

**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 immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised for the purposes of the Financial Services and Markets Act 2000 (as amended) who specialises in advising on the acquisition of shares and other securities before taking any action if you are in the United Kingdom or, if you are resident outside the United Kingdom, from another appropriately qualified independent financial adviser. The whole of this document should be read.**

If you have recently sold or transferred all of your registered holding of Existing Ordinary Shares please forward this document, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other party through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred only part of your registered holding of Existing Ordinary Shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected as soon as possible.

This document does not comprise a prospectus in accordance with the Prospectus Rules and, pursuant to section 85 of the Financial Services and Markets Act 2000 (as amended), has not been drawn up in accordance with the Prospectus Rules. This document has not been approved by the Financial Conduct Authority or by any other authority in any jurisdiction.

The Existing Ordinary Shares are currently admitted to trading on AIM. Application will be made to the London Stock Exchange for the Placing Shares, to be admitted to trading on AIM. It is expected that admission of the Placing Shares, will become effective, and dealings for normal settlement in the Placing Shares, will commence, at 8.00 a.m. on or around 2 October 2020. The Existing Ordinary Shares, plus the Placing Shares, will not be dealt in, or on, any other recognised investment exchange and no other such application will be made. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the FCA has examined or approved the contents of this document.

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**NEW TREND LIFESTYLE GROUP PLC**  
**(TO BE RENAMED CONDUITY CAPITAL PLC)**  
(incorporated in England and Wales under the Companies Act 2006 with registered number 8000104)  
**DISPOSAL OF NEW TREND LIFESTYLE PTE. LTD,**  
**CONDITIONAL PLACING OF 100,000,000 NEW ORDINARY SHARES AT A PRICE OF 1.0 PENCE PER**  
**ORDINARY SHARE TO RAISE £1,000,000**  
**GRANT OF UP TO 50,000,000 NEW INVESTOR WARRANTS**  
**CONSOLIDATION OF SHARE CAPITAL**  
**AMENDMENT OF ARTICLES OF ASSOCIATION**  
**CHANGE OF NAME**  
**AND**  
**NOTICE OF GENERAL MEETING**

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The Placing Shares will, following allotment, rank *pari passu* in all respects with the Existing Ordinary Shares in issue at the date of Admission including the right to receive all dividends and other distributions thereafter declared made or paid on the ordinary share capital of the Company.

Notice of a General Meeting of the Company to be held at the offices of Bracher Rawlins LLP, 77 Kingsway, London, WC2B 6SR, at 10.15 a.m. on 1 October 2020 at which the resolutions required to effect the Placing and Subscription are to be proposed is set out at the end of this document. Shareholders will find enclosed with this Document a Form of Proxy for use in relation to the General Meeting. To be valid, the Form of Proxy must be completed in accordance with the instructions set out on the form and returned as soon as possible to Link Group, 34 Beckenham Road, Beckenham Kent BR3 4TU so as to be received as soon as possible but in any event no later than 10.15 a.m. on 29 September 2020, being 48 hours (excluding days that are not Business Days) before the time fixed for the General Meeting. **In accordance with Government legislation and related restrictions in response to COVID-19, and to minimise public health risks, the General Meeting is to be held as a closed meeting unless both the coronavirus (COVID-19) situation and the applicable guidance have changed prior to the date of the meeting. Unless Shareholders are notified otherwise by the Company prior to the date of the General Meeting, the arrangements for the meeting shall be that neither Shareholders, nor their proxies nor corporate representatives will**

**be permitted to attend the meeting in person. As such, Shareholders are strongly encouraged to appoint the Chairman of the General Meeting to act as their proxy as no other person will be permitted to attend the meeting.**

SPARK Advisory Partners Limited (“**SPARK**”), is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is acting as nominated adviser to the Company. Its responsibilities as the Company’s nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire Ordinary Shares in the Company in reliance on any part of this Circular. SPARK has not authorised the contents of, or any part of, this Circular and no representation or warranty, express or implied, is made by SPARK as to any of the contents of this Circular (without limiting the statutory rights of any person to whom this Circular is issued). SPARK will not be offering advice and will not otherwise be responsible to anyone other than the Company for providing the protections afforded to customers of SPARK or for providing advice in relation to the contents of this Circular or any other matter.

Peterhouse Capital Limited (“**Peterhouse**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for the Company and no-one else in relation to the Placing and will not be acting for any other person or otherwise be responsible to any person for providing the protections afforded to customers of Peterhouse or for advising any other person in respect of the Placing. Peterhouse’s responsibilities as the Company’s Broker are owed solely to the London Stock Exchange and are not owed to the Company nor to any other person. Peterhouse is not making any representation or warranty, express or implied, and takes no responsibility for the contents of this document, the Placing or for the General Meeting.

The release, publication or distribution of this document in an Excluded Territory may be restricted by law. Persons who come into possession of this document should inform themselves about and observe any applicable restrictions or requirements in their particular jurisdiction. Failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdiction. No action has been taken by the Company, SPARK or Peterhouse that would permit possession or distribution of this document in any jurisdiction (including the United Kingdom) where action for that purpose is required.

This document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy securities to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Existing Ordinary Shares, Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended, or under the securities legislation of any state of the United States. The relevant clearances have not been, and will not be, obtained from any relevant authority in any jurisdiction. Subject to certain exceptions, the Placing Shares may not, directly or indirectly, be offered or sold within the United States or any other Excluded Territory or offered or sold to a person within the United States or any other Excluded Territory. Any failure to comply with these restrictions may constitute a violation of the securities law of any jurisdiction.

It is the responsibility of any person receiving a copy of this document outside the United Kingdom to satisfy himself or herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any government or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such other territory.

The contents of this document should not be construed as legal, business, financial or tax advice. Each Shareholder should consult his, her or its own legal adviser or tax adviser for legal, business, financial or tax advice.

#### **Cautionary note regarding forward-looking statements**

This document contains statements about New Trend Lifestyle Group Plc that are or may be deemed to be “forward-looking statements”.

