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If you have sold or otherwise transferred all of your Existing Ordinary Shares in Camper & Nicholsons Marina Investments Ltd, please immediately forward this document, together with the accompanying Application Form (in respect of shares held in certificated form) and the Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document is not a prospectus for the purposes of the Prospectus Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom ("FCA"), pursuant to sections 85 and 87 of FSMA, London Stock Exchange plc or any other authority or regulatory body.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to London Stock Exchange plc for the New Ordinary Shares to be admitted to trading on AIM. 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 UK Listing Authority. 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. London Stock Exchange plc has not itself examined or approved the contents of this document.

It is expected that admission to AIM and dealings in the New Ordinary Shares will commence on 30 June 2014.

Camper & Nicholsons Marina Investments Limited

(Incorporated in the Island of Guernsey with Registered Number 45700)

Open Offer of 24,000,000 New Ordinary Shares at 10 pence per share on the basis of
0.169271 New Ordinary Shares for every 1 Existing Ordinary Share

Approval of the Waiver by the Takeover Panel

and

Notice of Extraordinary General Meeting

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 in Part 1 of this document.

This document does not constitute an offer for sale or an invitation to subscribe for, or the solicitation of an offer to buy or subscribe for, New Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful and, subject to certain exceptions, is not for distribution in or into the United States, Australia, Canada, South Africa, New Zealand or Japan. Less than 3 per cent. of the Company's Ordinary Shares are held in each of the aforementioned jurisdictions at the time of posting this document. The New Ordinary Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, New Zealand, South Africa or Japan, nor has any prospectus in relation to the New Ordinary Shares been lodged with or registered by the Australian Securities and Investments Commission or the Japanese Ministry of Overseas Shareholders and any person (including, without limitation, custodians, nominees and trustees) who has a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

The New Ordinary Shares will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on the Existing Ordinary Shares after Admission.

finnCap Ltd, which is regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange is acting as nominated adviser and broker to the Company and for no-one else in connection with the Open Offer and will not regard any other person (whether or not a recipient of this document) as its client in relation to the Open Offer and will not be responsible to anyone other than the Company for providing the protections afforded to clients of finnCap Ltd, or for providing advice in relation to the Open Offer or any transaction or arrangement referred to in this document. finnCap Ltd is not underwriting the Open Offer. No representation or warranty, express or implied, is made by finnCap Ltd as to the accuracy, completeness or fairness of any information in this document and finnCap Ltd accepts no responsibility or liability for this document and accordingly disclaims all and any liability, whether arising in tort, contract or otherwise, which it might otherwise be found to have in respect of this document.

The Open Offer closes at 11.00 a.m. on 25 June 2014. If you are a Qualifying Shareholder and wish to apply for New Ordinary Shares under the Open Offer you should follow the procedure set out in Part 2 of this document and, where relevant, complete and return the accompanying Application Form. If Qualifying Shareholders have any queries on the procedure for acceptance and payment, or to receive another Application Form they should contact Computershare on +44 (0)870 707 4040. Calls to the Computershare +44 (0)870 707 4040 number are charged at approximately 10 pence per minute (including VAT) from a BT landline, other telephone provider costs may vary. If Shareholders have a query regarding the Form of Proxy, they should contact Anson Registrars on +44 (0)1481 711301 or, if calling from outside the United Kingdom, +44 (0) 870 889 3201. Calls to the Computershare and Anson Registrars numbers from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored for security and training purposes. Computershare and Anson Registrars cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice). Computershare and Anson Registrars will not give Qualifying Shareholders any other advice in connection with the Open Offer.

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OPEN OFFER STATISTICS

Offer Price per New Ordinary Share	10p
Number of Existing Ordinary Shares in issue at the date of this document	141,784,358
Number of New Ordinary Shares	24,000,000
Enlarged Issued Share Capital	165,784,358
Gross proceeds of the Open Offer ^{1,2}	£2,400,000
Estimated net proceeds of the Open Offer receivable by the Company ^{1,2}	£2,276,000
Percentage of the present issued share capital of the Company that the New Ordinary Shares represent	16.93%

Notes:

- (i) Statistics are prepared on the basis that no Ordinary Shares will be issued following the date of this document and before the completion of the Open Offer.
- (ii) Admission and dealings in the New Ordinary Shares are conditional on the passing of the Whitewash Resolution at the Extraordinary General Meeting.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>2014</i>
Record Date	5.00 p.m. on 4 June
Announcement of Open Offer	6 June
Dispatch of this document	6 June
Existing Ordinary Shares marked 'ex' by the London Stock Exchange	9 June
Open Offer Entitlements credited to CREST accounts of Qualifying CREST Shareholders	9 June
Recommended latest time for requesting withdrawal of Open Offer Entitlements from CREST	4.30 p.m. on 19 June
Latest time and date for depositing Open Offer Entitlements into CREST	3.00 p.m. on 20 June
Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. on 23 June
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instruction (as appropriate)	11.00 a.m. on 25 June
Latest time and date for receipt of Forms of Proxy for the Extraordinary General Meeting	11.00 a.m. on 25 June
Extraordinary General Meeting	11.00 a.m. on 27 June
Expected date of Admission and commencement of dealings in New Ordinary Shares	8.00 a.m. on 30 June
CREST accounts to be credited with New Ordinary Shares	8.00 a.m. on 30 June
Share certificates dispatched by	14 July

Save for the date of publication of this document, each of the times and dates above are subject to change. Any such change, including any consequential change in the Open Offer statistics above, will be notified to Shareholders by an announcement on a Regulatory Information Service.

PART 1

LETTER FROM THE CHAIRMAN OF THE COMPANY

CAMPER & NICHOLSONS MARINA INVESTMENTS LIMITED

(Incorporated in the Island of Guernsey with Registered Number 45700)

Directors

Sir Christopher Lewinton (*Chairman*)

Martin Bralsford (*Director*)

Elizabeth Kan (*Director*)

Roger Lewis (*Director*)

Clive Whiley (*Director*)

Registered Office:

Island House

Grande Rue

St Martins

Guernsey

GY4 6RU

6 June 2014

Dear Shareholder,

Open Offer of 24,000,000 New Ordinary Shares at 10 pence per New Ordinary Share on the basis of 0.169271 New Ordinary Shares for every 1 Existing Ordinary Share, Approval of the Waiver by the Takeover Panel and Notice of Extraordinary General Meeting

1. Introduction

The Company announced on 6 June 2014 that it proposes to raise £2.4 million (£2.28 million net of expenses) by way of an Open Offer. The Open Offer is, subject to completion of the Scotia Bank amendment agreement, fully underwritten by First Eastern Holdings. Independent Shareholders will be asked to waive an obligation on the Concert Party which would arise under Rule 9 of the Takeover Code as a result of its subscription for New Ordinary Shares pursuant to the Fundraising.

Owing to the need for approval of the Waiver, there will be an Extraordinary General Meeting, convened for 11.00 a.m. 27 June 2014, at which Shareholders will be asked to approve the Whitewash Resolution required to give effect to the Fundraising.

The purpose of this document is to provide information on the background to the Company's current position, to explain why the Board considers that the Fundraising is in the best interests of Shareholders as a whole and to provide you with details of and to seek your approval of the Whitewash Resolution necessary to implement the Fundraising. In order to show their support for the ongoing development of the business, the Directors intend to subscribe for in aggregate 1,633,688 Open Offer Shares representing 88.1 per cent. of their Open Offer Entitlements.

The terms of the Open Offer, and the steps required for Qualifying Shareholders to participate, are set out in Part 2 of this document.

Shareholders' attention is drawn to paragraph 3 of this Part I which sets out the current funding available to the Company. The Company has agreed terms with Scotia Bank to reprofile the existing bullet repayment of \$7.5 million due in 2015 and to amend the associated interest rate. The Directors believe that without the additional funding from the Open Offer, the Company may not be able to complete this re-profiling nor would it have sufficient funds to execute properly its development plan.

2. Background to and Reasons for the Fundraising

The Company's Ordinary Shares were admitted to trading on AIM in January 2007 with the Company's investment objective being to generate returns primarily through capital appreciation of real estate assets with, additionally, the potential for dividends over the medium and long term. It pursued this objective through the acquisition, development, redevelopment and operation of an international portfolio of both new and existing marinas and marina-related real estate.

However, the challenging economic climate evident since late 2008 made it difficult to generate returns through capital appreciation and, moreover, the Company's constrained capital base and funding structure imposed increasing pressure on operating activities: notwithstanding that the Company had acquired and subsequently invested significant capital into what the Directors believe to be intrinsically good assets.

At the end of 2012, the Company undertook a Board reorganisation culminating in the appointment of Clive Whiley as CEO, in December 2012, with a remit to lead more active management of the assets and focus upon the generation of shorter term returns and cash-flow. Since then, the Board has successfully strengthened the Company by:

- a significant cost cutting programme which reduced total operating expenses by over 20%;
- a simplified management structure reducing the number of senior executives by some 40%;
- a root-and-branch review, of every facet of the business, reinvigorating all elements of the management process;
- a fundraising of £4 million by way of an open offer in May 2013; and
- reducing total debt net of cash pledges, but including off-balance sheet joint-venture liabilities, by some 12% to €22 million;

Following the comprehensive review of assets and operations, the Board has concluded that, despite the focus on ensuring that day-to-day operations are both performing profitably and are cash generative, the business remains undervalued. However, the management now has the freedom to exploit the development potential of existing assets alongside a corporate development strategy designed to realise the underlying value in the Company for the benefit of its Shareholders.

Accordingly the Board believes that, with the benefit of the Fundraising, the Company:

- will be able to complete the agreed amendment to its facility with Scotia Bank in line with the amendment agreement received. The Scotia Bank Loan B to CNGL, currently repayable as a bullet repayment of \$7.5 million in June 2015, is intended to be reconstituted as staged payments of principal from 2016 to 2019 at a floating interest rate of 3% over LIBOR with effect from 1 July 2015: a significant reduction over the existing fixed rate of 5.7%;
- could increase the number of marina berths at GHM and Cesme by some 3% and improve the utilisation of existing water space at its marinas by investing the necessary capital;
- will be in a position to fund the anticipated increase in working capital associated with supporting further growth within CNFE, the Company's Hong Kong based joint venture;
- has a reasonable prospect of achieving continued above-inflation revenue growth for the foreseeable future;
- should continue to trade on a positive operating cash flow basis overall with the aim of GHM and Cesme in particular being PBT positive, without the need for further berth sales;
- can reinforce the building of a platform for sustainable profitability into the future, with the upside of one-off berth sales being an additional benefit.

The Board is of the opinion that the Fundraising is in the best interests of the Company as it will also allow a clear focus on the new corporate development plan, which is designed to optimise the value of the Company's principal assets as the Board seeks to restore Shareholder value. **The objective of the Fundraising is to clear a path to facilitate a balanced approach to debt reduction, capital investment and the restoration of Shareholder value through steadily increasing profitability and cash generation, leading to both share price appreciation and distributions to Shareholders.**

3. Funding

The Company's indebtedness, at 31 December 2013, was as set out below:

	<i>Interest Rate at</i>		2014	2015	<i>Due</i>			<i>Total</i>
	<i>31 December</i>	<i>31 December</i>			<i>2016 &</i>	<i>2018 &</i>	<i>2020</i>	
	<i>2013</i>	<i>2012</i>	€	€	<i>2017</i>	<i>2019</i>	€	€
	<i>per cent.</i>	<i>per cent.</i>			€	€		
Scotia Bank Loan A	3.40	3.31	1,740,528	205,240	–	–	–	1,945,768
Scotia Bank Loan B	5.70	5.70	–	5,438,325	–	–	–	5,438,325
Bank Overdraft	5.00	5.00	713	–	–	–	–	713
Unsecured 7 per cent. Bond	7.00	7.00	–	–	–	–	11,692,797	11,692,797
Total			1,741,241	5,643,565	–	–	11,692,797	19,077,603

Scotia Bank Loan:

The Scotia Bank loan in respect of CNGL is secured by a debenture stamped for US\$15,000,000 or equivalent charge over the fixed assets, goodwill, and uncalled capital of CNGL and a floating charge over all other assets. The loan comprises two parts, Scotia Bank Loan A and Scotia Bank Loan B, with the two parts having different repayment profiles. Scotia Bank Loan A, originally for US\$7,500,000, is repayable in quarterly instalments that commenced on 30 June 2010 with the final payment due in June 2015. Scotia Bank Loan B, also for US\$7,500,000, on which the interest rate is fixed at 5.7 per cent. per annum, is repayable by a single bullet payment due in June 2015.

The Company has lodged a cash deposit of €0.5 million (\$655,000) with Scotia Bank to facilitate the removal of the Debt Service Coverage Ratio covenant given to Scotia Bank that would otherwise have been breached at 31 March 2013.

As set out in Paragraphs 1 and 2 above, the Company has agreed terms with Scotia Bank to reprofile the existing bullet repayment of \$7.5 million due in 2015 and to amend the associated interest rate.

