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If you have sold or otherwise transferred all your shares in Public Service Properties Investments Limited (the “Company”) please forward this document together with the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent, through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of shares in the Company, you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

**The London Stock Exchange has not itself examined or approved the contents of this document. 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 and the AIM Rules for Companies are less demanding than those of the Official List.**

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## **PUBLIC SERVICE PROPERTIES INVESTMENTS LIMITED**

*(Incorporated in the British Virgin Islands with registered number 1064875)*

### **Proposed cancellation of admission to trading on AIM of the Ordinary Shares**

**and**

### **Notice of General Meeting**

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This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company set out on pages 5 to 8 of this document which includes a recommendation of the Directors that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

**A notice convening the General Meeting of the Company to be held at the offices of Minerva Trust & Corporate Services Limited, 43/45 La Motte Street, St. Helier, Jersey JE4 8SD at 11.00 a.m. on 13 April 2017 is set out at the end of this document.**

Shareholders and Depositary Interest Holders will also find enclosed with this document a Form of Proxy or Form of Instruction (as appropriate). To be valid, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed thereon so as to be received by the Company’s registrars, Computershare Investor Services (BVI) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, by 11.00 a.m. on 11 April 2017 (or, in the case of an adjournment of the General Meeting, not less than 48 hours (excluding weekends and public holidays) before the time appointed for the adjourned Meeting). To be valid, the Form of Instruction must be completed, signed and returned in accordance with the instructions printed thereon so as to be received by the office of the Depositary, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible but in any event not later than 11.00 a.m. on 10 April 2017 (or, in the case of an adjournment of the General Meeting, not less than 72 hours (excluding weekends and public holidays) before the time appointed for the adjourned Meeting). The completion and return of a Form of Proxy or Form of Instruction as appropriate will not preclude Shareholders from attending and voting in person at the General Meeting should they subsequently wish to do so.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Notice provided to the London Stock Exchange of the proposed Cancellation	23 March 2017
Publication and posting of this document	24 March 2017
Latest time and date for receipt of completed Forms of Instruction in respect of the General Meeting	11.00 a.m. on 10 April 2017
Latest time and date for receipt of completed Forms of Proxy in respect of the General Meeting	11.00 a.m. on 11 April 2017
<b>Time and date of the General Meeting</b>	<b>11.00 a.m. on 13 April 2017</b>
Expected last day of dealings in Ordinary Shares on AIM	21 April 2017
Expected time and date of Cancellation	7.00 a.m. on 24 April 2017

*Notes:*

- (1) All of the times referred to in this document refer to London time, unless otherwise stated.
- (2) Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and dates will be notified to Shareholders by an announcement through a Regulatory Information Service.

## DEFINITIONS

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

<b>“AIM”</b>	AIM, the market operated by the London Stock Exchange
<b>“AIM Rules”</b>	the rules and guidance for companies whose shares are admitted to trading on AIM entitled “AIM Rules for Companies” published by the London Stock Exchange, as amended from time to time
<b>“Articles”</b>	Articles of Association of the Company
<b>“Business Day”</b>	a day (excluding Saturday, Sunday and public holidays in England and Wales) on which banks are generally open for business in London for the transaction of normal banking business
<b>“Cancellation”</b>	the cancellation of admission of the Ordinary Shares to trading on AIM, subject to the passing of the Resolution and in accordance with Rule 41 of the AIM Rules
<b>“Company”</b>	Public Service Properties Limited, a company registered in the British Virgin Islands with registered number 1064875
<b>“CREST”</b>	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations) in accordance with which securities may be held and transferred in uncertificated form
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755)
<b>“Depositary”</b>	Computershare Investor Services PLC
<b>“Depositary Interest Holders”</b>	holders of Depositary Interests
<b>“Depositary Interests”</b>	uncertificated depositary interests issued by the Depositary and representing Shares
<b>“Directors” or “Board”</b>	the board of directors of the Company, whose names are set out on page 6 of this document
<b>“Form of Instruction”</b>	the form of instruction accompanying this document for use by Depositary Interest Holders in connection with the General Meeting
<b>“Form of Proxy”</b>	the form of proxy enclosed with this document for use in connection with the General Meeting or any adjournment thereof
<b>“General Meeting”</b>	the General Meeting of the Company convened for 11.00 a.m. on 13 April 2017 and any adjournment thereof, notice of which is set out at the end of this document
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“Notice of General Meeting”</b>	the notice of General Meeting which is set out at the end of this document
<b>“Official List”</b>	the Official List of the UKLA
<b>“Ordinary Shares” or “Shares”</b>	ordinary shares in the capital of the Company