All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words “targets”, “plans”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “should”, “anticipates”, “estimates”, “projects”, or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include, without limitation, statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects and (ii) business and management strategies and the expansion and growth of the operations of New Trend Lifestyle Group Plc. These forward-looking statements are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and

future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the City Code, the Prospectus Rules and/or the Financial Services and Markets Act 2000 (as amended)), New Trend Lifestyle Group Plc does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to New Trend Lifestyle Group Plc or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors of New Trend Lifestyle Group Plc at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

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# EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2020

|  |                         |
|--|-------------------------|
| Announcement of the General Meeting  | 8 September             |
| Date of publication of this document   | 8 September             |
| Date of posting of this document   | 8 September             |
| Last date and time for receipt of Forms of Proxy   | 10.15 a.m. 29 September |
| General Meeting  | 10.15 a.m. 1 October    |
| Admission to trading and commencement of dealings in Placing Shares on AIM (on or around)          | 8.00 a.m. 2 October     |
| CREST accounts credited with Placing Shares in uncertificated form (on or around)                  | 2 October               |
| Despatch of share certificates for all the Ordinary Shares, in certificated form, by no later than | 12 October              |

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of a Regulatory Information Service announcement. All events listed in the above timetable following the General Meeting are conditional on the passing of the resolutions at the General Meeting.

References to time in this document and the Notice of General Meeting are to UK times.

## Proposed format of the General Meeting

At the time of publication of this Document there is the risk associated with holding a physical general meeting given social distancing requirements and the various other provisions that follow from Covid-19. The Company is monitoring the announcements by Department of Business, Energy and Industrial Strategy, Financial Conduct Authority and the Financial Reporting Council and others on such issues and are following their advice when taking decisions on holding physical meetings. The current situation following the enactment of the Corporate Insolvency and Governance Act 2020 sets out that companies may hold closed general meetings up to 30 September 2020, however, it is the Company's understanding that it is likely that these measures will be extended for a further three month period (to be confirmed by the UK Government). On that basis, together with the continuing risk of localised restrictions means that the Company has taken the decision that a conventional general meeting is not practical unless both the coronavirus (COVID-19) situation and the applicable guidance have changed prior the date of the meeting. Unless Shareholders are notified otherwise by the Company prior to the date of the meeting, the alternative arrangements for the General Meeting, including voting, set out in the Notice of General Meeting in pages 21 to 26 shall apply to this meeting.

## KEY STATISTICS

|  |   |
|--|---|
| Existing Ordinary Shares in issue as at the date of the Document | 225,000,000   |
| Par value of Existing Ordinary Shares                            | 0.1 pence   |
| Par value of New Ordinary Shares                                 | 1.0 pence   |
| New Ordinary Shares to be issued as part of the Placing          | 100,000,000   |
| Enlarged Share Capital following the Placing                     | 122,500,000   |
| Placing Shares as a percentage of the Enlarged Share Capital     | 81.63 per cent.   |
| Investor Warrants  | Up to 50,000,000  |
| Broker Warrants  | warrants to subscribe for Shares amounting to 3% of the Enlarged Share Capital from time to time. |
| Issue Price of the Placing Shares                                | 1.0 pence   |
| Gross proceeds of the Placing                                    | £1,000,000  |

## DEFINITIONS

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

|   |  |
|---|--|
| <b>“Act”</b>  | the Companies Act 2006;  |
| <b>“Admission”</b>                                  | the admission of the Placing Shares to trading on AIM, which is expected to take place on or around 2 October 2020, if the Resolutions are passed at the General Meeting;  |
| <b>“AIM”</b>  | the AIM Market, a market operated by the London Stock Exchange;  |
| <b>“AIM Rules”</b>                                  | together, the rules published by the London Stock Exchange governing the admission to, and the operation of, AIM, consisting of the AIM Rules for Companies (including the guidance notes thereto) and the AIM Rules for Nominated Advisers, published by the London Stock Exchange from time-to-time; |
| <b>“Articles”</b>                                   | the articles of association of the Company (as amended from time to time);   |
| <b>“Board” or “Directors”</b>                       | the board of directors of the Company, as at the date of this document, whose names are set out on page 10 of this document;   |
| <b>“Broker Warrants”</b>                            | the warrants over 3 per cent. of the Company’s issued share capital from time to time (which at Admission shall equate to 3,675,000 Ordinary Shares) which have been granted to Peterhouse, conditional on Admission;  |
| <b>“Circular” or “this Document”</b>                | this document, including the Notice at the end of this document and the Form of Proxy;   |
| <b>“City Code”</b>                                  | City Code on Takeovers and Mergers;  |
| <b>“Company” or “New Trend Lifestyle Group Plc”</b> | New Trend Lifestyle Group Plc, a company incorporated and registered in England & Wales under the Companies Act 2006, with registered number 8000401;  |
| <b>“Consolidation” or “Share Consolidation”</b>     | the consolidation of 10 current ordinary shares of 0.1 pence each into one New Ordinary Share with a nominal value of 1.0 pence each;  |
| <b>“CREST”</b>                                      | the relevant system for paperless settlement of share transfers and the holding of shares in uncertificated form, which is administered by Euroclear UK & Ireland Limited;   |

|                                   |  |
|-----------------------------------|--|
| <b>“CREST Regulations”</b>        | the Uncertificated Securities Regulations 2001 (S.I. 2001/3755), as amended from time to time;   |
| <b>“Disposal”</b>                 | the Disposal of New Trend Lifestyle Pte. Ltd;  |
| <b>“Enlarged Share Capital”</b>   | the 122,500,000 Ordinary Shares in issue following the Placing;  |
| <b>“Excluded Territory”</b>       | any jurisdiction in which any offer or solicitation of the Placing Shares is unlawful or would require further action on behalf of the Company;  |
| <b>“Existing Ordinary Shares”</b> | the 225,000,000 ordinary shares of 0.1 pence each in issue at the date of this document;   |
| <b>“FCA”</b>                      | the Financial Conduct Authority;   |
| <b>“Form of Proxy”</b>            | the form of proxy for use by the Shareholders in connection with the General Meeting   |
| <b>“General Meeting” or “GM”</b>  | the General Meeting of the Shareholders of the Company to be held at 10.15 a.m. on 1 October 2020 at the offices of Bracher Rawlins LLP, 77 Kingsway, London, WC2B 6SR;  |
| <b>“Group”</b>                    | the Company together with its subsidiaries, both directly and indirectly owned;  |
| <b>“Independent Shareholders”</b> | Shareholders other than Mr Phang Song Hua and Falben Limited (a company owned by Mr Phang Song Hua);   |
| <b>“Investor Warrants”</b>        | the 50,000,000 warrants, granting rights to subscribe for Ordinary Shares at a subscription price of 1.5 pence per share, to be granted to the participants in the Placing on the basis of one Investor Warrant per two Ordinary Shares acquired in the Placing (as applicable); |
| <b>“Issue Price”</b>              | 1.0 pence per Placing Share;   |
| <b>“London Stock Exchange”</b>    | London Stock Exchange plc;   |
| <b>“New Ordinary Shares”</b>      | the new Ordinary Shares of 1.0 pence each to be issued pursuant to the Placing;  |
| <b>“Notice”</b>                   | the notice of the General Meeting, which is set out on pages 21 to 26 of this document;  |