Isbank Loan:

Under new accounting standards (IFRS11) loans to joint venture companies are no longer shown as part of the Company's borrowings, however, an Isbank Term Facility is provided to IC Çeşme in the amount of €9,249,386 (on a 100% basis). This loan is repayable in semi-annual instalments which commenced in December 2011. In addition to the Term Facility, Isbank provided a loan in the form of a General Cash and Non-Cash Credit Agreement (the "Subordinated Loan") with a maximum facility of €10 million. The Subordinated Loan is secured against cash pledges and guarantees by the IC Çeşme shareholders and is repayable commensurate with the Term Facility. The Company acts as a guarantor and sponsor of IC Çeşme's repayment obligations under the Term Facility and the Subordinated Loan to the extent of 45 per cent. of any non-payment.

GHM Bond:

During the period ended 31 December 2010, GHM issued €10,000,000 bonds, with an over-allotment option of €2,000,000 bearing an interest rate of 7 per cent., redeemable on 25 February 2020 and subject to an early redemption option that may be exercised by GHM between 2017 and 2020. As at 31 December 2013, the outstanding balance related to these bonds was €11,692,797.

Overdraft:

The bank overdraft in respect of GHM is secured by:

- a first general hypothec for €1,747,030 on an overdraft basis over all assets, present and future given by GHM; and
- a first special hypothec for €1,747,030 on an overdraft basis over the temporary utile dominium for 99 years commencing from 2 June 1999 over the land measuring 1,410 square metres at Cottonera Waterfront Vittoriosa.

4. Current Trading and Prospects

The Company's unaudited 2013 Results, which were released today, show improved performance, with turnover (excluding berth sales) up by 2.5 per cent. to €8.0 million (which translates into a 2% reduction when excluding joint-venture revenues in accordance with new accounting standards) and losses reduced from €5.3 million to €2.4 million. More importantly, operating activities generated a small positive cash flow (2012: €0.4 million), albeit that after the repayment of borrowings and interest, net cash outflows were €2.9 million (2012: €1.6 million outflow). Significant matters to report are that:

- The combined revenues of our three marinas increased by some 4%, with a reduction at Port Louis offset by continued growth of 11% and 6% respectively at Grand Harbour Marina and IC Cesme. Combined, the latter two marinas broke even in profit before tax terms without berth sales, whilst Port Louis reduced its loss before tax before and after non-cash impairment charges.
- Revenues from the Company's third party marina services business (including 50% of the revenues from our Hong Kong based joint venture, CNFE) decreased by 7 per cent. in 2013 to €1.5 million (2012: €1.6 million) as the impact of project deferrals, primarily in Europe, was off-set partly by increased revenues in CNFE. The pipeline of opportunities has improved and marina owners and developers continue to recognise the benefits of using the premium Camper & Nicholsons brand. This business line will also benefit from the newly launched 1782 Club concept (an exclusive group of independently owned and operated marinas partnering with Camper & Nicholsons) from which revenues commenced in the first quarter of 2014.
- The loss before tax and before the impairment charge increased from the €1.6 million loss (2.0 Euro cents per Ordinary Share) reported in 2012 to €2.4 million (2.0 Euro cents per Ordinary Share): although this is driven by the lack of berth sales in 2013 (2012: berth sales of €3.2 million with an estimated EBITDA impact of €2.0 million). This loss of EBITDA was offset to a large degree by, the cost reduction programme implemented in April 2013 which, combined with the savings from senior management changes made at the end of 2012 led to a fixed cost reduction of over €1 million.

In addition, the management have made efforts to ensure each of the Company's marinas continues to service its clients to the high standards which should enable occupancy to grow and generate continued year-on-year revenue increases excluding the impact of currency fluctuations.

5. Use of Proceeds

The net proceeds from the Fundraising will be used to:

- facilitate the re-profiling of the Scotia Bank Loan B to CNGL;
- fund the capital expenditure needed to increase the number of marina berths and improve the utilisation of existing water space;
- fund the anticipated increase in working capital necessary to support further growth within CNFE, the Company's Hong Kong based joint venture; and
- fund sales growth and provide general working capital for use across the Company and the Group.

The Fundraising will, thus, allow the Board to continue to optimise the value of the Company's principal assets from a position of not being a distressed seller of assets in order to execute a cohesive and self-sustaining strategic plan.

6. Open Offer

The Company is proposing to issue 24,000,000 New Ordinary Shares through the Open Offer at an Offer Price of 10 pence per share, raising in aggregate £2.4 million (£2.28 million net of expenses). The Offer Price of 10 pence represents a premium of 14.29 per cent. to the closing price of 8.75 pence per Ordinary Share on 5 June 2014 (being the last trading day prior to the announcement of the Open Offer) and a premium of 14.29 per cent. to the average closing price over the 30 days prior to the announcement of the Open Offer of 8.75 pence per Ordinary Share.

The Open Offer is being made to Qualifying Shareholders on the register on the Record Date. The Open Offer provides Qualifying Shareholders with the option to subscribe for New Ordinary Shares at a price of 10 pence per New Ordinary Share. Each Qualifying Shareholder is entitled to apply for his Open Offer Entitlement of New Ordinary Shares (which is calculated *pro rata* to his holding of Ordinary Shares in the Company on the Record Date).

First Eastern Holdings has, conditional upon, amongst other things, completion of the Scotia Bank amendment agreement by the date of the Extraordinary General Meeting, underwritten the Open Offer by undertaking in the Underwriting Agreement, that it will subscribe for any New Ordinary Shares not taken up by Qualifying Shareholders. Accordingly, conditional on the Waiver being approved by the Independent Shareholders and the completion of the Scotia Bank amendment agreement, the Company will issue 24,000,000 New Ordinary Shares to raise gross proceeds of £2.4 million.

Any participation in the Open Offer by Shareholders will reduce First Eastern Holdings' underwriting commitment. In order to show their support for the ongoing development of the business, the Directors intend to subscribe for in aggregate 1,633,688 New Ordinary Shares, representing 88.1 per cent of their Open Offer Entitlement.

Qualifying Shareholders are not entitled to take up any New Ordinary Shares in excess of their Open Offer Entitlement.

Qualifying Shareholders are invited to apply for New Ordinary Shares under the Open Offer at a price of 10 pence per New Ordinary Share, payable in full on application and free of all expenses, *pro rata* to their existing shareholdings on the basis of:

0.169271 New Ordinary Shares for every 1 Existing Ordinary Share

held at the Record Date. Open Offer Entitlements of Qualifying Shareholders will be rounded down to the nearest whole number of New Ordinary Shares. Fractional entitlements which would have otherwise arisen will not be issued.

The Open Offer is subject to the satisfaction, amongst other matters, of the following conditions on or before 30 June 2014 (or such later date being not later than 31 July 2014, as the Company may decide):

- passing of the Whitewash Resolution;
- Admission becoming effective by 8.00 a.m. on 30 June 2014 (or such later time or date not being later than 8.00 a.m. on 31 July 2014);
- the Underwriting Agreement becoming unconditional in all respects.

The New Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

Settlement and dealings

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that such Admission will become effective and that dealings will commence on 30 June 2014. Further information in respect of settlement and dealings in the New Ordinary Shares is set out in paragraph 7 of Part II of this document.

Overseas Shareholders

Certain Overseas Shareholders may not be permitted to subscribe for New Ordinary Shares pursuant to the Open Offer and should refer to paragraph 6 of Part II of this document.

7. The Concert Party

First Eastern Holdings became the largest Shareholder in the Company in August 2011, through its 66.78 per cent. owned subsidiary company FE Marina Investments, which made an investment of

approximately £4.2 million for a 25 per cent. stake in the Company by a subscription of Ordinary Shares, coupled with the formation of a joint venture company to assist in the development of the Company's business in Asia Pacific, one of the world's fastest growing marina markets.

In May 2013, FE Marina Investments subscribed for a further 15,381,528 Ordinary Shares and First Eastern Holdings subscribed for 33,066,759 Ordinary Shares pursuant to the 2013 Open Offer.

The 33.22 per cent. of FE Marina Investments not held by First Eastern Holdings is held by The Euro-China Fund, L.P. ("**Euro-China**"), an exempted limited partnership formed under the laws of the Cayman Islands. The primary investment objective of Euro-China is to achieve superior returns on partnership capital by direct investments in opportunities involving a European/Chinese commercial nexus, taking advantage of the growing trade and investment flows between Europe and China. The general partner of Euro-China is FE Euro-China Partners Limited ("**FE Euro-China Partners**"), which is responsible for the overall management and operations of the partnership and the making and realisation of investments. FE Euro China Partners is a private company registered under the laws of the Cayman Islands and is indirectly owned as to 90 per cent. by Mr. Victor Chu Chairman and founder of First Eastern Holdings and as to 10 per cent. by Ms. Elizabeth Kan, Managing Director of First Eastern Holdings and director of the Company. As at 31 December 2013, Euro-China had net assets of €8.4 million.

First Eastern Holdings, which was founded in 1988 as a private investment company, is 92 per cent. owned by Victor Chu and his family, with the remaining 8 per cent. owned by Ms. Elizabeth Kan. Since its formation, First Eastern Holdings and its associates have made significant direct investments into China and, more recently, internationally, including Japan and the UK. Investments by First Eastern Holdings and its associates into the UK include shareholdings and/or joint ventures with Evolution Securities China Limited, Monitise PLC, Lulu Guinness Holdings Limited, Camper & Nicholsons Marina Investments Limited and Sustainable Development Capital LLP.

Victor Chu is the Chairman and principal shareholder of First Eastern Holdings and of other companies in Hong Kong trading under the First Eastern name, including FE Securities Ltd and First Eastern Investments Limited.

Mr Chu obtained his law degree at University College London and qualified as a solicitor in England and Hong Kong in 1982 with Herbert Smith, the City law firm. Over the last 25 years he has served, at various times, as a Director and Council Member of the Hong Kong Stock Exchange, Member of the Hong Kong Takeovers and Mergers Panel, Advisory Committee Member of the Hong Kong Securities and Futures Commission and part-time member of the Hong Kong Government's Central Policy Unit.

Mr Chu is currently a Foundation Board Member of the World Economic Forum in Geneva and co-chairs the Forum's International Business Council. He is also Chairman of the Hong Kong – Europe Business Council, a member of the Mayor of London's International Business Advisory Council and serves on the Board of China Merchants China Direct Investments Ltd. In June 2011, Mr Chu was awarded the 2011 Global Economy Prize (jointly with Professor Larry Summers and then European Central Bank President Jean-Claude Trichet) by the Kiel Institute for the World Economy.

First Eastern Holdings and Mr Chu are important partners for the Company as it seeks to use the knowledge and relationships that First Eastern companies have developed over the last 20 years of operating and investing in China and the Far East. However, First Eastern Holdings is not only important to the growth of the Company's China activities but, since becoming (through FE Marina Investments) the Company's largest Shareholder in August 2011, has provided significant strategic assistance and offered financial support when it was approached to assist with the current Fundraising.

The Board believes that the increased investment by First Eastern Holdings is a very clear confirmation of its continued belief in both the opportunities in China and also in the prospects for the Company generally.

Clive Whiley, CEO of the Company's operational businesses, is a member of the Concert Party because he is managing director of Evolution Securities China Limited, which is majority owned by First Eastern Holdings. Evolution Securities China Limited is a merchant bank specialising in advisory services on China outbound M&A. Mr Whiley has extensive main board executive director experience across a broad range of

financial services, engineering, manufacturing, distribution and leisure businesses: encompassing the UK, Europe, North America, Australasia and the People's Republic of China. He is also Chairman of China Venture Capital Management Limited, First China Venture Capital Limited and Y-Lee Limited. On 17 May 2013, Zodiac Executive Pension Scheme, of which Clive Whiley is the sole beneficiary, purchased 1,500,000 Ordinary Shares from First Eastern Holdings. The purchase was made in order to align Mr Whiley's interests with those of the existing Shareholders in the Company.

8. Intentions of the Concert Party

The members of the Concert Party have confirmed to the Company that, save that Victor Chu intends to accept the Board's invitation to become a Director following the Company's AGM, they are not proposing, following any increase in their direct and indirect percentage interests in Ordinary Shares or voting rights as a result of their participation in the Fundraising, to seek any change in the composition of the Board, as currently constituted, or the general nature of the Company's business.

The members of the Concert Party have also confirmed that they have no intention to make any changes regarding the future of the Company's business, the locations of the Company's places of business or the continued employment of its employees and management (and those of its subsidiaries) nor does the Concert Party intend that there should be any redeployment of the fixed assets of the Company. The Concert Party intends that the Company should remain quoted on AIM.

First Eastern Holdings has the right, granted pursuant to the subscription agreement entered into at the time of its initial investment in the Company in 2011 to appoint and remove one person to and from the Board of the Company from time to time for so long as First Eastern Holdings continues to hold 10 per cent or more of the Company's issued share capital. First Eastern Holdings nominated Elizabeth Kan to the Board on 25 June 2013.