<b>“Regulatory Information Service”</b>	has the meaning given to it in the AIM Rules being any of the services approved by the Financial Conduct Authority for the distribution to the public of regulatory announcements and included in the list maintained on its website
<b>“Resolution”</b>	the resolution to be proposed at the General Meeting to approve the Cancellation in the form set out in the Notice of General Meeting
<b>“Shareholders”</b>	holders of Ordinary Shares from time to time and “Shareholder” means any one of them
<b>“UKLA”</b>	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of FSMA, as amended from time to time

## LETTER FROM THE CHAIRMAN OF THE COMPANY



### **PUBLIC SERVICE PROPERTIES INVESTMENTS LIMITED**

*(Incorporated in the British Virgin Islands with Registered No. 1064875)*

*Directors*

Patrick Hall *Chairman*  
Richard Barnes  
Neel Sahai

*Registered Office:*

Nerine Chambers  
Road Town  
Tortola  
British Virgin Islands

*Principal Place of Business:*

Upland Business Centre  
Upland Road  
St Peter Port  
Guernsey GY1 4HH  
Channel Islands

24 March 2017

Dear Shareholder,

### **Proposed cancellation of admission to trading on AIM of Ordinary Shares and Notice of General Meeting**

#### **1 Introduction**

On 7 July 2016, the Company announced that pursuant to Rule 15 and Note 5.6 for Investing Companies of the AIM Rules, the Company had 12 months from 22 April 2016 to implement its investing policy, failing which trading in the Company's shares on AIM would be suspended.

In the announcement made by the Company on 23 March 2017, it was noted that the Board had concluded that it believed it is in the best interests of the Company and Shareholders to cancel the admission of the Ordinary Shares to trading on AIM. Pursuant to Rule 41 of the AIM Rules, the Company, by way of its nominated adviser, Stockdale Securities Limited, has notified the London Stock Exchange of the date of the proposed Cancellation.

In accordance with Rule 41 of the AIM Rules, the Cancellation is conditional upon the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting, notice of which is set out at the end of this document.

The Company is therefore seeking Shareholders' approval of the Cancellation at the General Meeting, which has been convened for 11.00 a.m. on 13 April 2017 at the offices of Minerva Trust & Corporate Services Limited, 43/45 La Motte Street, St. Helier, Jersey JE4 8SD. If the Resolution is passed at the General Meeting, it is anticipated that the Cancellation will become effective at 7.00 a.m. on 24 April 2017. In the event that the Resolution is not approved at the General Meeting, Shareholders should be aware that trading on AIM in the Ordinary Shares will be suspended with effect from 7.30 a.m. on 24 April 2017 for six months following which admission of the Ordinary Shares to trading on AIM would be cancelled if the Company had not made an acquisition or acquisitions which constitute a reverse takeover under the AIM Rules or otherwise failed to implement its investing policy.

The purpose of this document is to seek Shareholders' approval for the Resolution and to provide you with the information on the background to and reasons for the Cancellation and to explain the consequences of the Cancellation and why the Directors unanimously consider the Cancellation to be in the best interests of the Company and its Shareholders as a whole.

The Notice of General Meeting is set out at the end of this document.

