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If you are in any doubt about the contents of this document or any action to be taken, you should consult your Banker, Solicitor, Accountant, Stockbroker or any other independent professional adviser duly registered under the Investment and Securities Act, No. 29 of 2007 immediately.

If you have sold or otherwise transferred all your shares in Capital Hotel Plc please give this document to the purchaser or transferee or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. In the alternative, kindly return this document to the Registrars.

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### **EXPLANATORY STATEMENT**



**CAPITAL HOTELS PLC**

Owners & Operator of Abuja Continental Hotel RC: 36985



## CAPITAL HOTELS PLC

Owners & Operator of Abuja Continental Hotel

# EXPLANATORY STATEMENT TO SHAREHOLDERS OF CAPITAL HOTEL PLC (OR "COMPANY") ON THE PROPOSED VOLUNTARY DELISTING OF THE COMPANY FROM THE NIGERIAN EXCHANGE LIMITED

## 1. Introduction

This letter is issued in view of the Annual General Meeting (AGM) to be held on the 17<sup>th</sup> May, 2023 at Abuja Continental Hotel, Abuja, to propose for approval amongst other business of the day, the delisting of the total of 3,160,775,510 (Three Billion, One Hundred and Sixty Million, Seven Hundred and Seventy-Five Thousand and Five Hundred and Ten) ordinary shares of Capital Hotel Plc listed on the Main Board of The Nigerian Exchange Limited (the "Transaction"). The purpose of delisting is to enable the Company explore strategic opportunities, alliances and collaborations that can bolster earnings and/or provide synergized benefits with little or no regulatory obligations.

## 2. Exit Provision

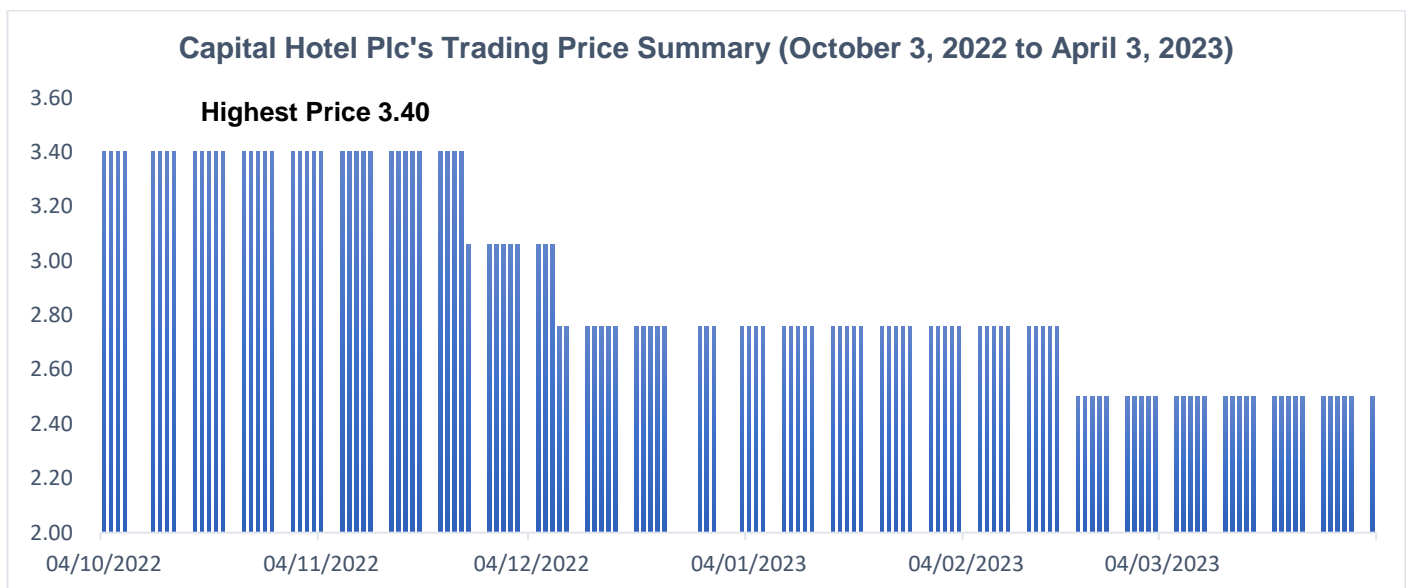
Shareholders who disapprove that the Company should delist, can indicate their resentment through the registrar for appropriate compensation.