The Company views the continued long term support of the First Eastern Holdings as beneficial to the Company.

9. Dispensation from Rule 9 of the Takeover Code

Rule 9

The Takeover Code governs, *inter alia*, transactions which may result in the change of control of a public company to which the Takeover Code applies.

Under Rule 9, any person who acquires an interest (as defined in the Takeover Code) in shares, which taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of such company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interest in shares are acquired by any such person or persons acting in concert with it.

An offer under Rule 9 must be made in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares in the company during the 12 months prior to the announcement of the offer.

Dispensation

At the date of this document, the Concert Party has an interest in 68,509,191 Ordinary Shares, representing 48.32 per cent. of the Company's issued share capital (35,442,432 of which, representing 25.00 per cent. of the Company's issued share capital, are held directly by FE Marina Investments). Accordingly, if any member of the Concert Party were to acquire any further interests in Ordinary Shares either pursuant to the Open Offer or the Underwriting Agreement, it would be required to make a general offer to all the remaining Shareholders to acquire their shares in accordance with Rule 9 of the Takeover Code at a cash price of

10 pence per Ordinary Share (being the highest price paid by any member of the Concert Party in the previous 12 months).

The Takeover Panel has agreed, in principle, to grant a conditional waiver that will release the Concert Party from such an obligation and will allow the members of the Concert Party to increase their aggregate shareholdings to a maximum of 55.80 per cent. of the Company's issued share capital. This Waiver is conditional on: (i) no member of the Concert Party nor any of its concert parties acquiring any interest in any other Ordinary Shares prior to the Extraordinary General Meeting; and (ii) the passing of the Whitewash Resolution by Independent Shareholders at the Extraordinary General Meeting. Voting on the Whitewash Resolution will be put to a poll, as required by the Takeover Code. Each member of the Concert Party has undertaken that it will not vote on the Whitewash Resolution in respect of its existing Ordinary Shares.

First Eastern Holdings has agreed to underwrite the Open Offer pursuant to the Underwriting Agreement which is conditional upon, amongst other things, the completion of the Scotia Bank amendment agreement by the date of the Extraordinary General Meeting. If no Shareholders take up their Open Offer Entitlement and First Eastern Holdings is obliged to subscribe for all the New Ordinary Shares being offered pursuant to the Open Offer, the Concert Party would, together, hold 92,509,190 Ordinary Shares representing 55.80 per cent. of the total voting rights of the Company following the Fundraising. In the event that all Shareholders take up their Open Offer Entitlement, the members of the Concert Party would, together, hold 80,105,808 Ordinary Shares representing 48.32 per cent. of the total voting rights of the Company following the Fundraising.

In the event that the Concert Party's aggregate shareholding increases to over 50 per cent. of the Company's issued share capital, as permitted by the Waiver, the Concert Party would usually be entitled to acquire any number of additional Ordinary Shares without incurring an obligation to make a general offer to the remaining Shareholders for their Ordinary Shares. This is because, under Rule 9, where any person who (together with persons acting in concert with him) already holds shares carrying over 50 per cent. of the voting rights of a company acquires an interest in shares which carry additional voting rights, then that person will not generally be required to make a general offer to the remaining Shareholders to acquire their shares. However, individual members of the Concert Party will not be able to increase their percentage interests in shares through or between a Rule 9 threshold without Takeover Panel consent. On the basis of the existing ownership structure of First Eastern Holdings and FE Marina Investments, the Panel considers both companies to be under the ultimate control of Victor Chu. Accordingly, if the aggregate shareholdings of First Eastern Holdings and FE Marina Investments increase over 50 per cent. as a result of the Open Offer, each of First Eastern Holdings and FE Marina Investments will be entitled to acquire further shares without being required to make a mandatory offer, even if each of their individual interest in shares increases through a Rule 9 threshold, without the need for prior consent of the Takeover Panel.

In the event that take up under the Open Offer is such that, following completion of the Fundraising the aggregate shareholding of the Concert Party is in excess of 30 per cent. but less than 50 per cent., no member of the Concert Party nor any other person acting in concert with them would be able to acquire further shares in the Company without being required to make a mandatory offer for all other Ordinary Shares under Rule 9. However, the Concert Party would retain the right to transfer Ordinary Shares between entities within the First Eastern group of companies, on the basis that such entities will be under the ultimate control of Victor Chu, save that such transfers will require the prior consent of the Takeover Panel.

10. Extraordinary General Meeting

An Extraordinary General Meeting of the Company is being convened for 11.00 a.m. on 27 June 2014 to be held at the Company's registered office at Island House, Grand Rue, St. Martins, Guernsey GY4 6RU at which the Whitewash Resolution will be proposed. The Whitewash Resolution will be proposed as an ordinary resolution and requires a simple majority of the votes cast to be cast in favour on a poll in order for it to be passed. The Whitewash Resolution will be decided on a poll. Only the Independent Shareholders shall be entitled to vote on the Whitewash Resolution.

11. Action to be taken in respect of the Extraordinary General Meeting

Please check that you have received the following with this document:

- a Form of Proxy for use in respect of the Extraordinary General Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

Whether or not you propose to attend the Extraordinary General Meeting in person, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received, by post at Anson Registrars Limited, PO Box 426, St. Peter Port, Guernsey, GY1 3WX or, during normal business hours only, by hand, at Anson Registrars Limited, Anson House, Havilland Street, St. Peter Port, Guernsey, GY1 2QE by no later than 11.00 a.m. on 25 June 2014 (or, in the case of an adjournment of the Extraordinary General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

This will enable your vote to be counted at the Extraordinary General Meeting in the event of your absence. The completion and return of the Form of Proxy or the use of the CREST Proxy Voting service will not prevent you from attending and voting at the Extraordinary General Meeting, or any adjournment thereof, in person should you wish to do so.

12. Action to be taken in respect of the Open Offer

If you are a Qualifying non-CREST Shareholder you will find an Application Form accompanying this document which gives details of your Open Offer Entitlement (i.e. the number of New Ordinary Shares available to you). If you wish to apply for New Ordinary Shares under the Open Offer, you should complete the enclosed Application Form in accordance with the procedure set out at paragraph 3 of Part II of this document and on the Application Form itself and post it in the accompanying envelope (for use within the UK only), together with payment in full in respect of the number of New Ordinary Shares applied for to Computershare, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare, The Pavilions, Bridgwater Road, Bristol BS13 8AE so as to arrive as soon as possible and in any event so as to be received no later than 11.00 a.m. on 25 June 2014, having first read carefully Part 2 of this document and the contents of the Application Form. If you are a Qualifying CREST Shareholder you will receive a credit to your appropriate stock account in CREST in respect of your Open Offer Entitlement. You should refer to the procedure set out at paragraph 3 of Part II of this document.

The latest time for applications to be received under the Open Offer is 11.00 a.m. on 25 June 2014. The procedure for application and payment depends on whether, at the time at which application and payment is made, you have an Application Form in respect of your Open Offer Entitlement or your Open Offer Entitlement has been credited to your stock account in CREST. The procedures for application and payment are set out in Part 2 of this document. Further details also appear on the Application Form which has been sent to Qualifying Shareholders. Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer.

If the Whitewash Resolution is not passed, the Fundraising will not proceed.

If you are in any doubt as to the procedure for acceptance, please contact Computershare on +44 (0)870 707 4040. Calls to the Computershare +44 (0) 870 707 4040 number are charged at approximately 10 pence per minute (including VAT) from a BT landline, other telephone provider costs may vary. Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Computershare cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice.

If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek your own personal financial advice from an independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the UK or,

if you are outside the UK, from an appropriately authorised independent financial adviser, without delay.

13. Related Party Transactions

FE Marina Investments and First Eastern Holdings are considered to be related parties of the Company as defined by the AIM Rules, holding 25.00 per cent. and 22.26 per cent. of the voting rights of the Company respectively. The participation of First Eastern Holdings and FE Marina Investments in the Fundraising and entry into the Underwriting Agreement by First Eastern Holdings are therefore related party transactions pursuant to Rule 13 of the AIM Rules. The Directors, having consulted with the Company's nominated adviser, finnCap, consider that the terms of the Fundraising; and the participation by FE Marina Investments and First Eastern Holdings and the terms of the Underwriting Agreement are fair and reasonable insofar as the Company's Shareholders are concerned.

14. Recommendation

The Independent Directors:

- having consulted with finnCap, are satisfied that the terms of the Fundraising are fair and reasonable and in the best interests of the Company and Shareholders as a whole; and
- having been so advised by finnCap, consider the Fundraising and the Waiver to be fair and reasonable and in the best interests of Independent Shareholders and the Company as a whole.

Accordingly, the Independent Directors recommend that all Independent Shareholders vote in favour of the Whitewash Resolution to be proposed at the Extraordinary General Meeting, as they intend to do in respect of their beneficial holdings which amount to, in aggregate, 9,451,325 Ordinary Shares, representing 6.67 per cent. of the Company's issued share capital.

Neither Ms Elizabeth Kan nor Mr Clive Whiley is considered to be independent of First Eastern Holdings and accordingly they have both abstained from deliberating on the recommendation of the Board.

Yours faithfully,

Sir Christopher Lewinton
Chairman

PART 2

DETAILS OF THE OPEN OFFER

1. Introduction

The Open Offer has been structured so as to allow Qualifying Shareholders to subscribe for New Ordinary Shares at the Offer Price *pro rata* to their existing holdings. Qualifying Shareholders will be able to apply for their Open Offer Entitlement. To the extent that New Ordinary Shares are not applied for under the Open Offer, Open Offer Entitlements will lapse and such New Ordinary Shares shall be subscribed for by First Eastern Holdings pursuant to the terms of the Underwriting Agreement which is conditional upon, amongst other things, the completion of the Scotia Bank amendment agreement by the date of the Extraordinary General Meeting, as described in paragraph 8 of Part 5 of this document.

2. Offer

The Company hereby invites Qualifying Shareholders to apply, on and subject to the terms and conditions set out herein and in the Application Form (in respect of shares held in certificated form) and subject to the Articles of Association of the Company, for New Ordinary Shares at a price of 10 pence per New Ordinary Share, free from all expenses, payable in cash in full on application. The closing mid-market price for an Ordinary Share, on 5 June 2014 (being the last practicable date before the publication of this document) was 8.75 pence.

Subject to fulfilment of the conditions set out below and (in respect of Ordinary Shares held in certificated form) in the Application Form, Qualifying Shareholders are being given the opportunity to subscribe for New Ordinary Shares at the Offer Price payable in full on application and free of all expenses, *pro rata* to their existing shareholdings, on the basis of:

0.169271 New Ordinary Shares for every 1 Existing Ordinary Share

held at the Record Date. Open Offer Entitlements of Qualifying Shareholders will be rounded down to the nearest whole number of New Ordinary Shares. Fractional entitlements which would have otherwise arisen will not be issued.

The Open Offer Entitlements of Qualifying CREST Shareholders will be registered in uncertificated form and credited to their stock account in CREST. The Open Offer Entitlements of Qualifying non-CREST Shareholders will be registered in certificated form and sent to Qualifying non-CREST Shareholders. The action to be taken in relation to the Open Offer is described in paragraph 3 below.

The New Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with and will carry the same voting and dividend rights as, the Existing Ordinary Shares. The Open Offer is conditional, *inter alia*, on (i) the passing of the Whitewash Resolution; (ii) Admission becoming effective by 8.00 a.m. on 30 June 2014 (or such later time or date not being later than 8.00 a.m. on 31 July 2014); and (iii) the Underwriting Agreement becoming unconditional in all respects including as to the completion of the Scotia Bank amendment agreement. It is expected that Admission will occur and dealings in the New Ordinary Shares will commence on 30 June 2014. If such conditions are not fulfilled on or before 8.00 a.m. 30 June 2014 (or such later date, being not later than 8.00 a.m. on 31 July 2014, as the Company may decide) application monies are expected to be returned without interest by crossed cheque in favour of the applicant(s) (at the applicant's risk) by post for Qualifying non-CREST Shareholders and through CREST for Qualifying CREST Shareholders as soon as practicable after that date and any Open Offer Entitlements admitted to CREST will be disabled. Any interest earned on the application monies will be retained for the benefit of the Company.

The Open Offer is not a rights issue. Qualifying Shareholders should note that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should also be aware that in the Open Offer, unlike in a rights issue, any New Ordinary Shares not applied for will not be sold in the market or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.

Completed Application Forms (in respect of shares held in certificated form), accompanied by full payment, should be returned by post to Computershare, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare, Corporate Actions Projects, Bristol BS99 6AH so as to arrive as soon as possible and in any event so as to be received no later than 11.00 a.m. on 25 June 2014.

Any New Ordinary Shares not taken up under the Open Offer will be subscribed for by First Eastern Holdings pursuant to the Underwriting Agreement.

