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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATIONS (EU) NO. 596/2014 ("MAR"). IN ADDITION, MARKET SOUNDINGS WERE TAKEN IN RESPECT OF THE MATTERS CONTAINED IN THIS ANNOUNCEMENT, WITH THE RESULT THAT CERTAIN PERSONS BECAME AWARE OF SUCH INSIDE INFORMATION. UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN AND SUCH PERSONS SHALL THEREFORE CEASE TO BE IN POSSESSION OF INSIDE INFORMATION.**

17 September 2019

**All Asia Asset Capital Limited**

**("All Asia Asset Capital", "AAA" or the "Company")**

**Placing to raise £125,000**

**Proposed appointment of Director**

**Proposed change of Investing Policy**

**Proposed change of the Company's name**

**and**

**Notice of Extraordinary General Meeting**

All Asia Asset Capital (AIM: AAA) is pleased to announce that it has raised £125,000 (before expenses) by way of a Placing of 31,250,000 new Ordinary Shares in the Company at a Placing Price of 0.4 pence per share, conditional only upon Admission. It is intended that the net proceeds of the Placing will be used for additional working capital purposes. The Placing was arranged by Peterhouse Capital.

Further to the above, it is proposed that James Normand will join the Company's Board as an Executive Director upon Admission. Robert Berkeley will remain on the Board as the Company's Executive Chairman and Finance Director and Dominic Seah will remain as Independent Non-Executive Director.

The Company will also seek Shareholder approval to widen the geographic focus of the Company's Existing Investing Policy so that this includes investing in the European Region, via the adoption of the Proposed Investing Policy. It is also proposed that the Company change its name to All Active Asset Capital Limited, in order to align the Company's name with the Proposed Investing Policy.

A circular containing a Notice of General Meeting will be posted to shareholders in due course. The circular will contain a notice convening an Extraordinary General Meeting which is to be held at the offices of Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB at 10.00 a.m. (UK time) on 10 October 2019.

An application will be made to London Stock Exchange for the Placing Shares to be admitted to trading on AIM and Admission is expected to occur at 8:00 am on or around 23 September 2019. Upon Admission, the Company's issued ordinary share capital will consist of 244,076,072 Ordinary Shares with one voting right each. The Company does not hold any Ordinary Shares in treasury. Therefore, the total number of Ordinary Shares and voting rights in the Company will be 244,076,072. With effect from Admission, this figure may be used by Shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company.

Upon Admission, Peterhouse Capital will be appointed as joint broker to the Company alongside Allenby Capital, the Company's existing nominated adviser and broker. Following Admission, the Company will grant a total of 1,562,500 warrants over new Ordinary Shares to Peterhouse Capital. Each warrant will entitle Peterhouse Capital to subscribe for one new Ordinary Share at an exercise price that is equal to the Placing Price, at any time until the date that is three years from Admission.

**The above summary should be read in conjunction with the full text of this announcement and the circular, extracts from which are set out below. All capitalised terms used throughout this announcement shall have the meanings given to such terms in the Definitions section of this announcement and as defined in the Circular.**

#### **Extracts from the Circular**

*(References to pages or paragraphs below refer to the relevant pages or paragraphs of the circular. References to 'this document' refer to the circular.)*

**Placing to raise £125,000  
Proposed appointment of Director  
Proposed change of Investing Policy  
Proposed change of the Company's name to All Active Asset Capital Limited  
and  
Notice of Extraordinary General Meeting**

#### **Introduction**

The Company announced on 17 September 2019 the Placing of a total of 31,250,000 Placing Shares to raise a total of £125,000 (before expenses). The Placing Shares are to be issued at the Placing Price, 0.4 pence per new Ordinary Share. The Placing Price is equal to the closing mid-market price of an ordinary share on AIM on 16 September 2019, being the last dealing day before the date of the announcement of the Placing.

Further to the above, it is proposed that James Normand will join the Board as an Executive Director upon Admission. Robert Berkeley will remain on the Board as the Company's Executive Chairman and Finance Director and Dominic Seah will remain as Independent Non-Executive Director.

