

STRAND  
HANSON

26 MOUNT ROW

LONDON W1K 3SQ

TEL +44 (0)20 7409 3494

FAX +44 (0)20 7409 1761

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Copies of this document are being sent to Shareholders. If you have sold or otherwise transferred all of your ordinary shares in Concha PLC please forward this document and the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for onward delivery to the purchaser or transferee. If you have sold or transferred only part of your holding in ordinary shares in Concha PLC you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Placing does not constitute an offer to the general public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Rules made by the FSA pursuant to sections 73A(1) and (4) of FSMA and has not been pre-approved by the Financial Services Authority ("FSA") or following 1 April 2013, the Financial Conduct Authority pursuant to section 85 of FSMA.

The Directors, whose names appear on page 7 of this document, accept responsibility, individually and collectively, for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Subject to the Resolutions being passed at the General Meeting, application will be made to the London Stock Exchange for the Consolidated Ordinary Shares arising from the Share Consolidation and the Placing to be admitted to trading on AIM upon restoration of the Company to trading on AIM. The Consolidated Ordinary Shares will not be admitted to trading on any other investment exchange. The Placing Shares will, on Admission, rank *pari passu* in all respects with the Consolidated Ordinary Shares and will rank in full for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of the Company.

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## Concha PLC

*(Incorporated and registered in England & Wales with registered number 05382036)*

### **Proposed 1 for 10 Share Consolidation Proposed Placing of up to 243,000,000 new Consolidated Ordinary Shares at 0.35 pence per share Proposed Acquisition of 40 per cent. of the issued share capital of Moshen Limited Proposed Warrant Issue and Notice of General Meeting**

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Strand Hanson, which is authorised and regulated in the United Kingdom by the FSA, is acting as nominated adviser and joint broker to the Company in connection with the matters described in this document. Peterhouse is acting as joint broker to the Company. Persons receiving this document should note that Strand Hanson and Peterhouse will not be responsible to anyone other than the Company for providing the protections afforded to clients of Strand Hanson and Peterhouse or for advising any other person on the arrangements described in this document. Strand Hanson and Peterhouse have not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Strand Hanson or Peterhouse for the accuracy of any information or opinion contained in this document or for the omission of any information.

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 of the United Kingdom Listing Authority (being the FSA acting as competent authority for the purposes of Part V of FSMA) ("UKLA"). 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 UKLA has examined or approved the contents of this document. The AIM Rules for Companies are less demanding than those of the Official List of the UKLA. It is emphasised that no application is being made for admission of the Existing Ordinary Shares or the Placing Shares to the Official List of the UKLA.

**This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on Pages 7 – 12 of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.**

Notice of an General Meeting of the Company, to be held at the offices of Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ on 5 April 2013 at 9.30 a.m. is set out at the end of this document.

This document does not constitute an offer to sell or an invitation to subscribe for, or solicitation of an offer to subscribe for or buy Placing Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation. In particular, this document must not be taken, transmitted, distributed or sent, directly or indirectly, in, or into, the United States of America, Canada, Australia, Japan or the Republic of Ireland or transmitted, distributed or sent to, or by, any national, resident or citizen of such countries. Accordingly, the Placing Shares may not, subject to certain exceptions, be offered or sold, directly or indirectly, in, or into, the United States of America, Canada, Australia, Japan or the Republic of Ireland or in any other country, territory or possession where to do so may contravene local securities laws or regulations. The 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 of America, any province or territory of Canada, Australia, Japan or the Republic of Ireland and they may not be offered or sold, directly or indirectly, within the United States of America or Canada, Australia, Japan or the Republic of Ireland or to or for the account or benefit of any national, citizen or resident of the United States of America, Canada, Japan or the Republic of Ireland or to any US person (within the definition of Regulation S made under the US Securities Act 1933 (as amended)).