The New Ordinary Shares will represent approximately 14.48 per cent. of the Enlarged Issued Share Capital.

Further terms of the Open Offer are set out in this Part 2 and, where relevant, in the Application Form.

3. Procedure for Application

The action to be taken by you in respect of the Open Offer depends on whether at the relevant time you have an Application Form in respect of your Open Offer Entitlement or you have your Open Offer Entitlement credited to your CREST stock account in respect of such entitlement.

CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of their Open Offer Entitlement of such members held in CREST. CREST members who wish to apply under the Open Offer for their Open Offer Entitlement should refer to the CREST Manual for further information on the CREST procedures referred to below.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document, the Company will make an appropriate announcement to a Regulatory Information Service operated by the London Stock Exchange giving details of the revised dates.

Qualifying non-CREST Shareholders (Shareholders who hold share certificates and receive an Application Form in respect of their Open Offer Entitlement)

General

Subject to the provisions set out in this Part 2 in relation to the Overseas Shareholders, Qualifying non-CREST Shareholders will have received an Application Form enclosed with this document. The Application Form shows the number of Existing Ordinary Shares registered in your name on the Record Date. It also shows your Open Offer Entitlement (i.e. the number of New Ordinary Shares available to you on a *pro rata* basis for which you are entitled to apply under the Open Offer).

The instructions and other terms set out in the Application Form constitute part of the terms of the Open Offer.

Market Claims

Applications may only be made on the Application Form which is personal to the Qualifying non-CREST Shareholders(s) named thereon and may not be assigned, transferred or split except in the circumstances described below. The Application Form represents the right to apply for New Ordinary Shares and is not a document of title and cannot be separately traded. It is transferable only to satisfy legitimate market claims in relation to market purchases pursuant to the rules of the London Stock Exchange prior to the Existing Ordinary Shares being marked "ex" the entitlement to the Open Offer. Applications may be split or consolidated only to satisfy legitimate market claims up to 3.00 p.m. on 9 June 2014. Any Qualifying non-CREST Shareholder who has sold or transferred all or part of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked "ex" the entitlement to the Open Offer, should consult his stockbroker or other professional adviser as soon as possible since the invitation to acquire New Ordinary Shares under the Open Offer may represent a benefit which can be claimed from him by the purchaser or transferee under the rules of the London Stock Exchange. Qualifying non-CREST Shareholders who have sold all or part of their registered holdings should, if the market claim is to be settled outside CREST, complete Box J on the Application Form and immediately send it to the purchaser or transferee or

the bank, stockbroker or other agent through whom or by whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Application Form should not, however, subject to certain exceptions, be forwarded to or transmitted in or into the United States of America, Australia, Canada, South Africa, New Zealand or Japan.

Application Procedures

Qualifying non-CREST Shareholders wishing to apply for New Ordinary Shares should complete the Application Form in accordance with the instructions printed thereon and post it in the accompanying reply paid envelope (for use within the UK only) or return it (so as to arrive by not later than 11.00 a.m. on 25 June 2014), together with payment in full for the number of New Ordinary Shares applied for, to Computershare, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare, The Pavilions, Bridgwater Road, Bristol BS13 8AE. If you have any questions on the procedure please call the helpline+44 (0)870 707 4040. Calls to the Computershare +44 (0)870 707 4040 number are charged at approximately 10 pence per minute (including VAT) from a BT landline, other telephone provider costs may vary. Calls to this number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Computershare and Anson Registrars cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice. Applications received after 11.00 a.m. on 25 June 2014 will not be accepted.

If any Application Form is sent by first class post within the United Kingdom, Qualifying non-CREST Shareholders are recommended to allow at least four business days for delivery. The Company may elect in its absolute discretion to accept Application Forms and remittances received after 11.00 a.m. on 25 June 2014. The Company may also in its sole discretion elect to treat an Application Form as valid and binding on the person(s) by whom or on whose behalf it is lodged, even if it is not completed in accordance with the relevant instructions, or if it does not strictly comply with the terms and conditions of application. Applications will not be acknowledged.

The Company, also reserves the right (but shall not be obliged) to accept applications in respect of which remittances are received prior to 11.00 a.m. on 25 June 2014 from an authorised person (as defined in FSMA) specifying the number of New Ordinary Shares concerned and undertaking to lodge the relevant Application Form in due course.

Payments

Under the Money Laundering Regulations 2007, Computershare may be required to check the identity of persons who subscribe for in excess of the sterling equivalent of Euro 15,000 (approximately £12,500) of New Ordinary Shares. Computershare may therefore undertake electronic searches for the purposes of verifying identity. To do so, Computershare may verify the details against the Applicant's identity, but also may request further proof of identity. Computershare reserve the right to withhold any entitlement (including any refund cheque) until such verification of identity is completed to its satisfaction.

Payments must be made by cheque or bankers' draft in pounds sterling drawn on a branch in the United Kingdom of a bank or building society and must bear the appropriate sort code in the top right hand corner. Cheques, which must be drawn on the personal account of the individual investor where they have sole or joint title to the funds, should be made payable to CIS PLC re: "CNMI-Open Offer A/C". Third party cheques may not be accepted with the exception of building society cheques or bankers' drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the building society cheque/bankers' draft to such effect. The account name should be the same as that shown on the application. Cheques or bankers' drafts will be presented for payment upon receipt. The Company reserves the right to instruct Computershare to seek special clearance of cheques and bankers' drafts to allow the Company to obtain value for remittances at the earliest opportunity. No interest will be allowed on payments made before they are due and any interest earned on such payments will accrue for the benefit of the Company. It is a term of the Open Offer that cheques will be honoured on first presentation, and the

Company may elect in its absolute discretion to treat as invalid, acceptances in respect of which cheques are not so honoured. If cheques or bankers' drafts are presented for payment before the conditions of the Open Offer are fulfilled, the application monies will be kept in a separate bank account pending fulfilment of such conditions. If all the conditions of the Open Offer have not been fulfilled or (where appropriate) waived by 8.00 a.m. on 30 June 2014 (or such later date as the Company may, in its absolute discretion, elect, but in any event not later than 8.00 a.m. on 31 July 2014), the Open Offer will lapse and application monies will be returned to applicants (at the applicants' risk), without interest, by crossed cheque in favour of the applicant(s) within 14 days after that date.

Effect of Application

All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's own risk. By completing and delivering an Application Form, you (as the applicant(s)):

- (i) agree that all applications and contracts resulting therefrom, under the Open Offer shall be governed by, and construed in accordance with, the laws of England;
- (ii) confirm that in making the application you are not relying on any information or representation other than such as may be contained in this document and you accordingly agree that no person responsible solely or jointly for this document or any part thereof or involved in the preparation thereof shall have any liability for any such information or representation not contained in this document; and
- (iii) represent and warrant that if you have received some or all of your entitlements under the Open Offer from a person other than the Company, you are entitled to apply under the Open Offer in relation to such entitlements under the Open Offer by virtue of a legitimate market claim.

The instructions, notes and other terms set out in the Application Form, form part of the terms of the Open Offer.

If you do not wish to apply for any of the New Ordinary Shares to which you are entitled under the Open Offer, you should not complete and return the Application Form.

If you are in doubt whether or not you should apply for any of the New Ordinary Shares under the Open Offer, you should consult your independent financial adviser immediately. All enquiries in relation to the procedure for application for Qualifying non-CREST Shareholders under the Open Offer should be addressed to Computershare, Corporate Actions Projects, Bristol BS99 6AH. If you have any questions on the procedure please call the helpline on +44 (0)870 707 4040. Calls to the Computershare +44 (0)870 707 4040 number are charged at approximately 10 pence per minute (including VAT) from a BT landline. Other telephone provider costs may vary. Calls to this number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Computershare cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice.

Qualifying CREST Shareholders (Shareholders who hold shares in CREST whose Open Offer Entitlement is credited to their stock account in CREST)

General

The Directors have applied for the New Ordinary Shares to be admitted to CREST with effect from Admission and Euroclear has agreed to such admission. Accordingly, settlement of transactions in the New Ordinary Shares following Admission may take place within the CREST system if the relevant Shareholder so wishes. CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so. Persons subscribing for New Ordinary Shares as part of the Open Offer may, however, elect to receive Ordinary Shares in uncertificated form if they are a "system member" (as defined in the Uncertificated Securities Regulations 2000).

In general, Ordinary Shares that are held in uncertificated form under CREST will be subject to the rules, regulations and procedures governing CREST and its system members as in effect from time to time. Ownership of an Ordinary Share held in uncertificated form under CREST may only be transferred in compliance with the procedures of CREST in effect from time to time.

Subject to the provisions set out in the relevant paragraph dealing with Overseas Shareholders in this Part 2, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlement equal to the number of New Ordinary Shares for which he is entitled to apply under the Open Offer.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Existing Ordinary Shares held on the Record Date by the Qualifying CREST Shareholder.

If for any reason the Open Offer Entitlements cannot be admitted to CREST, or the stock accounts of Qualifying CREST Shareholders cannot be credited by 5.00 p.m. on 9 June 2014, or such later time as the Company may decide, an Application Form will be sent out to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlement credited to his stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive Application Forms.

CREST members who wish to apply for some or all of their entitlements to New Ordinary Shares should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact Computershare on +44 (0)870 707 4040. Calls to the Computershare +44 (0)870 707 4040 number are charged at approximately 10 pence per minute (including VAT) from a BT landline. Other telephone provider costs may vary. Calls to this number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Computershare cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice). If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for New Ordinary Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

Market claims

The Open Offer Entitlement will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled by virtue of a legitimate market claim transaction. Transactions identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) will thereafter be transferred accordingly.

USE Instructions (if applying for New Ordinary Shares)

CREST members who wish to apply for New Ordinary Shares in respect of all or some of their Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) a USE instruction to Euroclear which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of the Receiving Agent under the participant ID and member account ID specified below, with the number of Open Offer Entitlements corresponding to the number of New Ordinary Shares applied for; and
- (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements, in favour of the payment bank of the Receiving Agent in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of New Ordinary Shares referred to in paragraph (i) above.

Content of USE Instructions in respect of the Open Offer Entitlement

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of New Ordinary Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to the Receiving Agent);
- (ii) the ISIN of the Open Offer Entitlement. This is GG00BLT2G617;
- (iii) participant ID of the accepting CREST member;
- (iv) member account ID of the accepting CREST member from which the Open Offer Entitlements are to be credited;
- (v) the participant ID of Computershare, in its capacity as a CREST receiving agent. This is 3RA34;
- (vi) the member account ID of Computershare, in its capacity as a CREST receiving agent. This is CAMNICMI;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of New Ordinary Shares referred to in paragraph (i) above;
- (viii) intended settlement date. This must be on or before 11.00 a.m. on 25 June 2014; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 25 June 2014.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 25 June 2014 in order to be valid is 11.00 a.m. on that day.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 30 June 2014 or such later time and date as the Company may, in its absolute discretion, elect (being no later than 8.00 a.m. on 31 July 2014), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and Computershare will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, within 14 days thereafter. The interest earned on such monies will be retained for the benefit of the Company.

Deposit of Open Offer Entitlements into and withdrawal from CREST

A Qualifying non-CREST Shareholder's Open Offer Entitlement set out in his Application Form may be deposited into CREST (either into the account of the Qualifying non-CREST Shareholder named in the Application Form or into the name of a person entitled by virtue of a legitimate market claim). Similarly, Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer is reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to so deposit the Open Offer Entitlements set out in such form is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements following their deposit into CREST to take all necessary steps in connection with taking up the Open Offer Entitlements prior to 11.00 a.m. on 25 June 2014.

In particular, having regard to normal processing times in CREST and on the part of Computershare, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the Open Offer Entitlements under the Open Offer set out in such Application Form as Open Offer Entitlements in CREST, is 3.00 p.m. on 20 June 2014, and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements from CREST is 4.30 p.m. on 19 June 2014, in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements prior to 11.00 a.m. on 25 June 2014.

Delivery of an Application Form with the CREST Deposit Form duly completed whether in respect of a deposit into the account of the Qualifying non-CREST Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and Computershare by the relevant CREST member(s) that it/they is/are not in breach of the provisions of the notes under the paragraph headed "Instructions for Depositing entitlements under the Open Offer into CREST" on page 3 of the Application Form, and a declaration to the Company and Computershare from the relevant CREST member(s) that it/they is/are not citizen(s) or resident(s) of the United States, Australia, Canada, New Zealand, Japan or the Republic of South Africa and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a legitimate market claim.

Validity of Application

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 25 June 2014 will constitute a valid application under the Open Offer.

CREST Procedures and Timings

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 25 June 2014. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Incorrect or Incomplete Applications

If a USE instruction includes a CREST payment for an incorrect sum, the Company through Computershare reserves the right:

- (i) to reject the application in full and refund the payment to the CREST member in question;
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of New Ordinary Shares as would be able to be applied for with that payment at the Offer Price, refunding any unutilised sum to the CREST member in question; or
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the New Ordinary Shares referred to in the USE instruction refunding any unutilised sum to the CREST member in question.