|   |   |
|---|---|
| <b>“Ordinary Shares”</b>                            | ordinary shares in the capital of the Company having a nominal value of 1.0 pence each;   |
| <b>“Peterhouse”</b>                                 | Peterhouse Capital Limited;   |
| <b>“Placee”</b>                                     | a subscriber for Placing Shares under the Placing;  |
| <b>“Placing”</b>                                    | the conditional placing of the Placing Shares by Peterhouse with certain investors at the Issue Price;  |
| <b>“Placing Shares”</b>                             | the 100,000,000 New Ordinary Shares to be issued pursuant to the Placing;   |
| <b>“Proposals”</b>                                  | The Disposal, Consolidation, Placing, and additional authorities to issue Ordinary Shares;  |
| <b>“Registrars”</b>                                 | Link Group;   |
| <b>“Resolutions”</b>                                | the resolutions to approve the Proposals, which are set out in the Notice at the end of this document;  |
| <b>“Shareholder(s)”</b>                             | holder(s) of the Ordinary Shares;   |
| <b>“SPA”</b>  | the conditional share purchase agreement dated 8 September 2020 between Phang Song Hua and the Company in respect of the Disposal;  |
| <b>“SPARK”</b>                                      | SPARK Advisory Partners Limited, the Company’s Nominated Adviser;   |
| <b>“United Kingdom” or “UK”</b>                     | the United Kingdom of Great Britain and Northern Ireland; and   |
| <b>“Uncertificated” or “in Uncertificated Form”</b> | recorded on the register of Ordinary Shares as being held in uncertificated form in CREST, entitlement to which by virtue of the CREST Regulations, may be transferred by means of CREST. |

## **DIRECTORS, SECRETARY AND ADVISERS**

|                   |  |
|-------------------|--|
| Directors         | Gregory Collier - Non-Executive Chairman<br>Phang Song Hua - Chief Executive Officer<br>Ajay Kumar Rajpal - Non-Executive Director &<br>Interim Finance Director |
| Company Secretary | International Registrars Limited<br>5-7 Cranwood Street<br>London EC1V 9EE   |
| Registered Office | Finsgate<br>5-7 Cranwood Street<br>London EC1V 9EE   |
| Nominated Adviser | SPARK Advisory Partners Limited<br>5 St John's Lane<br>London<br>EC1M 4BH  |
| Broker            | Peterhouse Capital Limited<br>80 Cheapside<br>London<br>EC2V 6EE   |
| Registrar         | Link Group<br>34 Beckenham Road<br>Beckenham<br>Kent BR3 47U   |
| Website           | <a href="http://www.newtrendlifestylegroup.com">www.newtrendlifestylegroup.com</a>   |

PART I

**LETTER FROM THE CHAIRMAN  
NEW TREND LIFESTYLE GROUP PLC**

(incorporated in England and Wales under the Companies Act 2006 with registered number 8000104)

*Directors:*

Gregory Collier - Non-Executive Chairman  
Phang Song Hua - Chief Executive Officer  
Ajay Kumar Rajpal - Non-Executive Director and Interim Finance Director

*Registered Office:*

Finsgate  
5-7 Cranwood Street  
London EC1V 9EE

8 September 2020

To the Shareholders

Dear Shareholder,

**DISPOSAL OF NEW TREND LIFESTYLE PTE. LTD  
PLACING OF 100,000,000 NEW ORDINARY SHARES AT A PRICE OF 1.0 PENCE PER ORDINARY SHARE  
TO RAISE £1,000,000  
GRANT OF UP TO 50,000,000 NEW INVESTOR WARRANTS  
CONSOLIDATION OF SHARE CAPITAL  
AMENDMENT OF ARTICLES OF ASSOCIATION  
CHANGE OF NAME  
AND  
NOTICE OF GENERAL MEETING**

**Introduction**

I am writing to give you details of the Resolutions to be proposed at the Company's General Meeting which is to be held at 10.15am on 1 October 2020 at the offices of Bracher Rawlins LLP, 77 Kingsway, London, WC2B 6SR. The Resolutions are set out in the Notice of General Meeting on pages 21-26 of this Document.

This Circular sets out details in relation to the proposed disposal of New Trend Lifestyle Pte. Ltd, the Company's 85.71% owned subsidiary, to Grand Master Phang Song Hua, the Chief Executive Officer of the Company for S\$100.00 (one hundred Singapore Dollars) in cash on completion of the Disposal ("**Completion**"). In addition, as part of the SPA completion arrangements, a loan of S\$1,145,099 owed by the Company to New Trend Lifestyle Pte. Ltd will be cancelled. This represents a total effective cash consideration of approximately £632,706 (at an exchange rate of £1-S\$1.81). The Disposal will represent a fundamental change of business, as well as a related party transaction, under the AIM Rules for Companies following completion of which, the Company will become an AIM Rule 15 cash shell.