## **2 Background to and reasons for the Cancellation**

As Shareholders will be aware, in the first half of 2016 the Company disposed of its remaining German properties for aggregate gross sales values of €13.0 million. Subsequently, in June 2016, the Company announced a compulsory partial redemption of 99 per cent. of the Company's issued share capital on a pro-rata basis at a price of 51.0 pence per Ordinary Share. The transaction, which completed on 7 July 2016, returned £11.49 million to Shareholders.

Since the release of its announcement on 7 July 2016, referred to above, the Company has been approached by several companies seeking to admit their businesses to trading on AIM by way of a reverse takeover by the Company. Having considered each of these proposals, the Board concluded that none of them merited further consideration as they were not deemed to be viable propositions. The most recent of these discussions terminated earlier this month.

As set out in the Company's announcement of its interim results for the six months ended 30 June 2016 released on 17 August 2016, the Company has outstanding contingent liabilities in respect of the sale of its German assets in 2015 and 2016 at a maximum aggregate amount of €1.5 million. While the Company does not expect to receive any claims under representations and warranties given as part of the sale of assets documentation, it expects to secure in due course satisfactory representations and warranties insurance policies (the "Insurance") in respect of those warranties that remain outstanding.

Once the Company has secured Insurance, the Board will propose the appointment of a liquidator. Immediately prior to the formal appointment of a liquidator, the Board expects that the Company should be able to complete a final return of capital to Shareholders which is expected to be in the second half of this year, further details of which are set out below. Given the uncertainty of timing as regards securing the Insurance, the final return of capital to Shareholders and therefore the proposed appointment of a liquidator, the Board has resolved that in order to limit the costs incurred by the Company, the Company should seek to cancel the admission of the Ordinary Shares to trading on AIM as soon as reasonably practicable.

Whilst the Board expects to be able to obtain Insurance in the near future, if the Company was unable to do so, a liquidator is likely to insist that all of the current cash balances would be retained until the expiry of the relevant warranty periods, the longest of which are due to expire on 9 March 2019.

## **3 Principal effects of the Cancellation**

The principal effects of the Cancellation will be that:

- there will be no formal market mechanism enabling the Shareholders to trade Ordinary Shares and, furthermore, no other recognised market or trading facility will be available to enable trading of the Ordinary Shares;
- while the Ordinary Shares will remain freely transferrable, it is possible that following the Cancellation, the liquidity and marketability of the Ordinary Shares may be significantly reduced and the value of such shares may be adversely affected as a consequence;
- it may be more difficult for Shareholders to determine the value of their investment in the Company at any given time;
- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply;

- Shareholders will no longer be afforded the protections given by the AIM Rules, including the requirement to be notified of certain events;
- the levels of transparency and corporate governance within the Company are unlikely to be as stringent as for a company quoted on AIM;
- the Company will cease to have an independent nominated adviser and broker; and
- the Cancellation may have taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent tax adviser.

The Company will continue to be bound by the Articles (which requires Shareholder approval for certain matters) following the Cancellation.

The above considerations are non-exhaustive and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.

Following the Cancellation, the Company will:

- continue to communicate information about the Company to its Shareholders and to hold annual general meetings, in each case as required by law; and
- continue to maintain its website, [www.pspiltd.com](http://www.pspiltd.com) and to post updates on the website from time to time, although Shareholders should be aware that there will be no obligation on the Company to include all of the information required under AIM Rule 26 or to update the website as required by the AIM Rules.

Shareholders are encouraged to register to receive email updates on any information which is posted in future on the Company's website which can be done through clicking on the Register for Updates button on the Latest News page of the Company's website [www.pspiltd.com](http://www.pspiltd.com) or by using the following link: [http://www.pspiltd.com/tools/news\\_tools.php?news=1](http://www.pspiltd.com/tools/news_tools.php?news=1).

