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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

16 August 2017

**CASH OFFER**

by

**RICH PRO INVESTMENTS LIMITED ("RPI")**

for

**ASA RESOURCE GROUP PLC ("ASA")**

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**RESPONSE TO APPOINTMENT OF ADMINISTRATORS BY ASA BOARD**

**EXTENSION OF OFFER**

RPI announces that its Offer, which remains subject to the terms and the conditions set out or referred to in the Offer Document posted to ASA shareholders on 25 July 2017, is extended to, and will remain open for acceptance until, 1.00pm on 29 August 2017.

RPI notes the announcement made by ASA on 28 July 2017 that the ASA Board has appointed Mark Skelton and Trevor Birch of Duff & Phelps Ltd as joint administrators (the "Administrators") of ASA. RPI considers that this appointment by the ASA Board was not in the best interests of ASA Shareholders, its creditors or its other stakeholders, and is yet another example of the poor management that has characterised the ASA Board's stewardship of ASA and the company's continued decline.

In this regard, RPI notes:

- that the ASA Board has failed, at any point since RPI's first approach to the ASA Board on 16 June 2017, to engage with RPI with regard to RPI's repeated offers to provide financial support to ASA. Instead, during this period, the ASA Board took steps which RPI considers are not in the best interests of ASA Shareholders, its creditors or its other stakeholders, such as requiring, in the context of discussions for a recommendation of the Offer, that certain members of the ASA Board would not be removed for an extended period following the Offer becoming or being declared unconditional;
- the failure of the ASA Board to announce any unexpected event or claim, beyond ordinary corporate expenses, that has unavoidably led to the appointment of Administrators, or to provide any meaningful explanation of the circumstances behind such appointment;

- that ASA is being managed by the Administrators in the interests of its creditors (which now includes the ASA Board in their personal capacities as creditors in respect of “*unpaid directors’ fees and salaries*”); and
- that the ASA Board have in aggregate only a minimal holding of ASA Shares and that their interests will not therefore necessarily be aligned with the Shareholders for whom the value of an ASA Share has been materially damaged by recent events.

RPI reiterates its previously stated intention to seek the immediate resignation of, or procure the termination of appointments of, the current ASA Board, and to investigate whether any actions taken by current or past directors of ASA are in contravention of applicable laws or regulations or their duties to ASA, including, but not limited to, the conduct of the ASA Board throughout the Offer Period and specifically in relation to the appointment of the Administrators by the ASA Board.

As noted above, ASA has not publicly announced any material details of the reasons that caused the ASA Board to place ASA into administration. We expect that more information will become available as the administration progresses and await ASA’s statement of affairs and the Administrators’ proposals with interest. In the meantime, a member of a company in administration may, under Rule 12.39(4)(a)(ii) of the Insolvency (England and Wales) Rules 2016, “inspect the court file, or obtain from the court a copy of the court file, or of any document in the court file”. For ASA Shareholders, this includes the right to be provided with a copy of the Notice of Appointment of the Administrators that was filed at Court by the ASA Board on 1 August 2017.

**RPI strongly urges Shareholders to contact the Companies Court (The Rolls Building, 7 Rolls Buildings, Fetter Lane, London EC4A 1NL; phone: 020 7947 6148 / 020 7947 6175) and to exercise their rights as members of ASA under Rule 12.39(4)(a)(ii) of the Insolvency (England and Wales) Rules 2016 to be provided with a copy of the Notice of Appointment of the Administrators that was filed by the ASA Board with the Court on 1 August 2017.**

RPI has previously expressed a concern that the value of its, and many other ASA Shareholders’, investment in ASA is unlikely to recover without significant change to the management and strategy of ASA, supported by significant financial resources which would need to be made available to ASA on favourable terms. RPI continues to believe that this is the case. RPI has, both publicly and privately, repeatedly offered to provide such support to ASA. Even following the appointment of the Administrators, RPI indicated to the Administrators that it remained willing to provide US\$40 million of new financing to ASA at an interest rate of 5% per annum for the settlement of its outstanding creditors, subject to the ASA Board being reconstituted and other standard terms and conditions. RPI believes that these terms were significantly better than any other financing options available to ASA; and a significantly better alternative than destroying Shareholder value by the forced sale of ASA’s assets at a time of weakness. RPI remains willing to provide such finance and will continue to try to work with the Administrators to assist ASA.