Further, the Company announced on 8 September 2020 a proposed 10 for 1 share consolidation of the Company's ordinary shares and a conditional placing with new investors, to raise £1,000,000 before expenses, through the issue of 100,000,000 New Ordinary Shares at the Issue Price, together with the grant of 50,000,000 Investor Warrants to the participants in the Placing. The Issue Price represents a 75 per cent. discount to the equivalent pre-Consolidation closing price on 4 September 2020, the last practicable date prior to the publication of this Document. In respect of the Placing, as part payment for its services, the Company's broker, Peterhouse will be granted the Broker Warrants, which will provide it with rights to acquire Ordinary Shares equal to 3 per cent. of the total issued share capital from time to time. The Consolidation will require an amendment to the Company's Articles to amend a reference in Article 6.1 to a nominal value of the Existing Ordinary Shares of £0.001. Subject to the approval of the Consolidation, there will be a Resolution (Resolution 3) proposed as a special resolution to amend this reference to a nominal value of £0.01.

In addition, the Company currently has insufficient authority to dis-apply statutory pre-emption rights and therefore the Company is seeking Shareholder approval to give the Directors the authority to allot the Placing Shares, the Investor Warrants and the Broker Warrants and to dis-apply statutory pre-emption rights in respect thereof.

The purpose of this document is to provide you with details of the Proposals, to explain the background to and the reasons for the Proposals and why all Directors recommend that Shareholders vote in favour of Resolutions 2, 3, 4, 5 and 6 and the Independent Directors recommend that Shareholders vote in favour of Resolution 1, all to be proposed at the General Meeting.

The Proposals are all conditional, inter alia, on the passing of the Resolutions by Shareholders at the General Meeting, notice of which is set out at the end of this document. If the Resolutions are passed, admission of the Placing Shares to trading on AIM is expected to occur on or about 8.00 a.m. on 2 October 2020.

### **Background to and reasons for the Disposal and Placing**

The Company has been seeking to grow through acquisition for a number of years, with a view to mitigate against the decline in sales and shareholder value as a result of difficult trading conditions facing its existing business in Singapore. Notwithstanding the efforts that have been made in this respect, the Company has not been able to identify a suitable acquisition target to date and, as a result, the Board believes that the costs of being an AIM quoted company has not benefitted the Group.

Furthermore, on 14 April 2020, the Company issued a trading update which included a notification that the Singapore Government had announced that all non-essential businesses would be closed from 7 April 2020 for one month to combat the spread of the COVID-19 virus. This measure meant that the Group's operations were closed for that period. The Singapore Government subsequently extended this measure and shops were only allowed to re-open on 19 June 2020. The Directors believe that the Group's unaudited revenue for the six months ending 30 June 2020 will be significantly below that of the same period last year and trading since our re-opening has not yet recovered to pre-COVID-19 virus levels. The uncertainty created by this extended measure, and our trading since 19 June, has made it very difficult to assess the outlook and prospects for the business in its current form.

Accordingly, the Board believed that it was faced with the following alternatives:

- **Fundraising for existing business:** given the current and continuing situation, the Board does not believe it will be able to raise additional external equity and/or debt to fund the Group's current activities or invest in the development of its trading business, if the Company were to remain as an AIM-traded company;
- **De-listing:** the Board has considered seeking the cancellation of its admission to trading on AIM ("**De-listing**") given the costs of maintaining the listing, but then there would effectively be no market in the Ordinary Shares, which could penalise Shareholders; or
- **Disposal:** the Company could dispose of New Trend Lifestyle Pte. Ltd to the Company's CEO, Phang Song Hua, introduce new funds into the Company (which would have become an AIM Rule 15 cash shell), and look to adopt a new investing strategy, by seeking a reverse takeover, to try and recover value for the Shareholders.

Having considered the alternatives in detail with its advisers, Ajay Rajpal and Gregory Collier (as the independent directors in respect of the proposed Disposal) concluded that the best option for Shareholders would be to dispose of its Singapore subsidiary, New Trend Lifestyle Pte. Ltd, and raise additional funds to consider new business opportunities and search for a potential acquisition. It has been clear that the ability of the Company to raise significant funds historically has been difficult due to the recent trading history of the Group. No acquisition targets have been identified at this time; however, a significant cash injection will enable the Company to accelerate the search for new opportunities. No geographical or industry limitations have been set in the search for a target, which as an AIM Rule 15 cash shell is required to be a reverse takeover under the AIM Rules.

#### **Details of the Disposal**

The Company is proposing to dispose of their 85.71% owned subsidiary New Trend Lifestyle Pte. Ltd to Phang Song Hua, a substantial shareholder and Chief Executive Officer of the Company. This will result in New Trend Lifestyle plc becoming an AIM Rule 15 cash shell.

#### **Summary of the Disposal Agreement**

Against this background as set out above, the Company has today entered into a conditional sale and purchase agreement ("**SPA**") with Phang Song Hua for the sale by the Company of all the shares it holds in New Trend Lifestyle Pte. Ltd (representing 85.71% of the total shares). There are currently no guarantees between the Company and New Trend Lifestyle Pte. Ltd, so following the disposal the Company will not be responsible for its liabilities.

As at 31 December 2019, New Trend Lifestyle Pte. Ltd had net audited liabilities of S\$6,251,736 gross assets of S\$6,995,647, resulting in audited Net Assets of S\$743,911. For the year ended 31 December 2019, New Trend Lifestyle Pte. Ltd made a profit before tax of S\$665,123. The consideration for New Trend Lifestyle Pte. Ltd will be satisfied by a payment of S\$100 (one hundred Singapore Dollars). In addition, as part of the SPA completion arrangements, a loan of S\$1,145,099 (approximately £632,651) owed by the Company to New Trend Lifestyle Pte. Ltd will be cancelled. The SPA contains warranties only as to capacity and authority and title from the Company and no other warranties from the Company.

The SPA is conditional on the passing of Resolutions 1, 4 and 5, (which will include including the approval of Resolution 1 approving the Disposal by the Independent Shareholders), and the successful completion of the Placing.

The Disposal is subject to the approval of the Independent Shareholders at the General Meeting (Resolution 1), and Phang Song Hua is not permitted to vote his Existing Ordinary Shares on this Resolution.

Phang Song Hua is regarded as a related party under the AIM Rules as he is a Director and a substantial shareholder in the Company. As such the Disposal is required to have been considered by the independent directors in respect of the Disposal, Gregory Collier and Ajay Rajpal, in consultation with the Company's nominated adviser, SPARK.