Effect of Valid Application

A CREST member who makes or is treated as making a valid application in accordance with the above procedures will thereby:

- (i) pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to Computershare's payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (ii) request that the New Ordinary Shares to which he will become entitled be issued to him on the terms set out in this document and subject to the Memorandum and Articles of Association of the Company;
- (iii) agree that all applications and contracts resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, the laws of England and Wales;
- (iv) represent and warrant that he is not applying on behalf of any Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of the United States, Australia, Canada, South Africa, New Zealand or Japan and he is not applying with a view to reoffering, reselling, transferring or delivering any of the New Ordinary Shares which are the subject of this application to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of the United States, Australia, Canada, South Africa, New Zealand or Japan except where proof satisfactory to the Company has been provided to the Company and that he is able to accept the invitation by the Company of any requirement which it (in its absolute discretion) regards as unduly burdensome, nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for New Ordinary Shares under the Open Offer;
- (v) represent and warrant that he is not and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in Section 93 (depository receipts) or Section 96 (clearance services) of the Finance Act 1986;
- (vi) confirm that in making such application he is not relying on any information in relation to the Company other than that contained in this document and agrees that no person responsible solely or jointly for this document or any part thereof or involved in the preparation thereof, shall have any liability for any such other information and further agree that, having had the opportunity to read this document, he will be deemed to have had notice of all the information concerning the Company contained therein; and
- (vii) represent and warrant that he is the Qualifying CREST Shareholder originally entitled to the Open Offer Entitlements or that he has received such Open Offer Entitlements by virtue of a legitimate market claim.

Company's discretion as to rejection and validity of applications

The Company may in its sole discretion:

- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this section entitled "Procedure for Application";
- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
- (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which Computershare receives a properly

authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or Computershare have received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and

- (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for New Ordinary Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by Computershare in connection with CREST.

4. Money Laundering Regulations

It is a term of the Open Offer that, to ensure compliance with the Money Laundering Regulations 2007, the money laundering provisions of the Criminal Justice Act 1993, Part 5III of the Financial Services and Markets Act 2000 and the Proceeds of Crime Act 2002 (together with the provisions of the Money Laundering Sourcebook of the FCA and the manual of guidance produced by the Joint Money Laundering Steering Group in relation to financial sector firms) (together, the “Regulations”), that Computershare may, in its absolute discretion, require verification of your identity to the extent that you have not already provided the same. Pending the provision to Computershare of evidence of your identity, definitive certificates in respect of New Ordinary Shares may be retained at its absolute discretion. If within a reasonable time after a request for verification of identity Computershare has not received evidence satisfactory to it, the Company may, in its absolute discretion, terminate your Open Offer participation in which event the monies payable on acceptance of the Open Offer participation will, if paid, be returned without interest and net of bank charges by cheque to the applicant(s). To comply with the money laundering requirements, payment in respect of your Open Offer participation should be drawn from an account in your own name on a branch of a building society or bank in the United Kingdom and must bear the appropriate sort code in the top right hand corner. If this is not practicable and you must use a cheque or bankers’ draft drawn on a building society or bank then:

- (i) you should write your name and address on the back of the cheque and record your date of birth against your name; and
- (ii) request the building society or bank to print or write on the back of the cheque the full name and account number of the person whose building society or bank account is being debited and add their stamp.

The verification of identity requirements will not usually apply:

- (i) if the applicant is an organisation required to comply with the Money Laundering Directive (2005/60/EC of the European Parliament and of the EC Council of 26 October 2005 on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing);
- (ii) if the acceptor is a regulated UK broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations; or
- (iii) if the applicant (not being an applicant who delivers their application in person) makes payment by way of a cheque drawn on an account in the applicant’s name;

In other cases the verification of identity requirements may apply.

For applications over £12,500 (being the approximate equivalent to 15,000 Euros), Qualifying non-CREST Shareholders are also requested to submit with the Application Form as documentary evidence of identity and address one certified copy document from each of the following lists (as appropriate):

Personal identity documents (UK resident individuals)

- current signed passport;
- Northern Ireland Voter's Card;
- current full UK driving licence;
- benefits book or original notification letter from the Benefits Agency confirming the right to benefit;
or
- HM Revenue & Customs tax notifications e.g. tax assessment, statement of account or notice of coding.

Evidence of address (UK resident individuals)

- recent utility bill or utility statement (mobile telephone bills are not acceptable);
- local authority tax bill (current year);
- current UK driving licence (if not used for evidence of name);
- benefits book or original notification letter from the Benefits Agency confirming the right to benefit (provided one or other has not been used as evidence of personal identity); or
- HM Revenue & Customs correspondence addressed to you at stated address (provided HM Revenue & Customs notifications have not been used as evidence of personal identity).

If you are not a UK resident individual such proof of identity may include:

- a certified copy of an official identity card; or
- a certified copy of a driving licence; or
- a certified extract from a full passport (i.e. a copy of the front cover and pages showing photograph, personal details and signature, date and place of issue and serial number); and a certified copy of satisfactory evidence of an address (e.g. utility bill or bank statement).

If you are a corporation, please supply:

- a certified copy of your articles of association or statutes or published accounts or certificate of incorporation or trade register entry or certificate of trade;
- the names, addresses and specimen signatures of all directors; and
- evidence of identity and address as stated above for each director.

All certified documents must be certified by a professional person such as a lawyer or attorney, notary or an official entity such as an embassy, consulate or high commission of the country of issue.

5. Taxation and Stamp Duty

If you are in any doubt as to your tax position, or if you are subject to tax in a jurisdiction other than the United Kingdom, you should consult your professional adviser without delay.

6. Overseas Shareholders

In respect of persons not resident in the United Kingdom or who are citizens of countries other than the United Kingdom the Open Offer may be affected by the laws or regulatory requirements of jurisdictions outside the United Kingdom. It is the responsibility of each Overseas Shareholder to satisfy himself/herself as to the full observance of the laws of any relevant jurisdiction in connection with the Open Offer and voting at the Extraordinary General Meeting. No person receiving a copy of this document and/or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer

to him/her nor should he/she in any event use such Application Form unless in the relevant territory such an invitation could lawfully be made to him/her or such Application Form could lawfully be used without compliance with any registration or other legal or regulatory requirements other than any which may have been fulfilled.

In particular, the New Ordinary Shares have not been registered under the United States Securities Act of 1933 (as amended) or the relevant securities legislation in Australia, Canada, South Africa, New Zealand or Japan and therefore the New Ordinary Shares may not be offered, sold, transferred or delivered directly or indirectly in the United States of America, Australia, Canada, South Africa, New Zealand or Japan or their respective territories and possessions. No application form will be accepted from, any Shareholder who is unable to give the warranty set out in the Application Form or who the Company or its agent has reason to believe is ineligible to apply.

It is the responsibility of any person receiving a copy of this document or an Application Form and wishing to make an application to subscribe for New Ordinary Shares to satisfy himself/herself as to the full observance of the laws and regulatory requirements of any relevant territory, including the obtaining of all necessary governmental or other consents which may be required or observing any other formalities needing to be observed in such territory and the payment of any taxes due in such jurisdiction.

The Company and its agent reserves the right to treat as invalid any application, or purported application, to subscribe for New Ordinary Shares pursuant to the Open Offer which appears to the Company or its agent to have been executed, effected or despatched in a manner which may involve a breach of the securities legislation of any jurisdiction or which does not include the warranties set out in the Application Form. Completion of an Application Form shall constitute a warranty that the Shareholder is eligible to apply.

7. Settlement and Dealings

New Ordinary Shares

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that the New Ordinary Shares will be admitted to trading on AIM and that dealings will commence on 30 June 2014. None of the New Ordinary Shares is being made available to the public except under the terms of the Open Offer. For Qualifying non-CREST Shareholders, definitive share certificates for the New Ordinary Shares are expected to be dispatched by first class post by 14 July 2014. For Qualifying CREST Shareholders, it is expected that the relevant account will be credited on the day of Admission. Notwithstanding any other provision of this document, the Company reserves the right to issue any New Ordinary Shares in certificated form. This right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Company's Registrars or Receiving Agent in connection with CREST. No temporary documents of title will be issued and pending despatch of the definitive share certificates, transfers of the New Ordinary Shares will be certified against the register. All documents and remittances sent by or to an applicant (or his/her agent, as appropriate) will be sent through the post at the risk of the person entitled thereto.

PART 3

FINANCIAL INFORMATION

The following information is incorporated by reference into this document pursuant to Rule 24.15 of the Takeover Code and is available free of charge on the Company's website at <http://www.cnmarinas.com/marina-investments/index.htm>.

A Shareholder may request a copy of such information in hard copy form (hard copies will not be provided unless requested). Hard copies may be requested by writing to Camper & Nicholsons Marina Investments Limited, Richmond Place, 15 Petersham Road, Richmond, Surrey, TW10 6TP, UK or between 8.30 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays) by calling +44 (0)20 3405 1782.

- (i) the unaudited preliminary results of the Company for the year ended 31 December 2013;
- (ii) the unaudited interim results of the Company for the six month period ended 30 June 2013;
- (iii) the annual report and accounts of the Company for the year ended 31 December 2012;
- (iv) the annual report and accounts of the Company for the year ended 31 December 2011; and
- (v) the annual report and accounts of the Company for the year ended 31 December 2010.

All reports referenced above can be found at the following website address:

<http://www.cnmarinas.com/marina-investments/full-list-financial-reports>

The Company's annual report and accounts listed above contain the Company's audited consolidated financial statements for the financial years ended 31 December 2012, 31 December 2011 and 31 December 2010, together with the audit report in respect of each year.

<i>Information incorporated by reference to this document</i>	<i>Reference document</i>	<i>Page number in reference document</i>
For the year ended 31 December 2013	Preliminary Results Announcement	
Unaudited preliminary results announcement dated 6 June 2014		
For the Six Months ended 30 June 2013	Interim Results Announcement	
Unaudited interim results announcement dated 19 September 2013		
For the year ended 31 December 2012		
Independent auditor's report	Annual Report 2012	17
Consolidated statement of comprehensive income for the year ended 31 December 2012	Annual Report 2012	18
Consolidated statement of changes in equity for the year ended 31 December 2012	Annual Report 2012	19
Consolidated statement of financial position at 31 December 2012	Annual Report 2012	20
Consolidated statement of cash flows for the year ended 31 December 2012	Annual Report 2012	21
Notes to the consolidated financial statements	Annual Report 2012	22–50
For the year ended 31 December 2011		
Independent auditor's report	Annual Report 2011	20
Consolidated statement of comprehensive income for the year ended 31 December 2011	Annual Report 2011	21

<i>Information incorporated by reference to this document</i>	<i>Reference document</i>	<i>Page number in reference document</i>
Consolidated statement of changes in equity for the year ended 31 December 2011	Annual Report 2011	22
Consolidated statement of financial position at 31 December 2011	Annual Report 2011	23
Consolidated statement of cash flows for the year ended 31 December 2011	Annual Report 2011	24
Notes to the consolidated financial statements	Annual Report 2011	25–52
For the year ended 31 December 2010		
Independent auditor's report	Annual Report 2010	26
Consolidated statement of comprehensive income for the year ended 31 December 2010	Annual Report 2010	27
Consolidated statement of changes in equity for the year ended 31 December 2010	Annual Report 2010	28
Consolidated statement of financial position at 31 December 2010	Annual Report 2010	29
Consolidated statement of cash flows for the year ended 31 December 2010	Annual Report 2010	30
Notes to the consolidated financial statements	Annual Report 2010	31–52

PART 4

INFORMATION ON FIRST EASTERN HOLDINGS, THE CONCERT PARTY AND ADDITIONAL DISCLOSURES REQUIRED UNDER THE TAKEOVER CODE

The information set out in this Part 4 which relates to First Eastern Holdings has been accurately reproduced from information provided by First Eastern Holdings. As far as the Company is able to ascertain from this information, no facts have been omitted which would render the information in this Part 4 which relates to First Eastern Holdings inaccurate or misleading.

1. Information on First Eastern Holdings

First Eastern Holdings' principal activity is as an investment holding company and it also provides management and advisory services.

1.1 *Directors*

The directors of First Eastern Holdings are as follows:

<i>Name</i>	<i>Function</i>
Victor Lap-Lik Chu	Director
Elizabeth Ka-Yee Kan	Director
York-Wo Lee	Director

1.2 *Incorporation and registered office*

First Eastern Holdings is incorporated in Hong Kong with limited liability. Its registered office is at Suites 2105-2108, Two Exchange Square, Central, Hong Kong

1.3 *Share capital*

First Eastern Holdings has an issued share capital comprising 100 ordinary shares of HK\$1.00 each.

1.4 *FE Marina Investments*

FE Marina Investments is a special purpose vehicle established by First Eastern Holdings and Euro-China for the purpose of operating a joint venture from Hong Kong with the Company.