### **Extension of Offer**

When RPI announced the Offer on 12 July 2017, it stated that it believed that the Offer presented ASA Shareholders who wished to do so with a compelling exit opportunity at 2.1 pence per ASA Share, which represented a highly attractive premium of approximately 64.7 per cent. to the closing price of ASA Shares prior to the date of such announcement.

RPI considers that, given the subsequent disposals made by the ASA Group (of the slaughterhouse business and assets and Klipspringer Diamond Mine interests), the suspension of trading in ASA Shares and, finally, the placing of ASA into administration by the ASA Board, the Offer Price is even more compelling. Despite these events, as stated above, RPI remains committed to working with the Administrators to assist ASA. RPI therefore announces that its Offer, which remains subject to the terms and the conditions set out or referred to in the Offer Document posted to ASA shareholders on 25 July 2017, is extended to, and will remain open for acceptance until, 1.00pm on 29 August 2017.

**ASA Shareholders who have not accepted the Offer are urged to do so as soon as possible and in any event by 1.00 p.m. on 29 August 2017.**

The Offer is subject to the conditions set out in Part A of Appendix 1 of the Offer Document, including the condition in paragraph (a) (the "Acceptance Condition"), which is set out below:

"(a) valid acceptances of the Offer being received (and not, where permitted, withdrawn) by not later than 1.00 p.m. on the First Closing Date (or such later time(s) and/or date(s) as RPI may, with the consent of the Panel or subject to the rules of the City Code, decide) in respect of not less than 90 per cent. (or, subject to the requirements of the City Code, such lower percentage as RPI may decide) in nominal value of the ASA Shares to which the Offer relates and not less than 90 per cent. (or, subject to the requirements of the City Code, such lower percentage as RPI may decide) of the voting rights carried by the ASA Shares to which the Offer relates provided that this condition will not be satisfied unless RPI shall have acquired or agreed to acquire (whether pursuant to the Offer or otherwise) ASA Shares carrying in aggregate over 50 per cent. of the voting rights then normally exercisable at a general meeting of ASA."

Amongst others, the Offer is also subject to the condition in paragraph (g)(xii) of Part A of Appendix I of the Offer Document (the "Insolvency Condition"), which is set out below:

"(g) save as disclosed in the Annual Report or as publicly announced by ASA prior to 11 July 2017 (by the delivery of an announcement to a Regulatory Information Service), no member of the Wider ASA Group having since 31 March 2016:

(xii) taken any corporate action or had any legal proceedings instituted or threatened against it or had any petition presented or order made for its winding-up (voluntarily or otherwise), dissolution or reorganisation or for the appointment of a receiver, administrator, administrative receiver, trustee or similar officer of all or any of its assets and/or revenues or any analogous proceedings in any jurisdiction or appointed any analogous person in any jurisdiction."

RPI has agreed with the Panel Executive that RPI has an ongoing ability to lapse the Offer on the Insolvency Condition.

Furthermore, the Panel Executive has indicated that if ASA exits from administration following the lapse of the Offer, it would consider that to be a material change which would allow a dispensation to be granted from the restrictions under Rule 35 of the Code on the ability of RPI, any person who acted in concert with RPI in the course of the Offer, or any person who is subsequently acting in concert with any of them, within 12 months of the Offer lapsing, either:

(a) to announce an offer or possible offer for ASA (including a partial offer which could result in the offeror and persons acting in concert with it being interested in shares carrying 30% or more of the voting rights of the offeree company);

- (b) to acquire any interest in shares of the offeree company if the offeror or any such person would thereby become obliged under Rule 9 of the Code to make an offer;
- (c) to acquire any interest in, or procure an irrevocable commitment in respect of, shares of the offeree company if the shares in which such person, together with any persons acting in concert with him, would be interested and the shares in respect of which he, or they, had acquired irrevocable commitments would in aggregate carry 30% or more of the voting rights of the offeree company;
- (d) to make any statement which raises or confirms the possibility that an offer might be made for the offeree company; or
- (e) to take any steps in connection with a possible offer for ASA where knowledge of the possible offer might be extended outside those who need to know in the offeror and its immediate advisers.