#### **4 Update on financial position**

As at 28 February 2017, the most recent month end prior to the date of this circular, the Company had unaudited gross assets of £1.17 million, of which £1.14 million was represented by cash. Following Cancellation becoming effective and the appointment of a liquidator, the Company's annual ongoing expenses are expected to be reduced by £123,000 per annum to approximately £30,000 per annum. The Company has accrued £130,000 in respect of the cost of securing the Insurance and approximately £80,000 in respect of other professional costs related to the Cancellation and the proposed appointment of a liquidator. On this basis, the Board reasonably expects that the final return of capital to Shareholders referred to above should be approximately £0.9 million in cash.

The Company's last audited financial statements for the year ended 31 December 2015 reflected a net asset position of £12.39 million. The Company's auditor had audited the sale transactions for the remaining properties as part of the subsequent events review. The Company's unaudited results for the six months ended 30 June 2016 reflected a net asset position of £12.70 million. In July 2016, the Company returned £11.49 million to Shareholders. This implied that net assets after the return of capital to Shareholders would have been approximately £1.21 million. Given the limited activity in the Company and in order to save further costs, the Directors do not propose to seek an independent audit of the Company's financial statements for the year ended 31 December 2016.

#### **5 Process for the Cancellation**

Under the AIM Rules, the Company is required to give at least 20 Business Days' notice of the Cancellation. Additionally, the Cancellation will not take effect until at least 5 clear Business Days have passed following the passing of the Resolution by not less than 75 per cent. of votes cast by Shareholders at the General Meeting. Accordingly, the Notice of General Meeting set out at the end of this document

contains a special resolution to approve the Cancellation. If the Resolution is passed at the General Meeting, it is proposed that the last day of trading in Ordinary Shares on AIM will be 21 April 2017 and the Cancellation will take effect at 7.00 a.m. on 24 April 2017.

## **6 General Meeting**

The General Meeting will be held at the offices of Minerva Trust & Corporate Services Limited, 43/45 La Motte Street, St. Helier, Jersey JE4 8SD commencing at 11.00 a.m. on 13 April 2017. If approved, it is expected that the Cancellation will take effect from 7.00 a.m. on 24 April 2017.

In the event that the Resolution is not approved at the General Meeting, Shareholders should be aware that trading on AIM in the Ordinary Shares will be suspended with effect from 7.30 a.m. on 24 April 2017 for six months following which admission of the Ordinary Shares to trading on AIM would be cancelled if the Company had not made an acquisition or acquisitions which constitute a reverse takeover under the AIM Rules or otherwise failed to implement its investing policy.

## **7 Action to be taken**

Shareholders and Depositary Interest Holders will find enclosed with this document a Form of Proxy or Form of Instruction (as appropriate). Please complete, sign and return the enclosed Form of Proxy or Form of Instruction as soon as possible in accordance with the instructions printed on it, whether or not you intend to be present at the General Meeting. To be valid a Form of Proxy must be completed, signed and returned in accordance with the instructions printed thereon as to be received by the Company's registrars, Computershare Investor Services (BVI) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 11.00 a.m. on 11 April 2017 or 48 hours before any adjournment meeting. To be valid, a Form of Instruction must be completed, signed and returned in accordance with the instructions printed thereon as to be received by the office of the Depositary, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 11.00 a.m. on 10 April 2017 or not less than 72 hours (excluding weekends and public holidays) before the time appointed for the Meeting or any adjournment of it. The completion and return of a Form of Proxy/Instruction will not preclude Shareholders from attending and voting in person at the General Meeting should they subsequently wish to do so.

The completion and return of a Form of Proxy or Form of Instruction will not preclude you from attending and voting at the General Meeting in person should you subsequently decide to do so. Please read the notes to the Notice of General Meeting set out at the end of this document and the accompanying Form of Proxy or Form of Instruction (as appropriate) for detailed instructions. The attention of Shareholders and Depositary Interest Holders is also drawn to the voting intentions of the Directors set out below.

## **8 Recommendation**

The Directors consider that the Cancellation is in the best interests of the Company and its Shareholders as a whole. The Directors therefore unanimously recommend that you vote in favour of the Resolution as they intend to do in respect of their beneficial shareholdings amounting in aggregate to 323 Ordinary Shares representing approximately 0.14 per cent. of the Company's issued share capital.