2. Disclosure of interests and dealings in shares

The interests in the Company of First Eastern Holdings, FE Marina Investments, Clive Whiley and any persons or companies acting in concert with them are set out in paragraphs 2.3 and 2.4 of this Part 4 below.

2.1 *Definitions*

For the purposes of this Part 4:

- i) references to persons "**acting in concert**" comprise persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control (as defined below) of a company or to frustrate the successful outcome of an offer for a company. A person and each of its affiliated persons will be deemed to be acting in concert with each other. Without prejudice to the general application of this definition, the following persons will be presumed to be persons acting in concert with other persons in the same category unless the contrary is established:
 - (i) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies, all with

- each other (for this purpose ownership or control of 20 per cent. or more of the equity share capital of a company is regarded as the test of associated company status);
- (ii) a company with any of its directors (together with their close relatives and related trusts);
 - (iii) a company with any of its pension funds and the pensions funds of any company covered in (i);
 - (iv) a fund manager (including an exempt fund manager) with any investment company, unit trust or other person whose investments such fund manager manages on a discretionary basis, in respect of the relevant investment accounts;
 - (v) a connected adviser with its client and, if its client is acting in concert with an offeror or with the offeree company, with that offeror or with that offeree company respectively, in each case in respect of the interests in shares of that adviser and persons controlling, controlled by or under the same control as that adviser (except in the capacity of an exempt fund manager or an exempt principal trader); and
 - (vi) directors of a company which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent.;
- ii) an “**arrangement**” includes any indemnity or option, arrangement and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or refrain from dealing;
 - iii) a “**connected adviser**” means an organisation which is advising the Company or an associate of the Company in relation to the Proposals and any corporate broker to any such party;
 - iv) “**connected person**” means in relation to any person a person whose interest in shares is one in which the first mentioned person is also taken to be interested pursuant to Part 22 of the Act;
 - v) “**control**” means a holding, or aggregate holdings, of shares in the capital of a company carrying 30 per cent. or more of the voting rights of such company, irrespective of whether the holding or holdings give *de facto* control;
 - vi) “**dealing or dealt**” include:
 - (i) acquiring or disposing of relevant securities, the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights allocated to relevant securities or general control of relevant securities;
 - (ii) taking, granting, acquiring, disposing of, entering into, closing out, terminating, exercising (by either party) or varying an option in respect of any Relevant Securities;
 - (iii) subscribing or agreeing to subscribe for relevant securities (whether in respect of new or existing securities);
 - (iv) exercising or converting any relevant securities carrying conversion or subscription rights;
 - (v) acquiring, disposing of, entering into, closing out, exercising (by either party) of any rights under, or varying of, a derivative referenced directly or indirectly, to relevant securities;
 - (vi) entering into, terminating or varying the terms of any agreement to purchase or sell relevant securities; and
 - (vii) any other action resulting, or which may result, in an increase or decrease in the number of relevant securities in which a person is interested or in respect of which he has a short position;

- vii) “**derivative**” includes any financial product whose value in whole or in part is determined, directly or indirectly, by reference to the price of an underlying security but which does not include the possibility of delivery of such underlying securities;
- viii) “**disclosure date**” means 5 June 2014, being the latest practicable date prior to the publication of this document;
- ix) “**disclosure period**” means the period of 12 months ending on the Disclosure Date;
- x) an “**exempt fund manager**” means a person who manages investment accounts on a discretionary basis and is recognised by the Panel as an exempt fund manager for the purposes of the Takeover Code;
- xi) an “**exempt principal trader**” means a person who is recognised by the Panel as an exempt principal trader for the purposes of the Takeover Code;
- xii) being “**interested**” in relevant securities includes where a person (otherwise than through a short position):
 - (i) owns relevant securities; or
 - (ii) (has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to relevant securities or has general control over them; or
 - (iii) by virtue of an agreement to purchase, option or derivative, has the right or option to acquire relevant securities or to call for their delivery or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or
 - (iv) is party to any derivative whose value is determined by reference to their price and which results, or may result, in his having a long position in them;
- xiii) “**relevant securities**” means securities which comprise equity share capital (or derivatives referenced thereto) and securities convertible into rights to subscribe for and options (including traded options) in respect of any such securities; and
- xiv) “**short position**” means any short position (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery.

2.2 *Interests of the Concert Party in options in the Company*

As at the close of business on 5 June 2014 (being the latest practicable date prior to publication of this document), no members of the Concert Party, nor any of their directors and their immediate families, related trusts and the interests of persons connected with them, held any options over Ordinary Shares.

2.3 *Interests of Concert Party in the Company*

The maximum percentage interest in Ordinary Shares of the Concert Party at the date of this document and following the Open Offer assuming (a) that all Shareholders take up their Open Offer Entitlements; and (b) that no Shareholders take up any of their Open Offer Entitlements and in each case assuming no further issue of Ordinary Shares by the Company and no disposals by any members of the Concert Party, will be as follows:

	<i>As at the date of this document</i>		<i>Following the Open Offer (assuming full take up of Open Offer Entitlements)</i>		<i>Following the Open Offer (assuming take up of the Open Offer Entitlements only by FE Marina Investments and Clive Whiley)</i>		<i>Following the Open Offer (assuming no take up of Open Offer Entitlements)</i>	
	<i>Per cent. of</i>		<i>Per cent. of</i>		<i>Per cent. of</i>		<i>Per cent. of</i>	
	<i>Ordinary Shares</i>	<i>Issued Share Capital</i>	<i>Ordinary Shares</i>	<i>Issued Share Capital</i>	<i>Ordinary Shares</i>	<i>Issued Share Capital</i>	<i>Ordinary Shares</i>	<i>Issued Share Capital</i>
First Eastern Holdings	31,566,759	22.26	36,910,095	22.26	49,313,477	29.75	55,566,759	33.52
FE Marina Investments	35,442,432	25.00	41,441,807	25.00	41,441,807	25.00	35,442,432	21.38
Clive Whiley	1,500,000	1.06	1,753,906	1.06	1,753,906	1.06	1,500,000	0.90
Total	68,509,191	48.32	80,105,808	48.32	92,509,190	55.80	92,509,191	55.80

2.4 *Market dealings in relevant securities of the Company by the Concert Party*

Save as disclosed below, no member of the Concert Party has made any dealings in relevant securities of the Company during the disclosure period:

- (a) on 3 May 2013, First Eastern Holdings subscribed for 33,066,759 Ordinary Shares at a price of 6.5p per Ordinary Share under the terms of the 2013 Open Offer;
- (b) on 3 May 2013, FE Marina Investments subscribed for 15,381,528 Ordinary Shares at a price of 6.5p per Ordinary Share under the terms of the 2013 Open Offer; and
- (c) on 17 May 2013, Zodiac Executive Pension Scheme, of which Clive Whiley is the sole beneficiary, purchased 1,500,000 Ordinary Shares at 6.5p per Ordinary Shares from First Eastern Holdings.

2.5 *Save as disclosed in this paragraph and Part 5 of this document:*

- i) No member of the Concert Party had any interest in or right to subscribe for, nor had any short position in relation to, any relevant securities of the Company, nor had they dealt in any such relevant securities during the disclosure period;
- ii) none of the directors of First Eastern Holdings or FE Marina Investments (including any members of such director's respective immediate families, related trusts or connected persons) had an interest in or a right to subscribe for, or had any short position in relation to any relevant securities of the Company, nor had any such person dealt in such securities during the disclosure period;
- iii) no person acting in concert with any member of the Concert Party had an interest in or a right to subscribe for, or had any short position in relation to, any relevant securities of the Company, nor had any such person dealt in any such securities during the disclosure period;
- iv) no member of the Concert Party nor any person acting in concert with them had borrowed or lent any relevant securities of the Company, save for any borrowed shares which have either been on-lent or sold.

3. The Concert Party's intentions regarding the Company's business

The Concert Party intends to allow the Company to continue with its proposed strategy, as detailed further in Part 1 of this document.

No member of the Concert Party has any intentions regarding the Company's business that would affect:

- the strategic plans of the Company;
- the employment of the Company's or its own personnel including the continued employment of, or the conditions of employment of, any of the Company's management; or
- the location of the Company's or its own business or operating subsidiaries; or
- the Company's Ordinary Shares trading on AIM

No member of the Concert Party has any intentions to dispose of or otherwise change the use of any of the fixed assets within the Company.

4. Relationship between First Eastern Holdings and the Directors of the Company

The current Chief Executive of the Company's operational businesses, Clive Whiley, a non-executive director of the Company, was appointed as interim Chief Executive in December 2012 following the departure of the previous Chief Executive. He is also Managing Director of Evolution Securities China Limited, which is majority owned by First Eastern Holdings.

First Eastern Holdings has the right, granted pursuant to the subscription agreement entered into at the time of its initial investment into the Company in 2011 to appoint and remove one person to and from the Board of the Company from time to time for so long as First Eastern Holdings continues to hold 10 per cent or more of the Company's issued share capital. First Eastern Holdings nominated Elizabeth Kan to the Board on 25 June 2013.

Save as set out above, there are no relationships (personal, financial or commercial), arrangements or understandings between First Eastern Holdings or FE Marina Investments and any of the Directors.

5. Financial information on First Eastern Holdings

First Eastern Holdings is a privately owned company, whose principal activities are as an investment holding company, in which capacity it also provides some management and advisory services.

First Eastern Holdings is not required to, nor does it, publish accounts. However, at 31 March 2014 it had gross assets of HK\$248.1 million (equivalent to approx. £19.1 million), being primarily investments in its investee companies, subsidiaries and associated companies. It has net assets of HK\$154.5 million (£11.9 million), with its investments being financed largely through shareholder loans and loans from related companies.

In the 11 months to 31 March 2014, as extracted from the unaudited management accounts, turnover, being principally management fees from investee companies, was HK\$17.6 million (£1.4 million), investment income was HK\$183.7 million (£14.1 million) and profit after tax was HK\$155.6 million (£12.0 million).

There has been no material change in First Eastern Holdings trading or financial position or in the scope of its business in the last 12 months.

6. Additional disclosures required by the Takeover Code

At the close of business on the disclosure date, save as disclosed in this paragraph 6 of Part 4 and Parts 1 and 5 of this document:

- (a) none of the Directors or directors of First Eastern Holdings or of FE Marina Investments (including any members of such directors respective immediate families, related trusts or connected persons) had

any interest in or a right to subscribe for, or had any short position in relation to, any relevant securities of the Company;

- (b) no person acting in concert with the Company, or any member of the Concert Party had any interest in, or right to subscribe for, or had any short position in relation to any relevant securities of the Company;
- (c) neither the Company nor any of the Directors (including any members of such Directors respective immediate families, related trusts or connected persons) had any interest in or right to subscribe for, or had any short position in relation to any relevant securities of First Eastern Holdings or FE Marina Investments, nor has any such person dealt in any such securities during the disclosure period;
- (d) the Company has not redeemed or purchased any of its relevant securities during the disclosure period;
- (e) there were no arrangements which existed between the Company or any member of the Concert Party or any person acting in concert with the Company or the members of the Concert Party or any other person; and
- (f) none of the Company, nor any members of the Concert Party or any person acting in concert with the Company or the members of the Concert Party had borrowed or lent any relevant securities of the Company, save for any borrowed shares which have either been on-lent or sold.

Neither First Eastern Holdings, FE Marina Investments, Clive Whiley nor any person acting in concert with them have entered into agreements, arrangements or understandings (including any compensation arrangement) with any of the Company's Directors, recent Directors, Shareholders, recent Shareholders or any other person interested or recently interested in Existing Ordinary Shares which are connected with or dependent upon the outcome of the Fundraising. No member of the Concert Party has entered into an agreement, arrangement or understanding to transfer any interest acquired in the Company, as a result of the Fundraising.

PART 5

ADDITIONAL INFORMATION

1. Responsibility

The Directors, whose names appear below, and the Company accept responsibility for the information contained in this document, other than information relating to First Eastern Holdings, FE Marina Investments and their respective directors and shareholders, for which directors of First Eastern Holdings accept responsibility as set out below. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The directors of First Eastern Holdings, whose names are set out in paragraph 1.1 of Part 4 of this document, accept responsibility for the information contained in this document relating to First Eastern Holdings, FE Marina Investments and their respective directors and shareholders. To the best of the knowledge and belief of the directors of First Eastern Holdings (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Directors

The Directors of the Company are:

Sir Christopher Lewinton	<i>(Chairman)</i>
Martin Bralsford	<i>(Director)</i>
Elizabeth Kan	<i>(Director)</i>
Roger Lewis	<i>(Director)</i>
Clive Whiley	<i>(Director)</i>

3. Principal activity of the Company

The principal activity of the Company continues to be focused on investing in and subsequent development, redevelopment and operation of an international portfolio of both new and existing marinas and related real estate in the Mediterranean, the Caribbean and Asia.