## 3. Exit Considerations

The interest of dissenting shareholders shall be bought by the Majority Shareholder for a consideration of **₦5 (Five Naira)** per each ordinary share, being the highest price at which the company shares have traded, six (6) months preceding the notice of the AGM at which the resolution to delist will be deliberated, as provided by the rules of the Nigerian Exchange Limited ("NGX"). The Financial Advisers and the Board, therefore consider this price fair and reasonable.

Following the conclusion of the delisting process, the company will become an Unlisted Public Liability Company (PLC). Shareholders that intend to remain members of the company after delisting shall be free to remain and would have no obligation to receive the Exit Consideration.

## 4. Historical Market Trading of Capital Hotel Plc



Capital Hotel Plc is listed on the NGX with average daily trading volume of 623,013 shares and average



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daily value traded of ₦835,947 over the last 6 months. The above chart reflects the trading pattern of the Company on the NGX within the six (6) months period preceding the date of notice of the AGM on 3<sup>rd</sup> April 2023

### **5. Conditions Precedent**

The transaction is subject to the fulfillment of the conditions detailed below:

- ✓ Board of Directors resolution for the delisting of the Company.
- ✓ Resolution to voluntarily delist the Company supported by at least 75% of members present and voting during the AGM.
- ✓ The Securities and Exchange Commission (SEC) and NGX approval of the terms and conditions of the transaction.

Once the transaction is approved by the NGX with the Securities and SEC duly notified, the shares of the Company shall be expunged from the daily official list of the NGX. Furthermore, all dissenting shareholders would be settled and cease to be shareholders of the company.

### **6. Taxation**

Under the Companies Income Tax Act Cap C21 LFN 2004, the implementation of the proposed delisting will not give rise to any taxation disadvantages to the dissenting shareholders, either with respect to capital gains tax or stamp duty. The Capital Gains Tax Act Cap C1 LFN 2004 exempts any gains realized by a person from a disposal of shares from capital gains tax. Furthermore, the Stamp Duties Act Cap. S8 LFN 2004, exempts instruments for the transfer of shares from the payment of stamp duty. However, this statement is not intended to be, and should not be construed to be, legal or tax advice.

Dissenting shareholders who are in any doubt about their taxation position, or who are subject to taxation in a jurisdiction outside Nigeria, are strongly advised to consult their professional advisers without delay as to the consequences of the transaction in view of their circumstances.

### **7. Meeting to approve the Delisting**

At the AGM that held on the 17<sup>th</sup> May, 2023, the shareholders considered the approval of the voluntary delisting of the Company. At the AGM, each shareholder - entitled to vote - was entitled to one vote for every ordinary share held.

In the event that the resolutions are approved by the requisite majority of shareholders, the company will notify the SEC and submit an application to the NGX for the approval of the voluntary delisting.

### **8. Effect of the Delisting**

Upon the delisting, the shares of the Company will no longer be available for trading on the Main Board of the NGX. It is envisaged that the delisted Capital Hotels Plc will continue its operations, as an unlisted public liability company.

### **9. Plan for Employees**

The delisting will not have any impact on the existing employment contracts of its staff.

### **10. Director Composition**

The delisting will not have any impact on the composition of the Board of Directors of the company.



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## **11. Strategic Plans**

Post delisting, the company will be able to focus on revenue generation, consider strategic opportunities, alliances & collaborations; and tremendously shift from regulatory, administrative, and financial reporting regulations that companies listed on the NGX must adhere to.