#### ***Further information on New Trend Lifestyle Pte. Limited***

New Trend Lifestyle Pte. Ltd is the main trading subsidiary of the Group and was incorporated in the Republic of Singapore on 4 November 2005.

#### **Proposed Share Consolidation**

The Company has announced a proposal for the 10 for 1 share consolidation of the Company's ordinary shares.

The Company's issued ordinary share capital currently consists of 225,000,000 Existing Ordinary Shares of 0.01p each in the capital of the Company ("**Existing Ordinary Shares**"). It is proposed to consolidate every 10 of the Existing Ordinary Shares into one Ordinary Share of 1.0p ("**Ordinary Share**").

Following the Consolidation (ignoring, for this purpose, the Placing Shares), there will be 22,500,000 Ordinary Shares in issue. Holders of Existing Ordinary Shares ("**Existing Shareholders**") should note that while the numbers of shares held by them will change, the proportion of the issued ordinary shareholdings in the Company held by each Existing Shareholder immediately before and after the Consolidation will, except for fractional entitlements, be unchanged.

Any Existing Shareholders holding fewer than 10 Existing Ordinary Shares at 6.00 p.m. on 1 October (or such later date as the Directors may determine and communicate to Shareholders by an appropriate announcement to a Regulatory Information Service) ("**the Record Date**") will cease to be a Shareholder of the Company.

Following the Consolidation, it is proposed that the Placing will take place.

The rights attaching to the Ordinary Shares will be identical in all respects to those of the Existing Ordinary Shares.

Should the Consolidation be approved at the General Meeting the Ordinary Shares will require new ISIN and SEDOL numbers from Admission; the new ISIN Number for the Ordinary Shares will be GB00BMX66220 and the new SEDOL number BMX6622.

Following the Consolidation, Share Certificates in respect of Existing Ordinary Shares will no longer be valid. Share Certificates in respect of the Ordinary Shares will be issued following the Consolidation or, in the case of uncertificated holders, Euroclear (UK and Ireland) Limited will be instructed to credit the CREST participant's account with Ordinary Shares.

New Certificates in respect of the Ordinary Shares will be despatched to all Shareholders by first class post at the risk of the Shareholder.

In order to effect the Consolidation, in addition to Resolution 2, the Company proposes to amend the Company's articles of association pursuant to Resolution 3, which would amend the reference in

Article 6.1 of the Articles to a nominal value of the ordinary shares in the Company from £0.001 to £0.01.

### **AIM Rule 15**

In accordance with AIM Rule 15, the Disposal constitutes a fundamental change of business of the Company. On Completion, the Company would cease to own, control or conduct all or substantially all, of its existing trading business, activities or assets.

Following completion of the Disposal therefore, the Company will become an AIM Rule 15 cash shell and as such will be required to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14 (including seeking re-admission as an investing company (as defined under the AIM Rules)) on or before the date falling six months from completion of the Disposal or be re-admitted to trading on AIM as an investing company under the AIM Rules (which requires the raising of at least £6 million), less the consideration received failing which, the Company's Ordinary Shares would then be suspended from trading on AIM pursuant to AIM Rule 40. Admission to trading on AIM would be cancelled six months from the date of suspension should the reason for the suspension not have been rectified.

As such a cash shell the Company would also have no operating cash flow and would be dependent on the net proceeds of the Placing, and any subsequent exercise of Investor Warrants or Broker Warrants, for its working capital requirements. The Company's ability to raise further funds will depend on the success of existing and acquired investments. The Company may not be successful in procuring the requisite funds on terms which are acceptable to it (or at all) and Shareholders' holdings of Ordinary Shares may be materially diluted in due course by subsequent equity issues.

### **AIM Rule Deadlines – Reverse Takeover**

**Any failure in completing an acquisition or acquisitions which constitute(s) a reverse takeover under AIM Rule 14 (including seeking re-admission as an investing company (as defined under the AIM Rules)) will result in the cancellation of the Company's Shares from trading on AIM.**

The Company will be dependent upon the ability of the Board to identify suitable acquisition targets. As at the date hereof, the Directors have not identified any investment opportunities which they have resolved to pursue. There is no guarantee that the Company will be able to acquire an identified opportunity at an appropriate price, or at all, as a consequence of which resources might have been expended fruitlessly on investigative work and due diligence.

Market conditions may have a negative impact on the Company's ability to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14. There is no guarantee that the Company will be successful meeting the AIM Rule 15 deadline as described above.

The Company expects to incur certain third-party costs associated with the sourcing of suitable acquisition or acquisitions. The Company can give no assurance as to the level of such costs, and given that there can be no guarantee that negotiations to acquire any given target business will be successful, the greater the number of deals that do not reach completion, the greater the likely impact of such costs on the Company's performance, financial condition and business prospects.

### **Details of the Placing**

#### ***Placing***

To preserve some prospect of future value for Shareholders, as announced on 8 September 2020, Peterhouse has conditionally raised £1,000,000 before expenses through the Placing for the Company relating to the proposed allotment of New Ordinary Shares by the Company at the Issue Price, together with one Investor Warrant for every two Placing Shares. Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM, subject to approval of the Resolutions. It is expected that Admission will become effective and that dealings in the Placing Shares, will commence on AIM at 8.00 a.m. on or around 2 October 2020. The Placing Shares will represent approximately 81.63 per cent. of the ordinary share capital of the Company in issue immediately following Admission.

Subject to Admission being passed, Peterhouse will receive warrants over 3 per cent. of the Company's share capital from time to time at par for a period of three years from Admission, as part-payment for the introduction of incoming investors. In practice this means that at Admission the Broker Warrants shall be rights to subscribe for up to 3,675,000 Ordinary Shares. If there are any further allotments of shares prior to the expiry of the Investor Warrants, Peterhouse will be granted further Broker Warrants to ensure that the Broker Warrants continue to be over 3 per cent. of the Company's share capital (less any Ordinary Shares that have been issued to Peterhouse following any previous exercise of Broker Warrants).

If the Placing is fully subscribed, this would result in the allotment of 100,000,000 New Ordinary Shares (i.e. following the Consolidation) in the Company at the Issue Price.

### **Consequences of Placing for the Existing Shareholders**

Following completion of the Placing, the proportion of the Ordinary Shares held by the Existing Shareholders shall be approximately 18.37 per cent. of the total issued ordinary share capital of the Company.