A copy of this document will be available from the Company's website, [www.conchaplc.com](http://www.conchaplc.com)

This document contains (or may contain) certain forward-looking statements with respect to the Company and certain of its goals and expectations relating to its future financial condition and performance which involve a number of risks and uncertainties. No forward-looking statement is a guarantee of future performance and actual results could differ materially from those contained in any forward-looking statements. Such forward-looking statements may use words such as "aim", "anticipate", "target", "expect", "estimate", "plan", "goal", "believe", "will", "may", "should", and other words having a similar meaning. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of changes in interest rates and foreign exchange rates, changes in legislation, changes in consumer habits and other factors outside the control of the Company, that may cause actual results, performance or achievements to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. All forward-looking statements contained in this document are based upon information available to the Directors at the date of this document and the posting or receipt of the 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

<i>Event</i>	<i>Time and/or date</i>
Publication of this document	12 March 2013
Latest time for receipt of Forms of Proxy for General Meeting	9.30 a.m. 3 April 2013
Voting Record Time	9.30 a.m. 3 April 2013
General Meeting	9.30 a.m. 5 April 2013
Record date for the Share Consolidation	5.00 p.m. 5 April 2013
CREST accounts credited with the new Consolidated Ordinary Shares	8.00 a.m. 8 April 2013
Issue of certificates for Consolidated Ordinary Shares and Placing Shares	by 15 April 2013

## KEY STATISTICS

Number of Existing Ordinary Shares (preceding the Share Consolidation)	3,108,284,090
Number of Existing Warrants (preceding the Share Consolidation)	905,700,000
Share Consolidation ratio	1 for 10
Number of Consolidated Ordinary Shares (following the Share Consolidation)	310,828,409
Placing Price	0.35 pence
Maximum number of Placing Shares to be issued	243,000,000
Maximum number of Consolidated Ordinary Shares in issue following the Share Consolidation and issue of the Placing Shares	553,828,409
Maximum number of Placing Shares as a percentage of the Enlarged Share Capital following the Share Consolidation and issue of the Placing Shares	43.88 per cent.
Maximum number of New Warrants	71,997,693
Maximum number of warrants in issue following the Share Consolidation of the Existing Warrants (and the expiry of the March 2013 warrants) and the grant of the New Warrants	161,997,693
Maximum net proceeds of the Placing receivable by the Company	£750,000

## DEFINITIONS

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

<b>“AIM Rules”</b>	the rules of the London Stock Exchange governing admission to, and operation of, AIM and comprising the AIM Rules for Companies and the AIM Rules for Nominated Advisers;
<b>“AIM”</b>	AIM, a market operated by the London Stock Exchange;
<b>“Articles”</b>	the articles of association of Concha as at the date of this document;
<b>“Companies Act”</b>	Companies Act 2006;
<b>“Concha” or the “Company”</b>	Concha PLC whose registered office is at Durham House, 1 Durham House Street, London WC2N 6HG;
<b>“Consolidated Ordinary Shares”</b>	the new ordinary shares in the capital of the Company with a par value of £0.001 each following the Share Consolidation;
<b>“CREST”</b>	the computerised settlement system used to facilitate the transfer of title to shares in uncertificated form;
<b>“Directors” or the “Board”</b>	the directors of the Company whose names are set out on page 7 of this document;
<b>“Enlarged Share Capital”</b>	the enlarged share capital of the Company comprising the Consolidated Ordinary Shares and the Placing Shares;
<b>“Existing Ordinary Shares”</b>	the ordinary shares in the capital of the Company with a par value of £0.0001 each in issue as at the date of this document and prior to the completion of the Share Consolidation;
<b>“Existing Warrants”</b>	warrants to subscribe for in aggregate 905,700,000 Existing Ordinary Shares pursuant to (i) 900,000,000 warrants granted pursuant to the Warrant Instrument 2012 and (ii) 5,700,000 warrants expiring 25 March 2013 in each case in accordance with the terms of their respective warrant instruments;
<b>“Form of Proxy”</b>	the form of proxy for use by holders of Existing Ordinary Shares in connection with the General Meeting;
<b>“General Meeting”</b>	the general meeting of the Company to be held on 5 April 2013 (and any adjournment thereof) for the purposes of considering the Resolutions, notice of which is set out at the end of this document;
<b>“Investing Policy”</b>	the revised investing policy of the Company as approved by Shareholders on 27 December 2012 and as set out in the circular to Shareholders dated 9 December 2012;
<b>“London Stock Exchange”</b>	London Stock Exchange plc;
<b>“Moshen”</b>	Moshen Limited, a company incorporated in England and Wales with company number 07031609;
<b>“Moshen Acquisition”</b>	the proposed acquisition by the Company of 40 per cent. of the entire issued share capital of Moshen;
<b>“Moshen Acquisition Agreement”</b>	the conditional agreement dated 12 March 2013 between the Company and Graham Baines in relation to the acquisition of the Moshen Shares representing 40 per cent. of the issued share capital of Moshen following the Moshen Acquisition;