The Company is seeking Shareholder approval to widen the geographic focus of the Existing Investing Policy so that this includes investing in the European Region, via the adoption of the Proposed Investing Policy. It is also proposed that the Company change its name to All Active Asset Capital Limited in order to align the Company's name with the Proposed Investing Policy. The Company's website address ([www.aaacap.com](http://www.aaacap.com)) will remain unchanged, as will the Company's AIM symbol (AAA.L).

The purpose of this document is to explain the reasons for the Proposals, why the Board considers the Placing to be in the best interests of the Company and its Shareholders and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting, as they intend to do in respect of their beneficial interests amounting, in aggregate, to 14,914,575 Ordinary Shares representing 7.01 per cent. of the existing issued ordinary share capital of the Company at the date of this document.

### **Details of the Placing and Total Voting Rights**

Through the Placing, the Company has raised a total of approximately £125,000 (before expenses) through the issue of 31,250,000 new Ordinary Shares, conditional only upon Admission. The Placing will be effected under the authority granted to the Board at the annual general meeting held on 30 July 2019 to allot and issue up to 31,923,910 Ordinary Shares on a non-pre-emptive basis.

The Placing Price of 0.4 pence is equivalent to the closing mid-market price of on 16 September 2019, being the latest practicable closing mid-market price prior to the announcement of the Placing on 17 September 2019. The Placing Shares will, when issued, rank *pari passu* in all respects with the existing Ordinary Shares, including the right to receive dividends and other distributions declared following Admission. An application will be made to London Stock Exchange for the Placing Shares to be admitted to trading on AIM and Admission is expected to occur at 8:00 am on or around 23 September 2019. The Placing Shares will represent approximately 12.8 per cent. of the Company's enlarged share capital upon Admission.

Upon Admission, Peterhouse Capital will be appointed as joint broker to the Company alongside Allenby Capital, the Company's existing nominated adviser and broker. Following Admission, the Company will grant a total of 1,562,500 warrants over new Ordinary Shares to Peterhouse Capital. Each warrant will entitle Peterhouse Capital to subscribe for one new Ordinary Share at an exercise price that is equal to the Placing Price, at any time until the date that is three years from Admission.

### ***Use of Proceeds of the Placing***

It is intended that the proceeds of the Placing will be used for additional working capital purposes.

### **Proposed Board Change**

On 14 May 2019 the Company announced that Wai Tak Jonathan Chu (Executive Director of the Company) had stepped down from the Board to focus on his other business interests. The Board stated that it intended to appoint a replacement director in due course. As such, it is proposed that James Normand will join the Board as an Executive Director upon Admission.

Further biographical details in respect of Mr Normand can be found below.

James Patrick Normand, aged 65, is, or has during the last five years been, a director of the following companies and partnerships:

***Current directorships or partnerships***

Ubecorp Limited (*formerly known as Nyota Minerals Limited*)

London Diocesan Fund (The)

London Diocesan Board of Finance

Free Trade Barter (UK) Limited (*formerly known as Nyota Minerals (UK) Limited*)

Global Resources Investment Trust PLC

***Past directorships or partnerships***

Pathfinder Minerals plc

Central Rand Gold Limited

IM Minerals Limited

Micah Minerals Limited

Mr Normand is a member of the trustee board of the Parochial Church Council of the Ecclesiastical Parish of Holy Trinity with Saint Paul Onslow Square and Saint Augustine South Kensington, which is a body corporate under the terms of the Parochial Church Councils (Powers) Measure 1956 and a charity subject to the Charities Act 2011.

Mr Normand does not currently hold any Ordinary Shares in the Company.

Mr Normand has confirmed that there is no further information required to be disclosed pursuant to schedule 2(g) of the AIM Rules for Companies.

**Proposed change of the Company's Existing Investing Policy**

The Company is classified as an investing company under the AIM Rules. The Company's Existing Investing Policy is focused on investments in companies with at least the majority of their operations (or early stage companies that intend to have at least the majority of their operations) in the Asia Pacific region. The Board and the Proposed Director believe that there are attractive opportunities for investment in European regions. The Board and the Proposed Director therefore believe that it is in the Shareholders' interests for the Company to continue as an investing company and that by amending the Company's Existing Investing Policy to include potential investments

in European regions, the Board and the Proposed Director consider that the Company is more likely to generate returns for Shareholders.

