

RNS Consolidated As Mgmt CAMH Circular Posted to Shareholde
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Consolidated Asset Mgmt (Hldgs) PLC
09 February 2009

Consolidated Asset Management (Holdings) plc

("CAM" or the "Company")

Proposed subscription for new ordinary shares in the Company, approval of waiver granted by the Panel on Takeovers and Mergers (the "Panel") of Rule 9 of the City Code on Takeovers and Mergers (the "Code") and Circular to shareholders and Notice of General Meeting

The Company announces that it has today entered into a conditional subscription agreement with Mayfair Limited ("Mayfair") for Mayfair to subscribe for 125,000,000 new ordinary shares of 0.5p each in the capital of the Company ("Ordinary Shares") at a subscription price of 1.4p per share amounting to a total aggregate subscription price of £1.75 million (the "Subscription"). Mayfair currently holds 29.9% of the Company's issued Ordinary Shares and the sole ultimate beneficial owner of Mayfair is Lord Ashcroft. If the Subscription proceeds, the number of Ordinary Shares held by Mayfair immediately following completion of the Subscription would be 176,761,603 Ordinary Shares which would represent 59.3 per cent. of the enlarged issued ordinary share capital of the Company immediately following completion of the Subscription.

The Panel has agreed to waive the obligation that would otherwise arise on Mayfair to make a general offer to shareholders of the Company pursuant to Rule 9 of the Code as a result of the Subscription (the "Waiver") subject to independent shareholders of the Company approving the Waiver on a poll taken at a general meeting of the Company. Completion of the Subscription is, therefore, conditional upon:

1. the Waiver being approved by independent shareholders of the Company on a poll and certain other matters being approved by shareholders of the Company at a general meeting of the Company; and
2. admission of the shares subscribed by Mayfair being admitted to trading on AIM.

A general meeting of the Company has been convened to be held at 9.00am on Wednesday, 25 February 2009 at the offices of Strand Partners Limited, 26 Mount Row, London W1K 3SQ (the "General Meeting") and the Company has today posted a circular to shareholders explaining the background to and reasons for the proposed Subscription and the Waiver and containing a notice of the General Meeting.

At the General Meeting, shareholders will be asked to consider and, if thought fit, approve resolutions (the "Resolutions") to:

- (a) increase the Company's authorised share capital;
- (b) grant the directors of the Company authority to allot securities in the Company both specifically for the purposes of the Subscription and generally;
- (c) dis-apply statutory pre-emption rights in relation to the allotment of securities in the Company for cash both specifically for the purposes of the Subscription and generally; and
- (d) approve the waiver granted by the Panel of the obligation that would otherwise arise on Mayfair to make a general offer to shareholders of the Company pursuant to Rule 9 of the Code as a result of the issue of new shares in the Company to Mayfair on completion of the Subscription.

The resolution referred to at (d) above will only be considered by and voted on by independent shareholders (that is, excluding Mayfair) voting on a poll. Full details of the Resolutions are set out in the Circular which contains the notice of the General Meeting.

The entering into of the subscription agreement with Mayfair and, subject to the relevant conditions being satisfied, completion of the Subscription, constitute a related party transaction for the purposes of the AIM Rules for Companies. The independent directors of the Company (that is, excluding Andrew Wilson) consider, having consulted with Strand Partners Limited, the Company's nominated adviser, that the terms of the subscription agreement and the Subscription are fair and reasonable insofar as the Company's shareholders are concerned.

The independent directors of the Company, who have been so advised by CairnSea Investments Limited, acting as independent adviser to the Company for the purposes of Rule 3 of the Code, also consider the Subscription and the waiver of the obligations which would arise under Rule 9 of the Code as a result of the Subscription to be fair and reasonable and in the best interests of independent shareholders of the Company and of the Company as a whole.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Proxy Forms	9.00a.m. on 23 February 2009
General Meeting	9.00a.m. on 25 February 2009

The Chairman of CAM, Sir William Wells, commented "I am delighted that the Company continues to enjoy the support of Lord Ashcroft (through Mayfair Limited which has entered into a subscription agreement to subscribe for £1.75m of new ordinary shares) and City of London Group plc and its directors, who in aggregate subscribed for convertible loan notes in the Company to the value of £150,000 on 22 January 2009, thus making total funds raised by the company of £1.9m.

Following the subscription by Mayfair, the Company will be able to concentrate on its strategy of IFA consolidation and hopes to be able to make announcements in that respect in due course."

For further information please contact:

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