<b>“Moshen Loan”</b>	the loan by the Company to Moshen in the amount of £250,000;
<b>“Moshen Shares”</b>	the 1,816 ordinary shares of £1 each in Moshen to be acquired by the Company;
<b>“New Warrants”</b>	the warrants over Consolidated Ordinary Shares proposed to be granted to Strand Hanson and subject to and conditional upon shareholder approval to each of Marcus Yeoman and Christopher Akers;
<b>“Nominated Adviser”</b>	Strand Hanson;
<b>“Notice”</b>	the notice convening the General Meeting set out at the end of this document;
<b>“Peterhouse”</b>	Peterhouse Corporate Finance Limited;
<b>“Placing”</b>	means the proposed conditional placing of the Placing Shares at the Placing Price;
<b>“Placing Price”</b>	0.35 pence per Placing Share;
<b>“Placing Shares”</b>	up to 243,000,000 new Consolidated Ordinary Shares to be issued by the Company;
<b>“Proposals”</b>	the proposals set out in this document, including the Share Consolidation, the Moshen Acquisition, and the Placing;
<b>“Registrar”</b>	Share Registrars Ltd;
<b>“Resolutions”</b>	the resolutions set out in the Notice;
<b>“Share Consolidation”</b>	the share capital consolidation to be proposed pursuant to Resolution 1 set out in the Notice whereby, if such Resolution is approved by Shareholders, every ten Existing Ordinary Shares held by any Shareholders will be consolidated into one Consolidated Ordinary Share;
<b>“Shareholders”</b>	holders of: <ul style="list-style-type: none"> <li>a) the Existing Ordinary Shares from time to time prior to the completion of the Share Consolidation; or</li> <li>b) the Consolidated Ordinary Shares from time to time following the completion of the Share Consolidation;</li> </ul>
<b>“Strand Hanson”</b>	Strand Hanson Limited, the Company’s nominated adviser for the purposes of the AIM Rules;
<b>“UK”</b>	The United Kingdom of Great Britain and Northern Ireland;
<b>“Warrant Holders”</b>	holders of warrants to subscribe for Existing Ordinary Shares;
<b>“Warrant Instrument 2012”</b>	the warrant instrument issued by the Company dated 6 February 2012; and
<b>“Warrant Issue”</b>	the issue and provisional allotment of the New Warrants giving the right to subscribe for Consolidated Ordinary Shares which would fall to be issued upon exercise of the New Warrants.

## GLOSSARY

**“App(s)”**

software application designed to run on smartphones, tablet computers and mobile devices;

**PART I**  
**LETTER FROM THE CHAIRMAN**

**CONCHA PLC**

*(Incorporated and registered in England and Wales with registered number 05382036)*

*Directors:*

**Christopher Robin Akers**, *Executive Chairman*  
**Marcus Yeoman**, *Non-Executive Director*

*Registered Office:*

Durham House, 1 Durham House Street,  
London WC2N 6HG

12 March 2013

*To the holders of Existing Ordinary Shares and, for information only, Warrant Holders*

Dear Shareholder

**Proposed Acquisition of 40 per cent. of the issued share capital of Moshen Limited**  
**Proposed Placing of up to 243,000,000 new Consolidated Ordinary Shares**  
**at 0.35 pence per share**  
**Proposed 1 for 10 Share Consolidation**  
**Proposed Warrant Issue**  
**And**  
**Notice of General Meeting**

**1. Introduction**

Concha plc has announced today proposals for its first investment under the investing policy approved by Shareholders at the general meeting held on 7 February 2012, and subsequently revised at the general meeting held on 27 December 2012, together with a Share Consolidation and a Placing.