### **General**

All Placing Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Ordinary Shares (i.e. the ordinary shares following the Consolidation), including the right to receive all dividends and other distributions declared on or after the date on which they are issued. For each two Placing Shares acquired by a participant in the Placing, that participant shall be granted one Investor Warrant providing a right to subscribe for a new Ordinary Share at a subscription price of 1.5p per share. In total, subject to completion of the Placing, there will be up to 50,000,000 Investor Warrants granted. The Investor Warrants shall be exercisable for a period of 12 months, after which any unexercised Investor Warrants shall lapse. If at any time prior to the lapse of the Investor Warrants the share price for the Ordinary Shares is 1.5p or more for five consecutive days, the Company shall have the option to require the holders of the Investor Warrants to exercise the Warrants within 14 days or their Investor Warrants will lapse.

For details as to the expected date and times by which certain events (e.g. Admission, the crediting of CREST accounts and the despatch of share certificates) are expected to happen in relation to the Placing Shares, please refer to the information on page 5 (Expected Timetable of Principal Events) of this document.

### **Related Party Transactions**

The Disposal also constitutes a related party transaction under Rule 13 of the AIM Rules for Companies. Gregory Collier and Ajay Rajpal, the independent directors in respect of the Disposal,



consider, having consulted with SPARK, the Company's Nominated Adviser, that the terms of the Disposal are fair and reasonable insofar as the Company's Shareholders are concerned. The independent directors in respect of the Disposal have taken into account the following

1. New Trend Lifestyle Pte. Ltd is currently loss making and the Company's base case internal projections show that there is no immediate prospect of an improvement in financial performance; and
2. the Disposal, as it is a fundamental change of business, will be subject to Shareholders' approval at the General Meeting.

The independent directors in respect of the Disposal have also taken into account the principal relevant considerations that they have identified, which are set out further in this Document.

In addition, Gregory Collier and Phang Song Hua, who are independent, have approved settlement terms with Ajay Rajpal in respect of his loss of office, to be documented in a settlement agreement, which includes a termination payment of £30,000 (the "**Settlement**"). The Settlement, which is conditional on the passing of the Resolutions, constitutes a related party transaction under Rule 13 of the AIM Rules for Companies. The independent directors in respect of the Settlement, Phang Song Hua and Gregory Collier consider, having consulted with SPARK, the Company's Nominated Adviser, that the terms of the Settlement are fair and reasonable insofar as the Company's Shareholders are concerned.

### **Board Changes**

The Directors expect that, with effect from Admission, Nicholas "Nick" Lee will join the Board as a non-executive Director, and that Phang Song Hua and Ajay Rajpal will resign from office. Gregory Collier will remain on the Board as Chairman.

Nick Lee has over 30 years of experience in international investment banking and working as a company director. He qualified as a chartered accountant with Coopers & Lybrand and has a degree in engineering from St John's College, Cambridge. He worked for Dresdner Kleinwort and its antecedent firms from 1988 to 2009, rising to Managing Director, Head of Banking, Hedge Fund Solutions Group. During this period, he advised leading companies from a number of different industries. Since then he has been actively involved in AIM as a director of a number of listed companies.

Further announcements regarding the proposed Board changes will be made as appropriate.

### **Dis-application of Pre-Emption Rights and authority to allot shares**

In connection with the Placing and the possible allotment of the Investor Warrants and the Broker Warrants, the Directors wish to have authority to issue a limited proportion of the Company's issued ordinary share capital without having to seek Shareholders' approval. Having such authorities will allow the Company to raise capital or issue shares for other reasons quickly and flexibly and without incurring the time and expense of convening a general meeting. The Directors believe that, at the current time, authorities in respect of 63.27 per cent. of the Company's issued ordinary share capital (following the Consolidation and the allotment of all the new shares relating to the Placing and the issue of the Investor Warrants and the Broker Warrants) will provide the Company with a reasonable capacity to issue shares.

Shareholders' approval is being sought for these Share authorities by way of Resolutions 4 and 5 in respect of the Placing and an addition authority up to £463,250.00.

### **Change of Name**

The Board has agreed with New Trend Lifestyle Pte. Ltd that the Company's name will be changed to Conduity Capital plc (TIDM: CCAP), conditional on Shareholders' approval at the General Meeting.

Under the Companies Act 2006 and the Company's Articles, a change of name requires the passing of a special resolution of Shareholders at a general meeting. Shareholders' approval is being sought for this change of name by way of Resolution 8.

If Resolution 8 is approved, the change of name will be effective once Companies House has issued a new certificate on the change of name.

If approved the Company's TIDM will change to "CCAP" with effect from Admission.

### **Taxation**

Any person who is in any doubt as to his tax position or who is subject to tax in a jurisdiction other than the United Kingdom is strongly recommended to consult his professional tax adviser immediately.

### **Use of Proceeds**

The Company is raising funds to enable the Board to search for acquisition opportunities, which if successful would constitute a reverse takeover under the AIM Rules for Companies and fund the Company's general working capital.

### **Shareholders' Approval**

The Company is seeking Shareholders' approval at the General Meeting in respect of the following Resolutions:

- **Resolution 1** which will be proposed as an ordinary resolution, seeks approval by the Independent Shareholders of the Disposal, pursuant to the SPA.
- **Resolution 2** which will be proposed as an ordinary resolution and be subject to the passing of Resolution 3 relating to the amendment of the Articles, seeks approval for the Share Consolidation.
- **Resolution 3** which will be proposed as a special resolution and be subject to the passing of Resolution 2 relating to the Consolidation, seeks approval for the amendment of the Articles to amend the reference to the nominal value of the ordinary shares to £0.01.
- **Resolution 4** which will be proposed as an ordinary resolution seeks authority for the Board, pursuant to sections 551 and 570 of the Companies Act 2006, to allot, *inter alia*, the Placing Shares, the Investor Warrants and the Broker Warrants and the ability to issue additional Ordinary Shares up to a maximum nominal amount of £463,250.00.
- **Resolution 5** which will be proposed as a special resolution seeks approval for the disapplication of pre-emption rights in relation to the issue of the Placing Shares, the Investor Warrants and the Broker Warrants and a further Ordinary Shares up to a maximum nominal

amount of £463,250.00, under the authority granted by Resolution 4 such that such shares can be offered other than *pro rata* to existing Shareholders.