4. Interests and dealings

In this paragraph 4, references to:

“**acting in concert**” with a party means any such person acting or deemed to be acting in concert with that party for the purposes of the Takeover Code; and

“**relevant securities**” means securities which comprise equity share capital (or derivatives referenced thereto) and securities convertible into, or rights to subscribe for options (including traded options) in respect of any such securities.

Directors and other interests

- (a) At the close of business on 5 June 2014 (being the latest practicable date prior to the publication of this document) the voting rights (within the meaning of chapter 5 of the DTR) of the Directors and their respective families (as defined in the AIM Rules) all of which are beneficial unless otherwise stated and of connected persons within the meaning of the Act, in the issued Ordinary Shares as at the date of this document, the existence of which is known to, or could, with reasonable diligence, be ascertained by the Directors, together with the percentages which such interests represent of the Ordinary Shares in issue are as follows:

	<i>Number of Ordinary Shares</i>	<i>Per cent. of Ordinary Shares held</i>
Sir Christopher Lewinton	3,856,292	2.72
Martin Bralsford ¹	5,195,033	3.66
Elizabeth Kan ²	–	–
Roger Lewis	400,000	0.28
Clive Whiley ³	1,500,000	1.06

¹ Included within Martin Bralsford's shareholding are 1,300,000 ordinary shares (0.92% of the issued share capital) owned by Dirac Ltd, a company incorporated in Jersey, of which Mr Bralsford is the sole Director and beneficiary.

² Elizabeth Kan is the Managing Director and 8% owner of First Eastern Holdings whose interests in the Company are disclosed in Part 4 of this document.

³ Clive Whiley's ordinary shares are held by Zodiac Executive Pension Scheme of which Clive Whiley is the sole beneficiary.

- (b) At the close of business on 5 June 2014 (being the latest practicable date prior to the publication of this document) none of the Directors and their immediate families, related trusts and the interests of persons connected with them listed below, held any options to subscribe for Ordinary Shares.
- (c) The maximum percentage interest in Ordinary Shares of each of the Directors assuming (i) that they each take up their full Open Offer Entitlements; and (ii) that they take up their Open Offer Entitlements in the manner they current intend; and in each case assuming (a) there are no further issues of Ordinary Shares by the Company; and (b) there are no disposals by each of them, will be:

<i>Director</i>	<i>Assuming full take up of the Directors' Open Offer Entitlements</i>		<i>Assuming take up of the Directors' Open Offer Entitlements in the manner currently intended</i>	
	<i>Number of Ordinary Shares</i>	<i>Per cent. of Enlarged Issued Share Capital</i>	<i>Number of Ordinary Shares</i>	<i>Per cent. of Enlarged Issued Share Capital</i>
Sir Christopher Lewinton	4,509,050	2.72	4,509,050	2.72
Martin Bralsford	6,074,401	3.66	5,854,349	3.53
Elizabeth Kan	–	–	–	–
Roger Lewis	467,708	0.28	467,708	0.28
Clive Whiley	1,753,906	1.06	1,753,906	1.06

- (d) Save as disclosed below, there have been no dealings (including borrowing or lending) for value in relevant securities of the Company by the Directors (or their immediate families, related trusts or persons connected with them) during the period of 12 months preceding the date of this document:

<i>Director</i>	<i>Date</i>	<i>Nature of dealing</i>	<i>Number of Ordinary Shares</i>	<i>Price per Ordinary Share</i>
Sir Christopher Lewinton	3 May 2013	Subscription in 2013 Open Offer	1,408,163	6.5
Martin Bralsford	24 April 2013	Purchase	4,400,000	6.5
	3 May 2013	Subscription in 2013 Open Offer	345,034	6.5
	19 July 2013	Transfer	1,300,000	6.5
Roger Lewis	3 May 2013	Subscription in 2013 Open Offer	127,789	6.5
	17 December 2013	Purchase	105,545	9.1
Clive Whiley	17 May 2013	Purchase	1,500,000	6.5

- (e) Save as disclosed in paragraph 4(a) above, none of the Directors nor any persons connected with them (within the meaning of Rule 3 of the DTR) has any interest, beneficial or non-beneficial, in the Ordinary Shares of the Company.
- (f) At the close of business on 5 June 2014 (being the latest practicable date prior to the publication of this document) other than as set out in paragraph 4(a) above and paragraph 4(f) above and, so far as the Directors are aware, the only persons who are directly or indirectly interested (within in the meaning of Chapter 5 of the DTR) in 3 per cent. or more of the Ordinary Shares are as follows:

<i>Shareholder</i>	<i>Per cent. of Ordinary Shares held</i>
FE Marina Investments Limited	25.00
First Eastern (Holdings) Limited	22.26
Richard Griffiths	6.07
Henderson Global Investors Limited	5.66
F&C Asset Management Limited	4.55
Overseas Asset Management (Cayman) Ltd	4.01
Deutsche Asset & Wealth Management	3.97
Martin Bralsford*	3.66*

* Included within Mr Bralsford's shareholding are 1,300,000 Ordinary Shares (0.92 per cent of the issued share capital) owned by Dirac Ltd, a company incorporated in Jersey, of which Mr Bralsford is the sole director and beneficiary.

The Directors of the Company directly or indirectly hold 10,951,325 Ordinary Shares (7.72 per cent. of the issued share capital).

- (g) Save as disclosed above in this paragraph 4 none of the Directors or any person acting in concert with the Company has an interest in any relevant securities of the Company nor has a right to subscribe for relevant securities of the Company;
- (h) None of the Directors or any person acting in concert with the Company has any short position in relation to relevant securities of the Company (whether conditional or absolute and whether in the money or otherwise and including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery);
- (i) neither the Company nor any person acting in concert with the Company has borrowed or lent relevant securities of the Company;
- (j) the Company has not redeemed or purchased any relevant securities of the Company during the period of 12 months preceding the date of this document.
- (k) Save as disclosed in this paragraph 4:
 - (i) the Company had no interest in or right to subscribe for, nor had any short position in relation to, any relevant securities of First Eastern Holdings or FE Marina Investments, nor had it dealt in any such relevant securities during the disclosure period
 - (ii) none of the directors of the Company (including any members of such director's respective immediate families, related trusts or connected persons) had an interest in or a right to subscribe for, or had any short position in relation to any relevant securities of First Eastern Holdings or FE Marina Investments, nor had any such person dealt in such securities during the disclosure period.

5. Directors' service agreements, letters of appointment, remuneration and fees

5.1 *The services of the Directors are provided to the Group under the following agreements:*

5.1.1 *Sir Christopher Lewinton (Chairman)*

A letter of appointment dated 19 December 2008 and made between the Company and Sir Christopher Lewinton. The letter of appointment is for a renewable period of 12 months commencing 19 December 2008 and thereafter may be terminated immediately by the Company in certain circumstances upon which Sir Lewinton is entitled to a termination payment equal to six months of the annual contractual fee. Sir Christopher Lewinton's appointment has since been renewed for the twelve month period to 19 December 2014. With effect from 1 January 2013, the contractual fee payable to Sir Christopher Lewinton was £65,000 per annum though, as from 1 July 2013 this was reduced by agreement to £45,000. Sir Christopher Lewinton will also be reimbursed for all reasonable and properly documented expenses incurred in the performance of his duties.

5.1.2 *Clive Whiley (Director)*

A letter of appointment dated 12 November 2012 and made between the Company and Mr. Whiley. The letter of appointment is for a renewable period of 12 months commencing 12 November 2012 and thereafter may be terminated immediately by the Company in certain circumstances upon which Mr. Whiley is entitled to a termination payment equal to six months of the annual contractual fee. With effect from 1 January 2013, the contractual fee payable to Mr Whiley is £25,000 per annum. Mr Whiley has waived his fee for 2013 and continues to do so in 2014. Mr Whiley will also be reimbursed for all reasonable and properly documented expenses incurred in the performance of his duties.

Y-LEE Limited is a company to which the Company has paid a management consultancy fee of £3,750 per month since 1 July 2013. Clive Whiley is Chairman of and a minority shareholder in Y-LEE Limited.

5.1.3 *Elizabeth Kan (Director)*

A letter of appointment dated 6 June 2013 and made between the Company and Ms Kan. The letter of appointment is for a renewable period of 12 months commencing 25 June 2013 and thereafter may be terminated immediately by the Company in certain circumstances upon which Ms Kan is entitled to a termination payment equal to six months of the annual contractual fee. With effect from 1 July 2013, the contractual fee payable to Ms Kan is £25,000 per annum. Ms Kan will also be reimbursed for all reasonable and properly documented expenses incurred in the performance of her duties.

5.1.4 *Martin Bralsford (Director)*

A letter of appointment dated 29 February 2012 and made between the Company and Mr Bralsford. The letter of appointment is for a renewable period of 12 months commencing 29 February 2012 and thereafter may be terminated immediately by the Company in certain circumstances. upon which Mr. Bralsford is entitled to a termination payment equal to six months of the annual contractual fee. Mr Bralsford's appointment has since been renewed for the twelve month period to 1 March 2015. With effect from 1 October 2013, the contractual fee payable to Mr Bralsford is £28,000 per annum, reflecting his position as Chair of the Audit Committee. Mr Bralsford will also be reimbursed for all reasonable and properly documented expenses incurred in the performance of his duties.

5.1.5 *Roger Lewis (Director)*

A letter of appointment dated 20 October 2006 and made between the Company and Mr Lewis. The letter of appointment is for a renewable period of 12 months commencing 20 October 2006 and thereafter may be terminated immediately by the Company in certain circumstances upon which Mr Lewis is entitled to a termination payment equal to six months of the annual contractual fee. Mr Lewis' appointment has since been renewed for the twelve month period to 20 October 2014. With effect from 1 July 2013, the contractual fee payable to Mr Lewis is £28,000 per annum reflecting his position as Chair of the Remuneration Committee. Mr Lewis will also be reimbursed for all reasonable and properly documented expenses incurred in the performance of his duties.

5.2 ***Other than as disclosed in paragraph 5.1 above:***

- 5.2.1 there are no service contracts between any of the Directors and the Company or any of its subsidiaries;
- 5.2.2 no Director is entitled to commission or profit sharing arrangements;
- 5.2.3 no service contract or letter of appointment of any Director has been entered into or amended within the period of six months prior to the date of this document; and
- 5.2.4 other than statutory compensation and payment in lieu of notice, no compensation is payable by the Company or any of its subsidiaries to any Director upon early termination of their appointment.

6 Material changes

Save as set out in the announcement of its unaudited preliminary results made by the Company on 6 June 2014, there has been no significant change in the financial or trading position of the Company subsequent to the publication of the interim financial statements of the Company for the six months ended 30 June 2013.

7 Middle Market Quotations

The following table sets out the middle market quotations for an Ordinary Share, as derived from the Daily Official List of London Stock Exchange, for the first Business Day of each of the six months immediately preceding the date of this document and for 5 June 2014 (being the latest practicable date prior to the publication of this document):

<i>Date</i>	<i>Price per Ordinary Share (pence)</i>
5 June 2014	8.75
2 June 2014	8.75
1 May 2014	8.75
1 April 2014	8.75
3 Mar 2014	8.75
3 Feb 2014	8.75
2 Jan 2014	9.50

8 Material contracts

8.1 *Underwriting Agreement*

The Company and First Eastern Holdings entered into the Underwriting Agreement dated 6 June 2014. Pursuant to the Underwriting Agreement, First Eastern Holdings has agreed to subscribe for, or procure the subscription of, the number of Ordinary Shares which are not validly taken up by Shareholders pursuant to the Open Offer. The Company has agreed to pay First Eastern Holdings a commission of such amount as equates to 2% of the value of the New Ordinary Shares (other than the Firm Commitment Shares) at the Issue Price.

The Underwriting Agreement is conditional, *inter alia*, on: (i) the passing of the Whitewash Resolution; (ii) the completion of the Scotia Bank amendment agreement by the date of the Extraordinary General Meeting and (iii) Admission occurring not later than 8.00 a.m. on 30 June 2014.

The Company has given standard warranties to First Eastern Holdings relating to the Company (the “**Warranties**”) which will be repeated on completion of the Underwriting Agreement. First Eastern Holdings may terminate the Underwriting Agreement at any time prior to Admission if there is a material adverse change in the financial or trading position or prospects of the Group or if any of the Warranties was or becomes materially untrue, inaccurate or misleading when made.

8.2 *Subscription and Offer Agreement*

The Company and First Eastern Holdings entered into the Subscription and Offer Agreement dated 19 March 2013. Pursuant to the Subscription and Offer Agreement, subject to the making of the 2013 Open Offer by the Company, First Eastern Holdings agreed to subscribe for, or procure the subscription of, 15,384,615 Ordinary Shares. In addition, First Eastern Holdings agreed to subscribe for, or procure the subscription of, the number of Ordinary Shares which were not validly taken up by Shareholders pursuant to the 2013 Open Offer. The Company agreed to pay First Eastern Holdings a commission of £40,000 in consideration for it underwriting the 2013 Open Offer.