Concha has agreed conditionally to acquire a 40 per cent. interest in Moshen, a leading developer and distributor of digital Apps focusing on the sports, games and entertainment sectors, for a consideration of £250,000, payable in cash, and to provide a further £250,000 in the form of a term loan to Moshen (the “Moshen Loan”) for working capital purposes.

In addition, the Company is pleased to announce proposals for a share consolidation of 1 new Consolidated Ordinary Share for 10 Existing Ordinary Shares and an equity fundraising of up to £850,000 (before expenses) via a placing of up to 243,000,000 new Consolidated Ordinary Shares at a Placing Price of 0.35 pence each with both new and existing investors.

The Placing and the Share Consolidation are subject to shareholder approval and Admission of the shares to trading on AIM, and the Moshen Acquisition is conditional, *inter alia*, on completion of the Placing. Accordingly, the purpose of this document is to provide Shareholders with information regarding the Moshen Acquisition, the Placing and the Share Consolidation and to convene a General Meeting of the Company to be held at 9.30 a.m. on 5 April 2013 at the offices of Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ notice of which is set out at the end of this Circular.

The Directors intend the Moshen Acquisition to be the first in a series of investments that will allow Concha to build a portfolio of interests in the technology, media and entertainment sectors as set out in its Investing Policy and accordingly expect to announce further investment and acquisition opportunities in due course to be funded by way of cash and/or shares in the Company. At this time however, the Directors can confirm Concha has not entered into any firm commitments in connection with any other investments or acquisitions.



## **2. Background information on Moshen Limited**

Moshen is a specialist developer and distributor for digital Apps focusing on the sports, games and entertainment sectors. It is based in Lancaster and currently employs 19 people. Moshen has built an extensive worldwide client base during its relatively short three year history and includes official Apps for a number of leading sporting federations, associations, leagues, clubs and individuals such as the English Premier League, Manchester United Football Club, Manchester City Football Club, Chelsea Football Club, the International Cricket Council, International Management Group, Professional Darts Championship and Sir Steve Redgrave. In addition, Moshen has developed a number of proprietary Apps, including the popular “Darts Night” App which has been downloaded by 1.4 million users.

Moshen was founded in 2009 by the current Chief Executive Officer and majority shareholder, Graham Baines, who was formerly a Director of ROK Entertainment Group Inc., a mobile television and value added services provider for mobile network operators and handset manufacturers. Following the Moshen Acquisition, Chris Akers, Executive Chairman of Concha, will become a Non-executive Director of Moshen with immediate effect in order to monitor Concha’s 40 per cent. investment and also to give Moshen access to his worldwide database of sports contacts.

Moshen is a growing business and its audited consolidated accounts for the 15 months ended 31 December 2011 show revenues of £0.84m and EBITDA of £0.18m (loss) which has increased to £1.09m and £0.25m (loss) respectively in the unaudited management accounts for the year ended 31 December 2012 (with the majority of this activity occurring in the second half of the year). Net liabilities were £0.04m in the audited accounts as at 31 December 2011 and £0.14m in the unaudited management accounts as at 31 December 2012.

Overall, the Directors believe the market for the leading official sports Apps for the major sporting federations, associations, leagues and clubs will continue to experience strong growth over the coming years as a result of their brand strength, large fan bases and social media followings. Accordingly, the Directors believe Moshen is well positioned to benefit from its existing and prospective pipeline of internet, App and SMS releases, which are expected to generate income through design and build fees, through ongoing revenue share agreements with the content and intellectual property owners of premium Apps and through within-App purchases. Furthermore, Moshen is entitled to a share of advertising revenue from its proprietary Apps. New product launches for new customers, continued product development for existing customers and increasing accessibility of existing products are expected to drive strong sales growth in 2013.

## **3. Principal terms of the Moshen Acquisition**

Under the terms of the Moshen Acquisition Agreement, Graham Baines (“Mr. Baines”), who immediately prior to the execution of the Moshen Acquisition Agreement will be a 95 per cent. shareholder in Moshen, has agreed to sell to Concha 1,816 ordinary shares of £1 each held by him in the share capital of Moshen (equal to approximately 40 per cent. of the entire issued share capital of Moshen) for a purchase price of £137.66 per Moshen Share. Following Completion of the Moshen Acquisition, there will continue to be a minority interest of approximately 5 per cent. in Moshen held by several other shareholders.