The Panel has also agreed that, in such a situation, there shall be no restrictions on the ability of RPI, any person who acted in concert with RPI in the course of the Offer, or any person who is subsequently acting in concert with any of them, to acquire, or offer to acquire, any of the assets of ASA, whether from the Administrators or otherwise.

If RPI does in the future decide to lapse the Offer and make a further offer to acquire the ASA Shares, there can be no certainty that it would be at the same price, or on the same terms as the Offer.

#### **Level of acceptances**

RPI announces that as at 1.00 p.m. (London time) on 15 August 2017, RPI had received valid acceptances in respect of 385,391,678 ASA Shares, representing 22.77 per cent. of the total issued ASA Shares (the "Valid Acceptances"). Of the Valid Acceptances, 92,906,920 ASA Shares, representing 5.49 per cent. of the total issued ASA Shares, were subject to irrevocable undertakings or a letter of intent.

RPI holds 70,366,853 ASA Shares, representing 4.16 per cent. of the total issued ASA Shares.

Accordingly, as at 1.00 p.m. (London time) on 15 August 2017, RPI owned or had received acceptances of the Offer in respect of 455,758,531 ASA Shares, representing 26.93 per cent. of the total issued ASA Shares, which RPI may count towards the Acceptance Condition.

In addition to the Valid Acceptances, at 1.00 p.m. (London time) on 15 August 2017, RPI had received incomplete acceptances in respect of 564,239,709 ASA Shares, representing 33.34 per cent. of the total issued ASA Shares (the "Incomplete Acceptances"), which RPI is not entitled to count towards the Acceptance Condition. Of the Incomplete Acceptances, 501,720,835 ASA Shares, representing 29.65 per cent. of the total issued ASA Shares, were subject to irrevocable undertakings or a letter of intent.

The Incomplete Acceptances were invalid for various reasons, including incorrect or no share certificates being received, and incorrect signatures or witness statements.

RPI understands that ASA did not issue new share certificates to ASA Shareholders following the change of the ASA's name (from Mwana Africa plc) on 30 September 2015, and the sub-division of ASA's share capital (from ordinary shares of £0.01 to ordinary shares of £0.001, on 21 October 2016). RPI understands that this has resulted in many ASA Shareholders holding inaccurate share certificates. RPI will work with ASA

Shareholders and ASA's registrar, Computershare Investor Services (Ireland) Limited, to ensure that the Incomplete Acceptances become valid before 29 August 2017.

Capitalised terms used but not defined in this announcement shall have the meaning given to them in the Offer Document.

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*THIS ANNOUNCEMENT IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT INTENDED TO AND DOES NOT CONSTITUTE, OR FORM PART OF, AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO SUBSCRIBE FOR OR BUY ANY SECURITIES NOR THE SOLICITATION OF ANY VOTE OR APPROVAL IN ANY JURISDICTION, NOR SHALL THERE BE ANY SALE, ISSUE OR TRANSFER OF THE SECURITIES REFERRED TO IN THIS ANNOUNCEMENT IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW. THE OFFER WILL BE MADE SOLELY BY MEANS OF THE OFFER DOCUMENT AND, IN RESPECT OF ASA SHARES HELD IN CERTIFICATED FORM, THE FORM OF ACCEPTANCE ACCOMPANYING THE OFFER DOCUMENT.*