- **Resolution 6** which will be proposed as a special resolution, seeks to approve the change of the Company's name to Conduity Capital plc.

In the event that Resolutions 1, 4 and 5 are not passed, the Disposal will not proceed.

In the event that Resolutions 2 and 3 are not passed, the Share Consolidation will not proceed.

In the event that Resolutions 4 and 5 are not passed, the Placing will not proceed.

In the event that Resolution 6 is not passed, the change of name to Conduity Capital plc will not proceed.

The new authorities are being sought predominately to allow the Company to complete the Placing, allow the allotment of any Ordinary Shares pursuant to the exercise of the Investor Warrants and/or Broker Warrants and to enable the Board to take advantage of future business opportunities as they arise.

In order to obtain the necessary Shareholders' approval, a General Meeting of the Company is to be held at which the Resolutions will be proposed. Further information regarding the General Meeting is set out in paragraphs headed General Meeting and Action to be taken by shareholders below.

**The Directors, and the independent directors where appropriate, believe the Proposals to be the most appropriate way to provide the necessary capital to meet the Company's future requirements. Should the Disposal not proceed for any reason, the Company would seek to delist from AIM. Should the Placing not proceed for any reason, the Company would need to find alternative funding to fund its acquisition plans which, given the current global uncertainty arising from COVID-19, may create unnecessary uncertainty. All Directors, where appropriate, therefore recommend that Shareholders vote in favour of the Resolutions set out in the Notice relating to the Proposals.**

#### **General Meeting**

A notice convening the General Meeting to be held at the offices of Bracher Rawlins LLP, 77 Kingsway, London, WC2B 6SR at 10.15 a.m. on 1 October 2020 is set out at the end of this document.

#### **Action to be taken by Shareholders**

You will find enclosed with this Document a Form of Proxy for use at the General Meeting. You are requested to complete and return the Form of Proxy to Link Group, 34 Beckenham Road, Beckenham Kent BR3 4TU, in accordance with the instructions printed thereon as soon as possible but, in any event, to be received no later than 10.15 a.m. on 29 September 2020. **Following current guidance on social distancing, the Company has concluded it will not be possible for shareholders to attend the General Meeting in person unless both the coronavirus (COVID-19) situation and the applicable guidance have changed by the date of the meeting. The Company will provide any status update on its website at [www.newtrendlifestylegroup.com](http://www.newtrendlifestylegroup.com), but Shareholders should assume that they will not be permitted entry to the building at which the General Meeting is to take place, or the General Meeting itself.**

#### **Irrevocable Undertakings**

The Company has received irrevocable undertakings from the following shareholders confirming their agreement to vote in favour of the Resolutions detailed below:

- Phang Song Hua in respect of 31,453,333 Ordinary Shares (representing approximately 13.98 per cent. of the Existing Ordinary Shares), to vote in favour of the Resolutions numbered 2, 3, 4, 5 and 6;
- Leow Lye Seng in respect of 50,000,000 Ordinary Shares (representing approximately 22.22 per cent. of the Existing Ordinary Shares) to vote in favour of all the Resolutions; and
- Zishange Capital Management Pte Ltd in respect of 50,000,000 Ordinary Shares (representing approximately 22.22 per cent. of the Existing Ordinary Shares) to vote in favour of all the Resolutions.

### **Recommendations**

**Phang Song Hua is interested in the Disposal so has not participated in the Board's consideration in relation to the Disposal and makes no recommendation in relation to Resolution 1. Gregory Collier and Ajay Rajpal having consulted with SPARK, the Company's Nominated Adviser, consider the terms of the Disposal to be fair and reasonable insofar as the Company's Shareholders are concerned and recommend Shareholders to vote in favour of Resolution 1.**

**The independent directors in respect of the Disposal have considered the alternatives to the Disposal and have concluded that out of the alternatives, the Company carrying out the Disposal and becoming a cash shell is most likely to represent the best value to the Shareholders in the long term.**

**The Directors consider that the Placing will promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of Resolutions 4 and 5 at the General Meeting as Phang Song Hua intends to do in respect of his own beneficial holdings of 31,453,333 Ordinary Shares representing approximately 13.98 per cent. of the Existing Ordinary Shares.**

**All the Directors unanimously recommend Shareholders to vote in favour of Resolutions 2, 3, 4, 5 and 6.**

Yours faithfully,

Gregory Collier

Chairman and Non-Executive Director

## NOTICE OF GENERAL MEETING

New Trend Lifestyle Group Plc

(incorporated in England and Wales under the Companies Act 2006 with registered number 8000104)

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at the offices of Bracher Rawlins LLP, 77 Kingsway, London WC2B 6SR at 10.15 a.m. on 1 October 2020 for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1, 2 and 4 are to be proposed as ordinary resolutions, and Resolutions 3, 5 and 6 are to be proposed as special resolutions.

1. **Approval of share purchase agreement - Ordinary Resolution**

THAT the sale by the Company of New Trend Lifestyle Pte. Ltd to Phang Song Hua in accordance with the share purchase agreement dated 8 September 2020 as referred to in the circular to shareholders of the Company dated 8 September 2020 ("**Circular**") be approved by the Independent Shareholders.

2. **Approval of Consolidation - Ordinary Resolution**

THAT, subject to the passing of Resolution 3 below, every 10 ordinary shares of 0.1p each in the issued share capital of the Company be consolidated into one ordinary share of 1.0p each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the ordinary shares of 0.1p each in the capital of the Company as set out in the Company's articles of association for the time being; and that (as no shareholder is entitled to a fraction of a share) the Directors be and are hereby authorised to arrange for the aggregation and sale of such fractional entitlements at the best price reasonably obtainable and to distribute the net proceeds to such shareholders (subject to a minimum entitlement of £3) and to retain the balance of the net proceeds of sale for the benefit of the Company.