The total consideration payable under the Moshen Acquisition Agreement of £250,000 is payable in cash on completion of the Moshen Acquisition which is conditional upon the Resolutions being approved by the Shareholders at the General Meeting.

Customary warranties have been given by Mr. Baines including a warranty that Moshen will not require any further capital funding for a period of 6 months following completion.

In addition, Concha has agreed to make an interest free loan to Moshen of £250,000 for working capital purposes and the repayment of certain indebtedness of Moshen. The Moshen Loan is repayable in 10 equal monthly installments of £25,000 beginning on 31 May 2013. Default interest is payable at the rate of 5 per cent. per annum above Lloyds TSB base rate from time to time.

Mr. Baines has granted Concha a charge over 1,816 of his shares in Moshen amounting to approximately 40 per cent. of the entire issued share capital of Moshen in respect of his liabilities under the warranties in the Moshen Acquisition Agreement and the guarantee given by him in relation to the Moshen Loan. Further, Moshen has granted a debenture over its assets in favour of Concha in relation to the Moshen Loan.

The shareholders in Moshen have agreed to enter into a shareholders agreement and to adopt new articles of association of Moshen in order to regulate their relationship. Concha shall have the right to appoint to the Moshen Board two fifths of the directors from time to time and to remove such director(s). A quorum of the Moshen Board requires the presence of one Concha director. No transfer of any shares in Moshen may take place without either the prior consent of shareholders holding at least 75 per cent. of the share capital of Moshen or in accordance with the pre-emption provisions of the new articles of association and shareholders agreement. The shareholders agreement contains rights whereby (i) if holders of 65 per cent. of the shares in Moshen wish to transfer their shares, such shareholders may drag all other shareholders and require that they sell their shares on the same terms; and (ii) in the event of a proposed transfer of shares in Moshen by holder(s) of more than 25 per cent. of the shares in Moshen, the remaining shareholders may tag along or force that such selling shareholders also procure the purchase of their shares on the same terms.

#### **4. Principal terms of the Placing**

The Company is proposing to raise up to £850,000 before expenses by the issue of up to 243,000,000 new Consolidated Ordinary Shares at 0.35 pence per Placing Share. After expenses, the net proceeds of the Placing are expected to be up to £750,000 and will be applied to the acquisition of Moshen, investing in accordance with the Investing Policy and for general working capital purposes.

The Placing Shares will represent up to 43.88 per cent. of the Enlarged Share Capital of the Company and will when issued rank *pari passu* with the Consolidated Ordinary Shares.

The issue of the Placing Shares is conditional, *inter alia*, upon the approval by Shareholders of Resolutions 3 and 4 to be proposed at the General Meeting convened for 5 April 2013. If Resolutions 3 and 4 are not approved by Shareholders, the Placing will lapse, any monies received in respect of the Placing will be returned to the applicants without interest and the Moshen Acquisition will not occur.

In view of the fact that the Placing Shares are not being offered on a *pro rata* basis to all existing Shareholders, the Placing is also conditional, *inter alia*, upon Shareholders resolving to disapply statutory pre-emption rights. As such the Placing is subject to the approval of Shareholders, which is being sought at the General Meeting to be held at 9.30 a.m. on 5 April 2013, notice of which is set out at the end of this document.

#### ***Restoration of trading on AIM and Admission of Placing Shares***

Concha is an Investing Company for the purposes of the AIM Rules, under which the Company must implement the Investing Policy as approved by shareholders. The Acquisition will not, on its own, be sufficient to implement the Investing Policy to the satisfaction of the London Stock Exchange and Concha will therefore remain suspended from trading on AIM. Restoration of trading is conditional on Concha undertaking a further acquisition or series of acquisitions that constitute a reverse takeover, or otherwise implementing its Investing Policy to the satisfaction of the London Stock Exchange, within a six month period from the date of suspension (8 February 2013). Failure to do so will likely lead to the Company being cancelled from trading on AIM with effect from 8.00 a.m. 9 August 2013.