Resolution 3, which is to be proposed as an ordinary resolution, proposes the adoption of the Proposed Investing Policy by the Company. The Proposed Investing Policy is set out below with those parts being in bold and underlined showing the changes made from the Existing Investing Policy of the Company.

***The Proposed Investing Policy is to be as follows:***

*The Company intends to invest in companies with at least the majority of their operations (or early stage companies that intend to have at least the majority of their operations) in the Asia Pacific **or European regions**. The Company intends to invest in a portfolio of companies with an initial focus on companies that operate (or early stage companies that intend to operate) in industries with likely high growth potential including, but not limited to: agriculture, forestry and plantation, mining, natural resources, property and/or technology.*

*The Directors intend to source and identify potential investments in line with the Investing Policy through their own research and network of contacts and possibly strategic partnerships with other companies or persons who can assist the Company in sourcing and identifying potential investments. Investments are expected to be mainly in the form of equity although investments may be by way of debt, convertible securities or investments in specific projects. In the case of equity investments, the Directors intend typically to take minority positions (with suitable minority protection rights), primarily in unquoted companies. Investments will therefore typically be of a passive nature. However, whilst the Directors intend that typical investments will constitute minority positions in investee companies, should the Company make majority investments, the Company may seek participation in the management or board of directors of such an entity with a view to seeking to improve the performance and growth of the business.*

*There is no limit on the size of an investment in a project. The Directors expect that each investment will typically yield a targeted internal rate of return of at least 20 to 30 per cent. per annum. It is likely that a substantial portion of the Company's financial resources will be invested in a small number of companies, however the Company has not excluded the possibility of making just one investment. Depending on the size of investments, they may be deemed to be reverse takeovers for the purposes of the AIM Rules, which would require Shareholder approval and re-admission of the Company, as enlarged by the acquisition, to trading on AIM.*

*In addition to paying the costs of the Company's ongoing expenses, the Company's cash resources will primarily be used to identify, evaluate and select suitable investment opportunities and to make investments, either in part or in full, as applicable. The Directors consider that as investments are made, or promising new investment opportunities arise, further funding of the Company will be required and they anticipate further equity*

*fundraisings by the Company. Subject to prevailing authorities to issue new Ordinary Shares or, if required, with Shareholder approval, new Ordinary Shares may be used as consideration, in whole or in part, for investments. The Company will not be subject to any borrowing or leverage limits. In order to mitigate investment risk, the Directors intend to carry out a thorough due diligence process in evaluating each potential investment including: site visits, analysis of financial, legal and operational aspects of each investment opportunity, meetings with management, risk analysis, review of corporate governance and anti-corruption procedures and the seeking of third party expert opinions and valuation reports where the Directors see fit.*

*The Directors will apply investment criteria including: the potential for capital growth and/or the potential for profit generation with a view to receiving dividend income over time, high attractiveness to potential buyers of the company in question in order to facilitate exits and a strong and experienced management team.*

*Given the time frame to fully maximise the value of an investment, the Board expects that investments will be held for the medium to long term, although short-term disposals of assets cannot be ruled out in exceptional or opportunistic circumstances. The Directors intend to re-invest the proceeds of disposals in accordance with the Company's Investing Policy unless, at the relevant time, the Directors believe that there are no suitable investment opportunities in which case the Directors will consider returning the proceeds to Shareholders in a tax efficient manner.*

*Cash held by the Company pending investment, reinvestment or distribution will be managed by the Company and placed in bank deposits or in capital guaranteed schemes offered by major global financial institutions, in order to protect the capital value of the Company's cash assets. The Company may, where appropriate, also enter into agreements or contracts in order to hedge against interest rate or currency risks. Investments are expected to be held by the Company or a subsidiary to be incorporated for the purpose of holding an investment.*

