in England and Wales and Guernsey for the transaction of normal banking business other than a Saturday, Sunday or public holiday |
| CA 2006 | the Companies Act 2006 |
| Capita Asset Services | a trading name of Capita Registrars Limited, the registrars to the Company |

| | |
|--|--|
| Company | Macau Property Opportunities Fund Limited |
| CREST | the system for the paperless settlement of trades in securities operated by Euroclear in accordance with the CREST Regulations |
| CREST Manual | the current version of the CREST Manual, which at the date of this document is available on www.euroclear.co.uk/CREST |
| CREST Regulations | the Uncertificated Securities (Guernsey) Regulations 2009 |
| CTA | the Corporation Tax Act 2009 or 2010 (as applicable) |
| Deferred Shares | the unlisted deferred shares of US\$0.01 each in the capital of the Company (the rights and restrictions of which are set out in Part 4 of this document) created on the automatic conversion of each B Share in respect of which the B Share Dividend is paid, and Deferred Share shall be construed accordingly |
| Disclosure and Transparency Rules | the disclosure rules and the transparency rules made by the FCA in exercise of its functions as competent authority pursuant to Part VI of FSMA |
| Discontinuation Vote | an extraordinary resolution that the Company should cease to continue as presently constituted |
| Dividend Election Form | the form enclosed with this document by which Shareholders may choose Alternative 2: (B Share Dividend) |
| Election Period | the period ending 1.00 p.m. on 14 April 2014, during which time Shareholders may make elections pursuant to the B Share Alternatives |
| Euroclear | Euroclear UK & Ireland Limited, the operator of CREST |
| Extraordinary General Meeting | the Extraordinary General Meeting of the Company to be held at 11.00 a.m. on 7 April 2014, notice of which is set out at the end of this document |
| Form of Proxy | the form enclosed with this document for use by Shareholders in connection with the Extraordinary General Meeting |
| FCA | the Financial Conduct Authority |
| FSMA | the Financial Services and Markets Act 2000 |
| Group | the Company and its subsidiaries |
| ICTA | Income and Corporation Taxes Act 1988 |
| Illustrative Exchange Rate | £1=US\$1.6618, being the Bloomberg Cross Rate as at 11 March 2014 |
| ITA 2007 | the Income Tax Act 2007 |
| Law | the Companies (Guernsey) Law, 2008 as amended |
| Listing Rules | the listing rules made by the FCA in exercise of its functions as competent authority pursuant to Part VI of FSMA |

| | |
|---------------------------------------|--|
| London Stock Exchange | London Stock Exchange plc, or its successor |
| Manager | Sniper Capital Limited |
| Management Agreement | the management agreement between the Company and the Manager dated 30 May 2006 |
| Official List | the official list maintained by the UK Listing Authority for the purposes of Part VI of FSMA |
| Ordinary Share Record Date | 5.00 p.m. on 14 April 2014 (or such other time and/or date as the Directors may determine) |
| Ordinary Shares | ordinary shares of US\$0.01 each in the capital of the Company, and Ordinary Share shall be construed accordingly |
| Overseas Shareholders | Shareholders resident in, or citizens of, jurisdictions outside the United Kingdom, including without limitation, US Holders |
| Principals | Thomas Ashworth and Martin Tacon |
| Proposals | the proposals described in this document, being the Return of Cash, the rejection of the Discontinuation Vote to be proposed in Resolution 2, the amendments to the Management Agreement and the amendments to the Articles of Incorporation |
| recognised investment exchange | as defined in section 285 FSMA |
| Relevant Exchange Rate | the US dollar/Sterling Bloomberg Cross Rate as at the close of business on 4 April 2014 |
| Resolution 1 | the special resolution required to effect the Return of Cash set out and numbered 1 in the notice of Extraordinary General Meeting at Part 11 of this document |
| Resolution 2 | the extraordinary resolution that the Company cease to continue as presently constituted set out and numbered 2 in the notice of Extraordinary General Meeting at Part 11 of this document |
| Resolution 3 | the special resolution required to make certain amendments to the Articles of Incorporation set out and numbered 3 in the notice of Extraordinary General Meeting at Part 11 of this document |
| Resolution 4 | the ordinary resolution required to approve the amendments to the Management Agreement set out and numbered 4 in the notice of Extraordinary General Meeting at Part 11 of this document |
| Resolutions | Together, Resolution 1, Resolution 2, Resolution 3 and Resolution 4 or any of them as the context may require |
| Return of Cash | the transaction comprising the issue of B Shares and the B Share Alternatives to return US\$29 million to Shareholders |

| | |
|--|--|
| Shareholders | holders of Ordinary Shares, and Shareholder shall be construed accordingly |
| subsidiary undertaking | shall, unless otherwise stated, be construed in accordance with the CA 2006 |
| TTE Instruction | transfer to escrow instruction |
| UK Listing Authority or UKLA | the FCA acting in its capacity as the competent authority for listing under Part VI of FSMA and in the exercise of its functions in respect of admission to the Official List |
| United Kingdom or UK | the United Kingdom of Great Britain and Northern Ireland |
| US Holder | (i) a Shareholder with an address in the US on the Company's register of members; (ii) any person resident in the US who holds Ordinary Shares including directly, or as or through, a nominee, trustee or custodian; and (iii) persons who appear at any time to the Directors to fall within paragraph (ii) of this definition |
| US Securities Act | United States Securities Act of 1933, as amended |
| US or United States | the United States of America (including the states of the United States and the District of Columbia), its possession and territories and all areas subject to its jurisdiction |
| US\$ and US cent | the lawful currency of the United States |
| £ or Sterling | the lawful currency of the United Kingdom |