The Directors are actively pursuing investment opportunities and are confident that they will be able to conclude further investments before 9 August 2013 which will be sufficient to ensure restoration and to generate shareholder value.

Following completion of the Proposals, Shareholders will be advised of their shareholdings in Consolidated Ordinary Shares. The London Stock Exchange will be advised of the new structure and of the new International Securities Identification Number (“ISIN”).

Application will be made to the London Stock Exchange for the Consolidated Ordinary Shares arising from the Share Consolidation and Placing Shares to be admitted to AIM. However, trading will not commence until the Company has implemented its investing policy in full in accordance with the AIM Rules and trading in its shares on AIM is restored (as discussed above).

The Consolidated Ordinary Shares will not be admitted to trading on any other investment exchange. The shares arising from the Placing Shares will rank *pari passu* in all respects with the Consolidated Ordinary Shares and will rank in full for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of the Company.

On completion of the Placing, the Company will have in issue a total of 553,828,409 ordinary shares of £0.001 each.

## **5. Share Consolidation**

At present the issued share capital of the Company consists of 3,108,284,090 Existing Ordinary Shares of £0.0001 each. The Directors consider that the number of Existing Ordinary Shares in issue is excessively high and results in additional administration costs. In view of this, the Directors propose to reduce the total number by way of the Share Consolidation. The effect of the Share Consolidation will be to reduce the number of Existing Ordinary Shares held by each member, but, save for fractional entitlements, the proportion of the total issued share capital of the Company held by each shareholder following the Share Consolidation will be unchanged.

As part of the Proposals, the Company is seeking Shareholder approval at the General Meeting for the Share Consolidation, whereby the Existing Ordinary Shares of £0.0001 each are consolidated into Consolidated Ordinary Shares of £0.001 each in the capital of the Company on the basis of one Consolidated Ordinary Share for every ten Existing Ordinary Shares held.

The purpose of the Share Consolidation is to reduce the total number of shares in issue. The Directors believe that this may reduce the volatility in the price of the Company's shares, may avoid large dealing spreads in the shares and may ensure that the price of the shares is more appropriate for a company of its size.

It is proposed that the Share Consolidation will consist of the following steps:

- a) every ten Existing Ordinary Shares in issue will be consolidated into one new Consolidated Ordinary Share; and
- b) fractional entitlements arising out of the consolidation under sub-paragraph a) above by reason of there being either less than ten Existing Ordinary Shares or a number not divisible by ten shall be rounded down to the nearest whole number. Fractions of a share cannot be issued by the Company. Instead, in accordance with its Articles, all such fractional entitlements shall be aggregated into new Consolidated Ordinary Shares and the whole number of new Consolidated Ordinary Shares so arising shall be sold in the market and where the net proceeds of the sale in respect of any holding does not exceed £3.00 shall be held for the benefit of the Company as the administrative cost of distributing the proceeds to shareholders concerned would outweigh the value of any individual fractional entitlements. Those shareholders who hold less than 10 Existing Ordinary Shares will not be entitled to any Consolidated Ordinary Shares arising on the completion of the Share Consolidation and will therefore no longer be shareholders in the Company.

The Companies Act and the Articles require that Shareholder consent is sought for the Share Consolidation and approval will be sought at the General Meeting which has been convened for 9.30 a.m. on 5 April 2013 at the offices of Brown Rudnick LLP, 8 Clifford Street, London, W1S 2LQ. It is anticipated that new certificates for the new Consolidated Ordinary Shares will be issued and dispatched at the shareholder's risk by 15 April 2013 and that CREST holders will have their CREST accounts credited with their new holdings on 8 April 2013. Pending the issue of new share certificates, existing share certificates will remain valid until the record date in respect of the Share Consolidation, which is 5.00 p.m. on 5 April 2013, being the date occurring on the date of the General Meeting. The new Consolidated Ordinary Shares will carry the rights and be subject to the same restrictions as the Existing Ordinary Shares as set out in the Articles.