8.3 Save for the above, there are no other material contracts entered into by the Company or any of its subsidiaries in the last two years.

8.4 Neither First Eastern Holdings nor any of its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business) during the period of two years prior to 5 June 2014 (being the last practicable date prior to the date of this document).

9 General

9.1 The total costs and expenses payable by the Company in connection with the Fundraising (including professional fees, commissions, the costs of printing and fees payable to the Registrars, Receiving Agent and the Panel) are estimated to amount to £124,000 (excluding VAT).

- 9.2 No inducement fee is payable in respect of the Proposals set out in this document.
- 9.3 finnCap has given and has not withdrawn its written consent to the issue of this document with the inclusion herein of the references to its name and its advice to the Directors in the form and context in which they are included.
- 9.4 Save as disclosed in paragraph 4 of Part 4, no agreement, arrangement or understanding (including any compensation arrangement) exists between any members of the Concert Party or any person acting in concert with it and any of the Directors, recent directors of the Company, Shareholders or recent shareholders of the Company having any connection with or dependence upon the Proposals set out in this document.
- 9.5 No agreement, arrangement or understanding exists whereby the Ordinary Shares held by the Concert Party will be transferred to any other party. However, First Eastern Holdings and FE Marina Investments will retain the right to transfer Ordinary Shares between entities within the First Eastern group of companies, on the basis that such entities will be under the ultimate control of Victor Chu, save that such transfers would require the prior consent of the Takeover Panel.
- 9.6 The Directors' intentions regarding the continuance of the Company's business and its intentions regarding the continued employment of its employees and those of its subsidiaries will not be altered. The Directors have confirmed that there will be no change in the Company's corporate strategy or in its dividend policy following completion of the Fundraising.
- 9.7 As at the close of business on 5 June 2014 (being the latest practicable date prior to the publication of this document), finnCap held no Ordinary Shares and no warrants in the Company.

10 Obtaining hard copies of information incorporated by reference

You may request a hard copy of any information incorporated into this document by reference by contacting Phil Ladmore between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday on 020 3405 3214 from within the UK or +44 20 3405 1782 if calling from outside the UK. It is important that you note that unless you make such a request, a hard copy of documents incorporated into this document by reference will not be sent to you.

11. Documents available on display

Copies of the following documents will be made available on display at the offices of the Company, and at Camper & Nicholsons Marina Investments Limited, Richmond Place, 15 Petersham Road, Richmond, Surrey, TW10 6TP, UK during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) and at the following website address <http://www.cnmarinas.com/marina-investments> from the date of posting of this document up to the date of the Extraordinary General Meeting and at the place of meeting for 15 minutes prior to the meeting and during the meeting:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the Memorandum and Articles of Association of First Eastern Holdings;
- (c) the audited consolidated accounts of the Company for the years ended 31 December 2012 and 31 December 2011 and 31 December 2010;
- (d) the unaudited interim results of the Company for the six months ended 30 June 2013;
- (e) the unaudited preliminary results of the Company for the year to 31 December 2013;
- (f) the consent letter from finnCap referred to in paragraph 9.3 above;
- (g) a copy of this document together with the Notice; and
- (h) the material contracts referred to in paragraph 8 above.

PART 6

DEFINITIONS

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

“2013 Open Offer”	the open offer of 61,540,743 Ordinary Shares made by the Company in May 2013 to Qualifying Shareholders on the basis of 0.5752 Ordinary Shares of every 1 Ordinary Share held
“Act”	the Companies Act 2006, as amended
“Admission”	admission of the New Ordinary 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
“AIM Rules”	the AIM rules for Companies published by the London Stock Exchange from time to time
“Anson Registrars”	Anson Registrars Limited
“Application Form”	the application form to be used by Qualifying non-CREST Shareholders in connection with the Open Offer
“Articles”	the articles of association of the Company (as amended from time to time)
“Business Day”	a day (other than a Saturday or Sunday) on which commercial banks are open for general business in London and Guernsey
“certificated form” or “in certificated form”	an Ordinary Share recorded on the Company’s share register as being held in certificated form (namely, not in CREST)
“Change of Control”	the acquisition of a controlling interest in the Company (as defined in section 1124 of the Corporation Tax Act 2010) by any person or persons acting in concert (as defined in the Takeover Code) with them or where there is a change of control by reason of a transaction treated for the purposes of the AIM Rules as one of, a reverse takeover, a fundamental change of business or a substantial transaction
“Circular”	this document containing information about the Open Offer, the Whitewash and the Extraordinary General Meeting
“Closing Price”	the closing middle market quotation of a share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
“CNFE”	Camper & Nicholsons First Eastern Limited
“CNGL”	Camper & Nicholsons Grenada Limited
“Company”	Camper & Nicholsons Marina Investments Limited
“Computershare”	Computershare Investor Services PLC
“Concert Party”	FE Marina Investments, First Eastern Holdings and Clive Whiley
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)

“CREST Manual”	the compendium of documents entitled CREST Manual issued by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, CREST Rules, CCSS Operations Manual and the CREST Glossary of Terms
“CREST Member”	a person who has been admitted to Euroclear as a system participant (as defined in the CREST Regulations)
“CREST Participant”	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
“CREST Payment”	shall have the meaning given in the CREST Manual issued by Euroclear
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) (as amended)
“CREST sponsor”	a CREST Participant admitted to CREST as a CREST sponsor
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member (which includes all CREST Personal Members)
“Directors” or “Board”	the directors of the Company as at the date of this document whose names are set out on page 5 of this document, or any duly authorised committee thereof
“DTR”	the Disclosure and Transparency Rules, published by the FCA
“Enlarged Issued Share Capital”	the 165,784,358 Ordinary Shares in issue immediately following Admission
“Euroclear”	Euroclear UK & Ireland Limited
“Existing Ordinary Shares”	the 141,784,358 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
“Extraordinary General Meeting”	the Extraordinary General Meeting of the Company convened for 11.00 a.m. on 27 June 2014
“FE Marina Investments”	FE Marina Investments Limited, a company incorporated in Hong Kong with registered number 1613555
“Firm Commitment Shares”	the 11,342,711 Open Offer Shares in respect of which FE Holdings and FE Marina Investments have irrevocably undertaken to take up the Open Offer
“First Eastern Holdings”	First Eastern (Holdings) Limited, a company incorporated in Hong Kong with registered number 209159
“finnCap”	finnCap Ltd, the Company’s nominated adviser and broker
“FCA”	the UK Financial Conduct Authority
“Form of Proxy”	the form of proxy for use in connection with the Extraordinary General Meeting which accompanies this document
“FSMA”	the Financial Services and Markets Act 2000 (as amended from time to time)
“Fundraising”	the Open Offer, as underwritten pursuant to the Underwriting Agreement
“GHM”	Grand Harbour Marina plc

“Group”	the Company and its existing subsidiaries and subsidiary undertakings
“IC Çeşme”	IC Çeşme Marina Yatırım Turizm ve İşletmeleri Anonim Şirketi
“Independent Directors”	the Directors other than Clive Whiley and Ms Elizabeth Kan
“Independent Shareholders”	the Shareholders other than the members of the Concert Party
“Isbank”	Türkiye İş Bankası A.Ş., Ankara Branch
“ISIN”	International Securities Identification Number
“London Stock Exchange”	London Stock Exchange plc
“Member Account ID”	the identification code or number attached to any member account in CREST
“Money Laundering Regulations”	the Money Laundering Regulations 2007 (SI 2007/2157) (as amended)
“New Ordinary Shares”	24,000,000 new Ordinary Shares issued pursuant to the Open Offer and, if applicable, the Underwriting Agreement
“Notice of Extraordinary General Meeting” or “Notice”	the notice of Extraordinary General Meeting set out at the end of this document
“Offer Price”	10 pence per New Ordinary Share
“Open Offer”	the offer to Qualifying Shareholders to subscribe for New Ordinary Shares at the Offer Price, as described in this document
“Open Offer Entitlement”	the entitlement of Qualifying Shareholders to apply for New Ordinary Shares on the basis of 0.169271 New Ordinary Shares for every 1 Existing Ordinary Share
“Ordinary Shares”	ordinary shares of no par value in the capital of the Company
“Overseas Shareholders”	Shareholders resident in, or citizens of, jurisdictions outside the United Kingdom
“PBT”	profits before taxation
“Proposals”	the proposals set out in this document including the Open Offer and the Whitewash
“Prospectus Rules”	the Prospectus Rules published by the FCA
“Qualifying CREST Shareholders”	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in uncertificated form
“Qualifying non-CREST Shareholders”	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in certificated form
“Qualifying Shareholders”	holders of Existing Ordinary Shares on the Record Date (other than Shareholders resident in or citizens of any Restricted Jurisdiction)
“Receiving Agent”	Computershare Investor Services PLC
“Record Date”	5.00 p.m. on 4 June 2014

“Registrars”	Anson Registrars Limited
“Restricted Jurisdiction”	the United States, Australia, Canada, Japan, New Zealand, the Republic of South Africa and any other jurisdiction where the extension or availability of the Open Offer would breach any applicable law
“RIS”	a regulatory information service approved by the London Stock Exchange for the purposes of the AIM Rules
“Scotia Bank”	the Bank of Nova Scotia
“Securities Act”	the US Securities Act of 1933, as amended from time to time and the rules and regulations promulgated thereunder
“Shareholders”	holders of Ordinary Shares
“Subscription and Offer Agreement”	the agreement entered into between First Eastern Holdings and the Company dated 19 March 2013 as described in paragraph 8.2 of Part 5 of this document
“Takeover Code”	The City Code on Takeovers and Mergers issued by the Takeover Panel, as amended from time to time
“Takeover Panel”	the Panel on Takeovers and Mergers
“Term Facility”	the term facility in the sum of €9,249,386 advanced to IC Çeşme by Isbank pursuant to an agreement dated 7 April 2010 entered into between the Company and IC Çeşme
“Underwriting Agreement”	the agreement entered into between First Eastern Holdings and the Company dated 6 June 2014 as described in paragraph 8.1 of Part 5 of this document
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction
“uncertificated” or “in uncertificated form”	an ordinary share recorded on a company’s share register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertificated Securities Regulations 2001, may be transferred by means of CREST
“Waiver”	the waiver of the requirements of Rule 9 of the Takeover Code described in paragraph 9 of Part 1 of this document that would otherwise arise on the Concert Party to make a general offer to all the Shareholders pursuant to Rule 9 of the Takeover Code as a result of the proposed participation by the members of the Concert Party in the Fundraising
“Whitewash”	the approval of the Waiver by the Takeover Panel
“Whitewash Resolution”	the resolution set out in the Notice to be proposed at the Extraordinary General Meeting for approval by the Independent Shareholders on a poll of Waiver

A reference to “£” is to pounds sterling, being the lawful currency of the UK.

NOTICE OF EXTRAORDINARY GENERAL MEETING

CAMPER & NICHOLSONS MARINA INVESTMENTS LIMITED

(Incorporated in Guernsey with Registered Number 45700)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of the Company will be held at Island House, Grande Rue, St Martins, Guernsey, Channel Islands, GY4 6RU at 11.00 a.m. on 27 June 2014 to consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION OF THE INDEPENDENT SHAREHOLDERS TO BE TAKEN ON A POLL

THAT the waiver by the Panel on Takeovers and Mergers of any obligation which might otherwise fall on First Eastern (Holdings) Limited, FE Marina Investments Limited, Clive Whiley or any person connected to such persons, to make a general offer pursuant to Rule 9 of the City Code on Takeovers and Mergers as a result of the increase in its percentage shareholding in the Company’s Ordinary Shares pursuant to the Fundraising be and is hereby approved.

By order of the Board

6 June 2014

Registered office:

Island House
Grande Rue
St. Martins
Guernsey
Channel Islands
GY4 6RU

NOTES:

- (i) A member of the Company who is entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and to speak and, on a poll, to vote in his or her place. A proxy need not be a member of the Company. A member of the Company may appoint more than one proxy in relation to the Extraordinary General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her.
- (ii) A Form of Proxy is enclosed. The Form of Proxy (together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such authority) must be deposited with Anson Registrars not less than 48 hours before the time appointed for holding the Extraordinary General Meeting, or any adjournment thereof, at which the person named in the instrument proposes to vote or, in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for taking the poll or, in the case of a poll taken less than 48 hours after it was demanded, at the time at which the poll was demanded. Completion of the Form of Proxy will not preclude a member from attending and voting in person.
- (iii) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Extraordinary General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (iv) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the more senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the more senior).
- (v) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- (vi) Only those members entered on the Company’s Register at 11.00 a.m. on 25 June 2014 or the time falling 48 hours before any such adjournment shall be entitled to attend and vote at the Extraordinary General Meeting or any adjournment.
- (vii) Terms defined in the circular to Shareholders dated 6 June 2014 shall, unless the context otherwise requires, have the same meaning when used in this Notice of Extraordinary General Meeting.