*Any material change to the Company's Investing Policy will only be made following the approval by ordinary resolution of Shareholders in general meeting. In addition, if the Company has not substantially implemented its Investing Policy within 18 months of Admission, the Company will seek the approval of Shareholders at its next annual general meeting for its Investing Policy and on annual bases thereafter until such time that its Investing Policy has been substantially implemented. If it appears unlikely that the Company's Investing Policy can be implemented at any time, the Directors will consider returning remaining funds to Shareholders.*

*The Directors will review the Investing Policy on an annual basis and will implement any non-material changes or variations as they consider fit. Details of any such non-material*

*changes or variations will be announced as appropriate. Any material change or variation of the Investing Policy will be subject to the prior approval of Shareholders.*

### ***The Company's Board***

Following Admission, the Company's board will comprise the following Directors.

#### **Robert Berkeley (Executive Chairman and Finance Director)**

Robert qualified as a chartered accountant with Arthur Andersen and Co in 1990 and has had a successful career in senior management within the retail, construction, headhunting and financial services sectors. In 1999, he was appointed to Harvey Nash Plc's European Management Board, significantly developing the business across Europe, as well as placing senior executives within major international organisations. Robert is currently the CEO of Infinox Capital Limited, an FCA regulated broker which was established in 2009.

#### **James Patrick Normand (Executive Director)**

Mr Normand qualified as a Chartered Accountant in 1978, having trained with Spicer and Pegler (now part of Deloitte). Following a secondment (from 1985 to 1987) to 3i plc, Mr Normand specialised for the next 15 years in the provision of advice to management buy-out and buy-in teams and on corporate acquisitions, disposals and capital raisings. Since 2002, Mr Normand has filled management and finance officer roles for a number of different commercial and charitable organisations. Most recently, from 2009 to 2016, he was Finance Director of Pathfinder Minerals Plc, an AIM-traded minerals company. In an unremunerated extra-curricular capacity, Mr Normand is active in the governance of the Church of England, being Chair of the London Diocesan Synod's House of Laity and Chair of the Finance and Remuneration Committees of the Bishop of London's Council.

#### **(Dominic) Seah Boon Chin (Independent Non-Executive Director)**

Dominic began his career in 1995 as a senior officer at Chung Khiaw Bank (Malaysia) Bhd. (now known as United Overseas Bank (Malaysia) Berhad). From 1997 to January 2007, he worked in several established financial institutions in Malaysia and Singapore, including CIMB Investment Bank Berhad, Affin Investment Bank Berhad and Public Investment Bank Berhad, mainly focused in corporate finance. Subsequently he joined MobilityOne Limited (which is quoted on AIM) as its corporate finance director and has been a non-executive director there since November 2011. He is currently the head of corporate finance at TA Securities Holdings Berhad, a stockbroking firm in Malaysia. He obtained his Bachelor of Commerce (Honours) degree with distinction from McMaster University, Canada.

The Directors and the Proposed Director believe that their collective experience, together with their extensive network of contacts, will assist them in identifying, evaluating and funding suitable investment opportunities, when pursuing the Proposed Investing Policy. External advisers and investment professionals will be engaged as necessary to assist with sourcing and due diligence of prospective investment opportunities. The Directors will also consider appointing additional directors with relevant experience if the need arises.

### ***Other matters in relation to the Proposed Investing Policy***

For the time being, the Company will not utilise the services of an investment manager (as defined in the AIM Rules). Given the nature of the Company's Proposed Investing Policy, the Company does not intend to make regular periodic disclosures or calculations of net asset value. The Board does not envisage that the change in the Company's investing policy to the Proposed Investing Policy will have an effect on the Company's taxation status. Other than as described in the Proposed Investing Policy, the Company does not have any defined policies or strategies in relation to taxation.

### **Proposed change of the Company's name**

Following the adoption of the Proposed Investing Policy, it is envisaged that the Company's investment activities will no longer be exclusively focused on the Asia Pacific region and accordingly it is proposed that the Company changes its name to All Active Asset Capital Limited, in order to align the Company's name with the Proposed Investing Policy. The Company's website address ([www.aaacap.com](http://www.aaacap.com)) will remain unchanged, as will the Company's AIM symbol (AAA.L). In due course following the passing of Resolution 4 at the Extraordinary General Meeting, the Company will make an announcement regarding the timing of completion of the Change of Name.