The resolution to effect the Share Consolidation is set out in the Notice which can be found at the end of this document.

## **6. Warrants**

As at 11 March 2013 (being the last practicable date prior to the date of this document), a total of 905,700,000 Existing Warrants have been granted by the Company and are outstanding of which 900,000,000 were granted pursuant to the Warrant Instrument 2012 and the remaining 5,700,000 are due to expire on 25 March 2013 and are currently underwater.

Following the Share Consolidation and pursuant to the terms of the various warrant instruments including the Warrant Instrument 2012, the subscription rights of the Existing Warrants will be adjusted to reflect the impact of the Share Consolidation on the Company's share capital. The adjusted subscription rights will be certified by the auditor of the Company and the Warrant Holders will receive notice of such adjustment within 14 days of such certification.

It is also anticipated that following the General Meeting, the Board will grant further warrants pursuant to the terms of a new warrant instrument to be adopted by the Board over up to a further 71,997,693 Consolidated Ordinary Shares representing 13.00 per cent. of the Enlarged Share Capital at a subscription price of 0.35 pence being the Placing Price. Up to 55,382,841 New Warrants are proposed to be issued to Christopher Akers and up to 11,076,568 New Warrants to Marcus Yeoman both being directors of the Company representing respectively 10.00 per cent. and 2.00 per cent. of the Enlarged Share Capital. Up to 5,538,284 New Warrants are proposed to be issued to Strand Hanson representing 1.00 per cent. of the Enlarged Share Capital pursuant to the terms of its engagement letter with the Company. The warrants will have an exercise period of five years from the date of issue. The New Warrants will not be admitted to trading on AIM or any other exchange.

## **7. Related Party Transaction**

The grant of the Warrants to the Directors is a related party transaction under the AIM Rules. Ordinarily the AIM Rules require that the directors, other than those with an interest in the transaction, consider and make a statement as to whether the terms of a related party transaction are fair and reasonable insofar as shareholders are concerned. However, in this instance, both of the Directors are interested in the transaction and there are no independent directors available to give such a statement. Accordingly, the grant of warrants is being made subject to shareholder approval and Strand Hanson Limited, the Company's Nominated Adviser, has reviewed the grant of warrants and considers that the terms are fair and reasonable insofar as Shareholders are concerned.

## **8. Outlook**

The Company is confident that it has identified a strong business in Moshen at an attractive price and that further complementary investment opportunities will be identified in the coming weeks and months. Therefore, the Company is confident that the underlying net asset value of the Company will grow in the current year and that the investment policy should provide shareholders with capital growth over time.

The Directors are also seeking shareholder authority pursuant to resolutions 3 and 4 to fund the whole or part of any future acquisitions by the issue of shares in the capital of the Company for cash or as consideration, and accordingly are seeking authority to allot securities up to an aggregate nominal value of £300,000 representing approximately 54 per cent. of the Enlarged Share Capital in connection with future issues for cash and an equal amount in connection with future acquisitions.

## **9. General Meeting**

The General Meeting, notice of which is set out at the end of this document, has been convened for 9.30 a.m. on 5 April 2013 at the offices of Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ for the purpose of considering and, if thought fit, passing the following Resolutions which need to be passed to permit the Proposals to proceed:

### Ordinary resolutions to:

1. approve the Share Consolidation;
2. approve the grant of New Warrants;

3. authorise the Directors to allot shares in the capital of the Company and other relevant securities up to an aggregate nominal amount of £914,998, including in connection with the Placing Shares and the Warrant Issue;

Special resolution to:

4. disapply statutory pre-emption rights in relation to the allotment of equity securities for cash other than in accordance with the statutory pre-emption rights up to a nominal aggregate amount of £300,000 and in addition in connection with the Placing Shares and the Warrant Issue.

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

A Form of Proxy for use at the General Meeting is enclosed with this document.

Shareholders holding Existing Ordinary Shares in certificated form should complete and sign the Form of Proxy and return it to Share Registrars Ltd, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or send by fax to the following number 01252 719 232 as soon as possible but in any event to be received not later than 9.30 a.m. on 3 April 2013 or 48 hours before any adjourned meeting.

