

ASTORIA INVESTMENTS LTD

(Incorporated in the Republic of Mauritius)

(Registration number 1297585 C1/GBL)

SEM share code: ATIL.N0000

JSE share code: ARA NSX share code: ARO

ISIN: MU0499N00007

(“Astoria” or “the Company”)



DISPOSAL OF INTEREST IN KINGSWOOD HOLDINGS LIMITED

Shareholders are hereby advised that Astoria through its wholly-owned subsidiary, Astoria Investments (UK) Limited (“**Astoria UK**”), has entered into a conditional share purchase agreement (“**Agreement**”) with KPI (Nominees) Limited (“**KPI**”) for the disposal of Astoria UK’s 17.46% interest, comprising 28,059,272 ordinary shares in Kingswood Holdings Limited (“**Kingswood**”) for a consideration of GBP2 104 445.40 (“**disposal consideration**”), which translates to 7.5 pence per ordinary share (“**the transaction**”).

Kingswood is a UK-based wealth management business, listed on the AIM market of the London Stock Exchange. The transaction is in accordance with Astoria’s investment policy approved by shareholders on 20 March 2019 and is at a fair price having regard to liquidity and current market conditions. The proceeds of the transaction will be re-invested in short-term liquid investments.

The disposal consideration will be settled in cash on the fifth business day following the date on which all of the conditions precedent have been fulfilled or waived being the effective date of the transaction.

The Agreement is valid for a period of 90 days as from signing date which was 28 June 2019, and is conditional, amongst other things, in all respects upon;

- the entry into or completion of the Agreement not (i) requiring KPI to make a mandatory takeover offer for Kingswood under Rule 9 of the UK Takeover Code; or (ii) otherwise having potentially adverse consequences under the UK Takeover Code for KPI;
- the exercise by KPI of the remainder of its conversion rights over Kingswood ordinary shares arising under the facilities agreement between (among others) Kingswood and KPI (being in respect of the complete drawdown and/or conversion of the outstanding GBP4.4 million of such facility); and
- KPI having become the legal and beneficial owner of more than 50% of Kingswood’s ordinary shares prior to completion of the Agreement (the requisite “change of control” approval having been obtained and not having been withdrawn or modified in that regard from the Financial Conduct Authority).

Warranties and indemnities applicable to the transaction are standard for a transaction of this nature.

The attributable value of the net assets of Kingswood as at 31 March 2019 was USD 3 806 453. The attributable net profit after tax for Kingswood for the quarter ended 31 March 2019 was a loss of USD 921 653. The above financial information is based on the unaudited management accounts for Astoria for the quarter ended 31 March 2019 which was published on SENS on 24 April 2019. The management accounts were prepared in terms of the Company’s accounting policies and IFRS. The Company is satisfied with the quality of the management accounts of Astoria, which were prepared under the supervision of the Astoria management.

Although the transaction is in accordance with Astoria’s investment policy, the disposal consideration relative to the market capitalisation is greater than 10% and accordingly such transaction is required to be announced in terms of section 15.8 of the JSE Listings Requirements. No shareholder approval is required.

A further announcement will be released to shareholders once the Agreement has become unconditional.

2 July 2019

This communique has been issued pursuant to SEM Listing Rule 11.3. The Board of Directors of Astoria accepts full responsibility for the accuracy of the information contained in this communique.

and company secretary

JAVACAPITAL

OSIRIS
INTERNATIONAL GROUP

and sponsor



NSX sponsor

NEB
NAMIBIA EQUITY BROKERS