### **Extraordinary General Meeting**

A notice convening the Extraordinary General Meeting to be held at the offices of Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB at 10.00 a.m. (UK time) on 10 October 2019 will be set out at the end of the circular.

At the Extraordinary General Meeting, the following Resolutions will be proposed:

*Resolutions relating to the authority to allot relevant securities and waiver of pre-emption rights (Resolution 1 and Resolution 2)*

The Directors appreciate that it would be ideal when a company issues a material number of new shares for cash for that issue to be fully pre-emptive (i.e. to incorporate an offer to all Shareholders). However, the Directors believe that it would not be in Shareholders' best interests to incur the significant additional expense that would be required for such an offer to Shareholders to be implemented. The Directors have therefore concluded that seeking general authority from Shareholders to issue Ordinary Shares other than on a pre-emptive basis is the most flexible, simple and cost effective method available to the Company.

Resolution 1 will be proposed to enable the Directors to allot relevant securities (including Ordinary Shares). The maximum nominal amount of securities which the Directors will have authority to allot pursuant to this Resolution will equate to 30.64 per cent. of the aggregate nominal value of the enlarged issued share capital following Admission.

Resolution 2 will authorise the Directors to allot equity securities for cash and to disapply statutory pre-emption rights on the allotment of a limited number of equity securities (including Ordinary Shares). This authority will permit the directors to allot up to 74,785,322 new Ordinary Shares, being 30.64 per cent. of the issued Ordinary Shares following Admission without first offering the securities to existing shareholders.

The authority sought under Resolution 1 and Resolution 2 will expire at the next annual general meeting of the Company, being approximately 10 months from the passing of these resolutions.

*Resolution relating to the Proposed Investing Policy (Resolution 3)*

Resolution 3 will be proposed to approve the change the Company's investing policy to the Proposed Investing Policy and to authorise the Directors to take all such steps as any of them may consider necessary or desirable to implement the Proposed Investing Policy.

*Resolution relating to the Change of Name (Resolution 4)*

Resolution 4 will be proposed to approve the change of name of the Company to All Active Asset Capital Limited, to amend the Company's memorandum and articles of association to reflect such change of name, to adopt a second amended and restated memorandum and articles of association of the Company which incorporate the above changes, and to authorise the Directors to take all such steps as any of them may consider necessary or desirable to implement the Change of Name.

A copy of the second amended and restated memorandum and articles of association will be tabled at the Extraordinary General Meeting by the Chairman. A copy of the second amended and restated memorandum and articles of association will be made available for download from the Company's website ([www.aacap.com](http://www.aacap.com)) in due course.

## **Recommendation**

**The Directors consider the Resolutions to be proposed at the Extraordinary General Meeting to be in the best interests of the Company and of the Shareholders as a whole. Consequently, the Directors unanimously recommend that Shareholders and Depositary Interest Holders vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting as they intend to do themselves in respect of their beneficial interests amounting, in aggregate, to 14,914,575 Ordinary Shares, representing approximately 7.01 per cent. of the existing issued share capital of the Company at the date of this document.**

## **DEFINITIONS**

*The following definitions apply throughout the circular and this announcement, unless the context requires otherwise:*