The return of a Form of Proxy will not, however, prevent a Shareholder from attending the General Meeting and voting in person, should he/she wish to do so. Shareholders who wish to attend in person should contact Share Registrars Ltd in advance to confirm what identity documents they should bring with them and to complete a form of representation (available on request from Share Registrars Ltd) if necessary.

#### **11. Recommendation**

**The Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings of 88,333,334 Existing Ordinary Shares amounting, in aggregate, to approximately 2.84 per cent. of the Existing Ordinary Shares).**

**Shareholders should note that in the event the Resolutions are not passed at the General Meeting, the Placing and the Moshen Acquisition would not proceed. There can be no guarantee that the Company would be able to complete the Moshen Acquisition on any other basis or to raise funds on terms which would not result in a substantial dilution of Shareholders' interests, if indeed at all.**

**The Board urges all Shareholders to submit a Form of Proxy as soon as possible and in any event so as to arrive no later than 9.30 a.m. on 3 April 2013.**

Yours sincerely,

**Chris Akers**  
*Executive Chairman*

## PART II

# CONCHA PLC

(Incorporated and registered in England and Wales with registered number 05382036)

## NOTICE OF GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT** a meeting of shareholders of the above-named company (**the “Company”**) will be held at Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ at 9.30 a.m. on 5 April 2013 for the purposes of considering and, if thought fit, approving the following resolutions:

### ORDINARY RESOLUTIONS

1. *THAT: every ten issued ordinary shares of £0.0001 each in the capital of the Company be and are hereby consolidated into one ordinary share of £0.001 each in the capital of the Company, such shares having rights and being subject to the restrictions set out in the Company’s Articles (“Share Consolidation”);*
2. *THAT: subject to and conditional upon the passing of Resolutions 3 and 4 below, the grant of up to 55,382,841 warrants to Christopher Akers, up to 11,076,568 warrants to Marcus Yeoman and up to 5,538,284 warrants to Strand Hanson representing respectively 10 per cent., 2 per cent. and 1 per cent. of the enlarged share capital following the Share Consolidation and the issue of the Placing Shares (as defined in the Circular) be and is hereby approved.*
3. *THAT: subject to the passing of resolution 4 below, in addition to all previous authorities to the extent unused, the directors of the Company (“Directors”) be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Company Act 2006 (“Act”), to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or convert any securities into shares in the Company up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the said Act) of £914,998, this authority to expire on 5 October 2014 unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the Directors may allot shares in the Company, or grant rights to subscribe for or to convert any securities into shares in the Company in pursuance of any such offer or agreement as if the authority conferred hereby had not expired;*

### SPECIAL RESOLUTION

4. *THAT: in addition to all previous authorities and powers granted to the Directors and to the extent unused, the Directors be and are hereby generally and unconditionally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) wholly for cash pursuant to the authority granted to the Directors pursuant to resolution 3 above as if section 561 of the said Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities (i) up to an aggregate nominal amount of £300,000; and (ii) up to a maximum aggregate amount of £243,000 pursuant to or in connection with the Placing Shares and (iii) up to a maximum aggregate amount of £71,998 pursuant to or in connection with the Warrant Issue and provided that this power shall expire on 5 October 2014 unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.*

Dated: 12 March 2013

*Registered Office*

Durham House,  
1 Durham House Street,  
London WC2N 6HG

Christopher Robin Akers,  
*Executive Chairman*  
by order of the Board

Notes:

- (i) A member of the Company entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to attend, vote and speak. A proxy need not be a member of the Company.
- (ii) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertified Securities) Order 2009, the Company has specified that only those members entered on the register of members 48 hours prior to the General Meeting shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the register after 48 hours before the General Meeting shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- (iii) A form of proxy is enclosed with this notice for use in connection with the business set out above. To be valid, forms of proxy and any power of attorney or other authority under which it is signed must be lodged with Share Registrars Ltd, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or sent by fax to the following number 01252 719 232 by not later than 48 hours (excluding non-working days) prior to the time fixed for the meeting.
- (iv) Completion and return of a form of proxy does not preclude a member from attending and voting at the General Meeting of Shareholders or at any adjournment thereof in person.
- (v) In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