## **12. Actions to be taken**

Attendance at the meeting, for purposes of voting on the resolution that will be proposed to shareholders. In the alternative, the submission of a Proxy Form for purposes of voting at the meeting should attendance not be possible, the attached form should be duly completed and returned to **Cardinal Stone Registrars Limited**, located at 335/337, Herbert Macaulay Road, Yaba, Lagos, within the specified period.

## **13. Settlement**

At the expiration of the three (3) month regulatory notice period, the shareholders that have opted to exit the Company will receive exit consideration as stated in section 3 above.

After the receipt of a clearance from the NGX, the Majority Shareholder will set aside sufficient cash ("Consideration Account") to cater for the claims of all dissenting shareholders within five (5) working days.

The exit consideration to be paid to each dissenting shareholder shall be remitted to such shareholder by the Registrars within 7 (seven) working days of notice of dissent from the Effective Date (the date on which the shares of Capital Hotel is technically suspended), by way of e-remittance only (to bank accounts in respect of which the Registrars have e-dividend mandates).

To ensure that all shareholders' interests are catered for, the Consideration Account shall remain operational for a period of three (3) years from the Effective Date, during which period the dissenting shareholders will be eligible to receive the consideration for their interests being surrendered to the Majority Shareholder. On the third anniversary of the Effective Date, the Consideration Account will cease to be operational and any amount remaining in the Consideration Account shall be transferred by the Registrars to the Company.

## **14. Statement of Financial Capability**

Upon the expiration of the timeline for dissent by the shareholders on August 17, 2023, the Majority Shareholder will set aside sufficient funds in the Consideration Account and provide evidence of such funding to the NGX, to demonstrate that it has the financial resources to settle any dissenting shareholder.

## **15. Conclusion and Recommendation**

The Board, having considered the terms and conditions of the proposed delisting, as well as the benefits thereof, believes that your interest and that of other stakeholders have been adequately provided for. Hence, all dissenting shareholders should please indicate through the Registrar- **Cardinal Stone Registrars Limited**, located at 335/337, Herbert Macaulay Road, Yaba, Lagos by completing and forwarding the attached form.



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**CAPITAL HOTEL PLC - DELISTING FROM THE NIGERIAN EXCHANGE LIMITED- CONSIDERATION ELECTION AND ACCEPTANCE FORM TO BE COMPLETED BY ALL SHAREHOLDERS OF CAPITAL HOTEL PLC WHO ACCEPT THE EXIT CONSIDERATION\***

**Capital Hotel Plc shareholders will be able to elect to accept the Exit Consideration from July 17, 2023 to August 17, 2023.**

**Capital Hotel Plc anticipates that the Delisting will take effect from August 31, 2023.**

1. I/We confirm that I/we have read and understand the terms and conditions of the delisting of Capital Hotels Plc. I/We confirm my/our acceptance of the terms under which the Company is to be delisted, including the Exit Consideration.
2. I/We hereby represent and warrant that I/we am/are the sole owner(s) of the shares that we hereby transfer in acceptance of the Exit Consideration and that these shares are free from any mortgage, pledge, equitable interest, claim or any other security interest and I/we have full power and authority to transfer ownership of the shares, under the terms of the delisting.
3. Accordingly, **all my/our holdings in Capital Hotel Plc (whether evidenced by Certificate(s) or lodged in the CSCS Limited) are hereby transferred in accordance with the terms of the delisting.**

No. of Ordinary Shares Relinquished																			
<b>Units</b>																			
<i>Units in Words</i>																			
<i>Units in Words</i>																			

**For corporate shareholders:** I/We also attach a duly executed Board Resolution authorizing that the shares specified in Clause 3 above be transferred pursuant to the Delisting.