**"Admission"** the admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules

**"AIM"** the market of that name operated by the London Stock Exchange

<b>"AIM Rules"</b>	the AIM Rules for Companies, published by the London Stock Exchange from time to time, including the AIM Note for Investing Companies
<b>"Allenby Capital"</b>	Allenby Capital Limited, the Company's AIM nominated adviser and broker
<b>"Articles of Association"</b>	the articles of association of the Company
<b>"Board" or "Directors"</b>	the board of directors of the Company as at the date of the circular whose names are set out on page 5 of the circular
<b>"Change of Name"</b>	the change of the name of the Company to All Active Asset Capital Limited
<b>"Company"</b>	All Asia Asset Capital Limited
<b>"Depository Interests"</b>	depository interests issued by the depository Computershare Investor Services PLC, each representing one Ordinary Share
<b>"Depository Interest Holders"</b>	holders of Depository Interests
<b>"Existing Investing Policy"</b>	the existing investing policy of the Company
<b>"Extraordinary General Meeting"</b>	the extraordinary general meeting of the Company convened for 10.00 a.m. (UK time) on 10 October 2019 (or any adjournment or postponement thereof)
<b>"FCA"</b>	the Financial Conduct Authority
<b>"Form of Instruction"</b>	the voting instruction form for use by Depository Interest Holders in relation to voting at the Extraordinary General Meeting
<b>"Form of Proxy"</b>	the form of proxy for use by Shareholders in connection with the Extraordinary General Meeting
<b>"FSMA"</b>	the Financial Services and Markets Act 2000 (as amended)
<b>"London Stock Exchange"</b>	the London Stock Exchange plc
<b>"Notice of Extraordinary General Meeting"</b>	the notice of Extraordinary General Meeting, to be set out at the end of the circular
<b>"Official List"</b>	the official list of the UK Listing Authority
<b>"Ordinary Shares"</b>	ordinary shares of no par value each in the capital of the Company
<b>"Peterhouse Capital"</b>	Peterhouse Capital Limited, the broker to the Placing
<b>"Placing Price"</b>	0.4 pence per Placing Share

<b>"Placing Shares"</b>	the 31,250,000 new Ordinary Shares subscribed for by investors in the Placing at the Placing Price
<b>"Proposals"</b>	means: (i) the granting of a general authority to allot relevant securities and waiver of pre-emption rights of Shareholders (via Resolutions 1 and 2); (ii) the adoption of the Proposed Investing Policy (via Resolution 3); and (iii) the proposed Change of Name (via Resolution 4)
<b>"Proposed Investing Policy"</b>	the proposed investing policy of the Company set out in Section 4 of the circular
<b>"Proposed Director"</b>	James Patrick Normand
<b>"Resolution 1"</b>	the ordinary resolution to be proposed at the Extraordinary General Meeting to authorise the directors, in accordance with and pursuant to Article 3 of the articles of association of the Company, generally and unconditionally to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company over up to 74,785,322 Ordinary Shares following completion of the Placing, as described in the Notice of Extraordinary General Meeting
<b>"Resolution 2"</b>	the special resolution to be proposed at the Extraordinary General Meeting to authorise the directors, in accordance with and pursuant to Article 4.5(d) of the articles of association of the Company, generally and unconditionally to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company over up to 74,785,322 Ordinary Shares for cash following completion of the Placing, as described in the Notice of Extraordinary General Meeting
<b>"Resolution 3"</b>	the ordinary resolution to be proposed at the Extraordinary General Meeting to change the Company's investing policy to the Proposed Investing Policy and to authorise the Directors to take all such steps as any of them may consider necessary or desirable to implement the Proposed Investing Policy
<b>"Resolution 4"</b>	the special resolution to be proposed at the Extraordinary General Meeting to approve the change of name of the Company to All Active Asset Capital Limited, to make corresponding changes to the memorandum and articles of association of the Company, and to authorise the Directors to take all such steps as any of them may consider necessary or desirable to implement the Change of Name
<b>"Resolutions"</b>	Resolution 1, Resolution 2, Resolution 3, and Resolution 4, as defined above

**"Shareholders"**

holders of Ordinary Shares

**"UK Listing Authority"**

the FCA acting in its capacity as the competent authority for the purposes of FSMA

For further information:

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**About AAA**

AAA is an investment company that has been established as a platform for investors looking to access growing markets in the Asia-Pacific region. The Company invests in a portfolio of companies with at least a majority of operations (or early-stage companies that intend to have at least a majority of their operations) in the Asia-Pacific region in industries with high growth potential including, but not limited to: agriculture, forestry and plantations, mining, natural resources, property, and/or technology. AAA is publicly quoted and its shares are traded on the AIM Market, which is operated by the London Stock Exchange.