All times referred to are London times unless otherwise stated.

PART 11

NOTICE OF EXTRAORDINARY GENERAL MEETING

Macau Property Opportunities Fund Limited (the Company)

*(Incorporated and registered in Guernsey under the Companies (Guernsey) Law 2008
(as amended) with registered number 44813)*

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey GY1 4HY at 11.00 a.m. on 7 April 2014 for the purpose of considering and, if thought fit, passing the following resolutions:

Resolution 1 (a special resolution):

THAT:

- (a) the Articles of Incorporation of the Company be and are hereby amended in the manner set out in the list of amendments produced to the meeting and initialled for the purpose of identification by the Chairman;
- (b) the share capital of the Company be and is hereby increased from US\$3 million to US\$3,827,400 by the creation of 82,740,000 non-cumulative redeemable preference shares of US\$0.01 each (**B Shares**) having the rights and subject to the restrictions set out in the Articles of Incorporation proposed to be amended pursuant to paragraph (a) of this resolution; and
- (c) the Directors be and are hereby authorised to:
 - (i) capitalise a sum not exceeding US\$827,400 standing to the credit of the Company's distributable reserve and to appropriate such sum to the members of the Company by applying such sum in paying up in full at par 82,740,000 B Shares;
 - (ii) pursuant to article 6 of the Company's articles of incorporation, to issue such B Shares credited as fully paid up, up to an aggregate nominal amount of US\$827,400 to the holders of the ordinary shares of US\$0.01 each in the Company (the **Ordinary Shares**) on the basis of one B Share for each Ordinary Share held and recorded on the register of members of the Company at 5.00 p.m. on 14 April 2014 (or such other time and/or date as the Directors may determine); and
 - (iii) to do all acts and things they may consider necessary or desirable to give effect to this resolution and to satisfy any entitlement to B Shares howsoever arising.

provided that the authority hereby conferred shall expire at the conclusion of the Annual General Meeting to be held in November 2014 or the date that is 15 months from the date of the passing of this resolution, whichever is the earlier.

Resolution 2 (an extraordinary resolution)

THAT the Company cease to continue as presently constituted.

Resolution 3 (a special resolution)

THAT, in addition to the amendments effected by Resolution 1 (if passed) and conditional on Resolution 2 not being passed, Article 38 of the Company's Articles of Incorporation be deleted and replaced with the following text:

"The Company shall, no later than 31 December 2016, convene a general meeting (which may be an annual general meeting) at which an Extraordinary Resolution will be proposed that the Company cease to continue as constituted. If that resolution is passed, the Directors shall formulate proposals to be put to the shareholders to reorganise, unitise, reconstruct, or wind up the Company."

Resolution 4 (an ordinary resolution)

THAT the amendments to the management agreement between the Company and Sniper Capital Limited dated 30 May 2006 described in the circular published by the Company on 13 March 2014 be and are hereby approved.

Dated: 13 March 2014

Registered Office:

Heritage Hall
Le Marchant Street
St. Peter Port
Guernsey GY1 4HY

By order of the Board
Heritage International Fund Managers Limited
Secretary

Notes:

- 1 A member is entitled to attend and vote at the Meeting provided that all calls due from him in respect of his shares have been paid. A member is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company.
- 2 A form of proxy is enclosed with this notice. To be effective, the instrument appointing a proxy (together with any power of attorney or other authority under which it is executed or a duly certified copy of such power) must be sent to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, no later than 11.00 a.m. on 3 April 2014, or not less than 48 hours before the time for holding any adjourned meeting, as the case may be. A corporation may execute a proxy under its common seal or by the hand of a duly authorised officer or other agent. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting.
- 3 The quorum for the Meeting is at least two shareholders present in person or by proxy.
- 4 Only those members entered in the Register of Members of the Company at close of business on 3 April 2014 shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
- 5 The Register of Directors' Interests kept by the Company shall be available for inspection at the Registered Office of the Company by any member between the hours of 9.00 a.m. and 5.00 p.m. on any business day for a period of 14 days before and ending 3 days after the Extraordinary General Meeting. The Register of Directors' Interests shall be produced at the commencement of the Extraordinary General Meeting and shall remain open and accessible during the continuance of the Extraordinary General Meeting to any person attending such meeting.