4. I/We understand that all deposits of shares will be subject to the verification of the signatures and units provided by me/us on this Acceptance of Consideration Form.
5. I/We understand that my/our acceptance of the terms of the Delisting as specified in Clause 1 above is an indication of my/our decision to deposit the Shares in accordance with the terms of the Delisting.
6. I/We understand that by accepting the terms of the Voluntary Delisting and depositing my/our shares, I/we sell, assign and transfer all the rights, benefits, title and interest in and to the shares deposited including any and all dividends and distributions which may be declared on or in respect of any of the shares deposited.



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7. I/We hereby request that the shares accruing to me/ us pursuant to the Voluntary Delisting be settled by crediting the below CSCS account with the shares due to me:

CSCS Account Name:

CSCS Account Number:

CHN Number (if known):

Signature of Broker:

8. I/We advise that I/we may be contacted:

- a. By mobile telephone on .....
- b. By fax on .....
- c. By email at .....

9. I/We hereby request that the consideration payable to us/me for the shares deposited pursuant to the terms of the Voluntary Delisting be settled by payment into my/our nominated bank account.

**Bank Name:** .....

**Branch Address:** .....

**Bank Account Number:** .....

**Bank Sort Code:** .....

**Bank Verification Number (BVN):** .....

**Shareholder's Signature:**.....

.....

\* Offer lapses on August 17, 2023

***This Form must be submitted only to the addresses indicated below:***

**Cardinal Stone Registrars Limited**  
335/337, Herbert Macaulay Road,  
Yaba, Lagos

**Cordros Capital Limited**  
70 Norman Williams  
Ikoyi, Lagos

**The Company Secretary**  
**Ifebunandu & Co**  
Suite 2B South East Pavilion Tafawa  
Balewa Square Lagos.



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**PROXY FORM**

I/We..... being a holder/ holder of ordinary shares in Capital Hotel Plc, hereby appoint\*..... or failing him/her, the Chairman of the Meeting as my/our proxy to act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 17<sup>th</sup> May, 2023 at 12:00 Noon at Abuja Continental Hotel, Abuja

	RESOLUTION	VOTES	
		For	Against
1	To approve the voluntary Delisting of the Company’s shares from the floor of the Nigerian Exchange Limited (NGX).		

Dated this.....day of.....2023

Shareholder’s Signature.....

A member entitled to attend and vote at the AGM is advised to select from the under listed proposed proxies to attend and vote in their stead:

1. Mr. Ramesh Kansagra
2. Mr. Robert Itawa
3. Pascal Demarchi
4. Ravi Bachu
5. Chief Paul Obi
6. Mr. Rishi Kansagra
7. Alhaji Aminu Abdulkadir
8. Mr. Toke Alex-Ibru
9. Mr. Chuma Anosike

**NOTE:**

A member (shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote by Proxy. The above proxy form has been prepared to enable you exercise your right to vote if you cannot personally attend.

Provision has been made on this form for the Chairman of the Meeting to act as your proxy, but if you wish you may insert in the blank space on the form (marked\*) the name of any person, whether a member of the Company or not, who will attend and vote on your behalf instead of the Chairman of the meeting.

Please complete the Proxy Form, duly signed and stamped by the Commissioner of Stamp Duties and should be deposited with the Registrars, **Cardinal Stone Registrars Limited**, located at 335/337, Herbert Macaulay Road, Yaba, Lagos not later than 48 hours before the date of the Annual General Meeting.

If executed by a corporation, the proxy form should be sealed with the common seal. The proxy must produce the Annual Report sent with the Notice of the Meeting to obtain entrance to the Meeting.



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Before posting the above form, please tear off this part and retain it for admission to the meeting

**ADMISSION CARD**

Please admit ..... to the Annual General Meeting of Capital Hotel Plc which will be held at 12:00 Noon on the 17<sup>th</sup> May, 2023 at Abuja Continental Hotel, Abuja.

Shareholder's Signature .....

Proxy's Signature .....

**IMPORTANT:**

- a) This admission card must be produced by the shareholder or his proxy in order to obtain entrance to the Meeting.
- b) Shareholders and/ or their proxies are requested to sign the admission card before attending the Meeting.