Yours sincerely

**Patrick Hall**  
*Chairman*

## NOTICE OF GENERAL MEETING

### **PUBLIC SERVICE PROPERTIES INVESTMENTS LIMITED**

*(Incorporated in the British Virgin Islands with Registered No. 1064875)*

**NOTICE IS HEREBY GIVEN THAT** a General Meeting (the “General Meeting”) of Public Service Properties Investments Limited (the “Company”) will be held at the offices of Minerva Trust & Corporate Services Limited, 43/45 La Motte Street, St. Helier, Jersey JE4 8SD at 11.00 a.m. on 13 April 2017 to consider and, if thought fit, approve the resolution set out below, which is proposed as a special resolution.

#### **Special Resolution**

**THAT**, in accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission to trading on AIM (the market of that name operated by London Stock Exchange plc) of the ordinary shares in the capital of the Company be and is hereby approved and the directors of the Company be authorised to take all action reasonable or necessary to effect such cancellation.

#### **By order of the Board**

Fides Corporate Services Limited  
PO Box 179  
Upland Business Centre  
Upland Road  
St Peter Port  
Guernsey GY1 4HH  
Channel Islands

24 March 2017

#### **Notes to the Notice of General Meeting**

1. A holder of ordinary shares who is entitled to attend and vote at the General Meeting may appoint one or (provided each proxy is appointed to exercise the rights attached to a different share held by the member) more proxies to attend and speak and vote instead of him or her. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed for use by Shareholders holding shares in certificated form. If a member wishes to appoint more than one proxy and so requires additional proxy forms, the member should contact Computershare Investor Services (BVI) Limited on +44 0370 7071438 or photocopy the enclosed Form of Proxy. A Form of Instruction is enclosed for use by holders of depository interests. Completion and return of such a Form of Proxy and/or Form of Instruction will not prevent a member from attending the General Meeting and voting in person.
3. In order to be valid, the Form of Proxy and any power of attorney or other authority under which it is signed (or a certified copy of such authority) must be returned in hard copy form by post, by courier or (during normal business hours only) by hand to the address shown on the Form of Proxy at the Company’s registrars not less than 48 hours, excluding any part of a day that is a Saturday, Sunday or Bank Holiday, before the time of the holding of the meeting or any adjournment thereof. Amended instructions must also be received by the Company’s registrars by the deadline for receipt of Forms of Proxy.
4. In order to be valid, the Form of Instruction and any power of attorney or other authority under which it is signed (or a certified copy of such authority) must be returned in hard copy form by post, by courier or (during normal business hours only) by hand to the address shown on the Form of Instruction at Computershare Investor Services PLC not less than 72 hours, excluding any part of a day that is a Saturday, Sunday or Bank Holiday, before the time of the holding of the meeting or any adjournment thereof. Amended instructions must also be received by Computershare Investor Services PLC by the deadline for receipt of Forms of Instruction.

5. In the case of joint holders of a share the vote of the senior who tenders the vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names of the holders stand in the register of members of the Company in respect of the joint holding.
6. The Company has specified that only those members registered on the register of members at 11.00 a.m. on 11 April 2017 (or, if the meeting is adjourned to a time more than 48 hours after 11.00 a.m. on 13 April 2017, by 11.00 a.m. on the day which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after 11.00 a.m. on 13 April 2017, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting). Changes in the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. The following documents, which are available for inspection during normal business hours at Upland Business Centre, Upland Road, St Peter Port, Guernsey GY1 4HH (Saturdays, Sundays, and public holidays excepted) will also be available for inspection at the place of the General Meeting from 9.00 a.m. on 13 April 2017 until the conclusion of the General Meeting:
  - the register of interests of the directors (and their families) in the share capital of the Company;
  - the Annual Report for the year ended 31 December 2015; and
  - the unaudited results for the six months ended 30 June 2016.