***finnCap, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for RPI and no one else in connection with the Offer and will not be responsible to anyone other than RPI for providing the protections afforded to clients of finnCap nor for providing advice in relation to the Offer, the content of this announcement or any other matter or arrangement referred to herein.***

**Overseas Jurisdictions**

*The release, publication or distribution of this announcement and the availability of the Offer in jurisdictions other than the United Kingdom may be restricted by law and persons who are not resident in the United Kingdom or who are subject to the laws of other jurisdictions should inform themselves about, and observe, any applicable requirements. This announcement and the Offer Document have been prepared for the purpose of complying with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement and the Offer Document had been prepared in accordance with the law of jurisdictions outside the United Kingdom.*

*The availability of the Offer to ASA Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located. Such persons should inform themselves about and observe any applicable legal or regulatory requirements.*

*Unless otherwise determined by RPI or required by the City Code and permitted by applicable law and regulation, the Offer will not be made, directly or indirectly, in, into or from, or by the use of the mails of, or by any means or instrumentality (including, without limitation, telephone, facsimile, the internet or any other form of electronic communication) of interstate or foreign commerce of, or through any facility of a national securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction. Accordingly, copies of this announcement and the Offer Document are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent, in, into or from any Restricted Jurisdiction and persons receiving these documents (including, without limitation, custodians, nominees and trustees) should observe these restrictions and must not mail, transmit or otherwise forward, distribute or send it in, into or from any Restricted Jurisdiction. Doing so may render invalid any purported acceptance of the Offer. Notwithstanding the foregoing, RPI will retain the right to permit the Offer to be accepted and any sale of securities pursuant to the Offer to be completed if, in its sole discretion, it is satisfied that the transaction in question can be undertaken in compliance with applicable law and regulation.*

### **Forward-looking statements**

*This announcement, including information included or incorporated by reference in this announcement, may contain "forward-looking statements" concerning ASA and RPI. Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates" or similar expressions identify forward-looking statements. The forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements. Many of those risks and uncertainties relate to factors that are beyond the abilities of RPI and ASA to control or estimate precisely, such as future market conditions and the behaviour of other market participants, and therefore undue reliance should not be placed on such statements. RPI does not assume any obligation and does not intend to update these forward-looking statements, except as required pursuant to applicable law.*

*There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to: the ability to consummate the Offer; the ability to obtain the satisfaction of the conditions on the proposed terms and schedule; the potential impact of the announcement or consummation of the Offer on relationships, including with employees, suppliers, customers and competitors; and changes in general economic, business and political conditions. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither RPI nor any of its respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. You are cautioned not to place undue reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations (including under the AIM Rules and the Disclosure and Transparency Rules of the FCA, as applicable), RPI is not under any obligation, and RPI disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

### **Disclosure requirements of the Code**

*This announcement is for information purposes only. It is not intended to and does not constitute, or form part of, an offer or invitation or the solicitation of any offer to sell or purchase any securities or the solicitation of any offer to otherwise acquire, subscribe for, sell or otherwise dispose of any security pursuant to the Offer or otherwise. The Offer will be made solely by means of the Offer Document and, in respect of ASA Shares held in*

certificated form, the Form of Acceptance, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. Any decision in respect of, or other response to, the Offer should be made only on the basis of the information contained in those documents.

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### **Publication on a website**

A copy of this Announcement and the documents required to be published pursuant to Rule 26.1 of the City Code will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on the Hailiang website at <http://www.Hailiang.com/en/index.php/service/disclaimer> by no later than 12 noon (London time) on the business day following this Announcement. For the avoidance of doubt, the

*contents of these websites are not incorporated by reference and do not form part of this Announcement.*

**Requesting hard copy documents**

*In accordance with Rule 30.3 of the Code, a person so entitled may request a hard copy of this announcement by contacting finnCap during business hours on 020 7220 0500 or by submitting a request in writing to finnCap at 60 New Broad Street, London, EC2M 1JJ (attention James Thompson). For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. You may also request that all future documents, announcements and information to be sent to you in relation to the Offer should be in hard copy form.*