3. **Amendment of Articles – Special Resolution**

THAT, subject to the passing of Resolution 2 above, with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 6.1 and replacing it with the following new article 6.1:

*The share capital of the Company consists of an unlimited number of ordinary shares of £0.01 each ("**Ordinary Shares**").*

4. **Authority to allot shares, including the Placing Shares - Ordinary Resolution**

THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"):

- (a) up to a maximum aggregate nominal amount of £1,536,750.00 for the purposes of issuing the Placing Shares and granting the Investor Warrants and the Broker Warrants (as such terms are defined and as described in the Circular); and
- (b) separate to the Placing Shares, the Investor Warrants and the Broker Warrants, up to a maximum aggregate nominal amount of £463,250.00,

provided that this authority shall expire at the conclusion of the Company's annual general meeting to be held in the calendar year 2021 save that the Company may make offers or agreements before the expiry thereof which would or might require equity securities to be allotted or Rights to be granted after the expiry of such authority and the Directors may allot equity

securities or grant Rights in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.

5. **Disapplication of pre-emption rights relating to Resolution 4 authority - Special Resolution**

THAT, subject to the passing of Resolution 4 above, the Directors be and they are hereby empowered pursuant to sections 570 and 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 4 above as if section 561(1) of the Act did not apply to any such allotments:

- (a) up to a maximum aggregate nominal amount of £1,536,750.00 for the purposes of issuing the Placing Shares and granting the Investor Warrants and the Broker Warrants (as such terms are defined and as described in the Circular); and
- (b) separate to the Placing Shares, up to a maximum aggregate nominal amount of £463,250.00,

provided that the powers and authorities conferred by this Resolution shall expire at the conclusion of the Company's annual general meeting to be held in the calendar year 2020 (unless previously revoked, varied or extended by the Company in general meeting) save that the Company may make offers or agreements before the expiry thereof which would or might require shares to be allotted or Rights to subscribe for or convert securities into shares to be granted after the expiry of such authority and the Directors may allot shares or grant Rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.

6. **Change of company name to Conduity Capital plc - Special Resolution**

THAT the name of the Company be changed to Conduity Capital plc.

By order of the Board

**Gregory Collier**  
**Chairman and Non-Executive Director**  
8 September 2020

## Notes to the Notice of General Meeting

The following notes explain your general rights as a shareholder and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf. Your attention is particularly drawn to notes 1, 2, 21 and 25 in the current circumstances of the Covid-19 Pandemic.

### Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

**In light of the Covid-19 pandemic situation, unless both the COVID-19 situation and the applicable guidance have changed substantially prior the date of the meeting, no shareholders, proxies or corporate representatives will be permitted to attend the Meeting in person. The Company will notify shareholders if this position changes.**

2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.

**Shareholders are urged to appoint the Chair of the meeting as his or her proxy as, unless both the COVID-19 situation and the applicable guidance have changed substantially prior the date of the Meeting, no shareholders, proxies or corporate representatives will be permitted to attend the Meeting in person. The Company will notify shareholders if this position changes.**

3. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Link Group. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
4. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.

### Appointment of a proxy using the hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. To appoint a proxy using the proxy form, it must be
  - (a) completed and signed;
  - (b) sent or delivered to the Company's registrars, Link Group; and
  - (c) received by the Company's registrars no later than 10.15 a.m. on 29 September 2020.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members of the Company by close of business on 29 September 2020 or, if the meeting is adjourned, in the register of members at 10.15 a.m. on the day (not including non-working days) two days before the date of any adjourned meeting will be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the

register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

#### **Appointment of proxies through CREST**

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by **10.15 a.m. on 29 September 2020**. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (SI 2001/3755).

#### **Appointment of proxy by joint members**

14. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### **Changing proxy instructions**

15. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 6 or 11 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
16. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 3 above.
17. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

18. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
19. The revocation notice must be received by the Company no later than 10.15 a.m. on 29 September 2020.
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.



Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. **However, it should not be noted however that it is currently expected that no shareholders, proxies or corporate representatives will be permitted to attend the Meeting. The Company will notify shareholders if this position changes.**

#### **Corporate representatives**

21. A corporation, which is a member, can appoint one or more corporate representatives, who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### **Issued shares and total voting rights**

22. As at 6.00 p.m. on 7 September 2020 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 225,000,000 ordinary shares of 0.1 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 7 September 2020 is 225,000,000. The Company holds no shares in treasury.

#### **Communication**

23. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated and the proxy form) to communicate with the Company for any purposes other than those expressly stated.

#### **Important Information on Format of the Meeting**

24. At the date of the Notice of Meeting, due to the restrictions imposed by Government guidance to address the COVID-19 outbreak and to protect the health and well-being of shareholders, the Company's Directors, employees and advisers, the Directors have reluctantly decided that the Meeting cannot follow the usual format. The recently enacted Corporate Insolvency and Governance Act 2020 sets out that companies may hold closed general meetings up to 30 September 2020, however, it is the Company's understanding that it is likely that these measures will be extended for a further three month period (to be confirmed by the UK Government). On that basis, together with the continuing risk of localised restrictions the Company has taken the decision that a conventional general meeting is not practical unless both the coronavirus (COVID-19) situation and the applicable guidance have changed prior the date of the meeting. Unless Shareholders are notified otherwise by the Company prior to the date of the Meeting, the Meeting will be held with only the minimum number of shareholders present as required to form a quorum under the Company's Articles of Association and only to conduct the formal business of the meeting (facilitated by the Company). To ensure everyone's safety no other shareholders or proxies or corporate representatives will be permitted entry to the Meeting.

Shareholder participation is important to the Directors and all shareholders are encouraged to vote ahead of the Meeting by appointing a proxy to vote on the resolutions set out in the Notice of Meeting as soon as possible and in any event by 10.15 a.m. on 29 September 2020. Shareholders are strongly encouraged to appoint the Chairman of the Meeting as their proxy in order that the Chairman can vote according to the shareholder's wishes at the Meeting to ensure their votes on the resolutions are counted. Other named proxies will not be allowed to attend the Meeting and therefore votes of such proxies will not be counted at the Meeting. Shareholders can vote ahead of the Meeting by completing and returning a Proxy Form.

All resolutions for consideration at the Meeting will be voted on a poll, rather than a show of hands, and all valid proxy votes cast will count towards the poll votes. The results will be announced via a regulatory announcement and will be posted on the Company's website as soon as practicable after the Meeting.