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If you have sold or otherwise transferred all your Ordinary Shares, please forward this document, together with the accompanying Proxy Form, at once 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. Such documents should not however be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction, if you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents and contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document should be read in conjunction with the accompanying Proxy Form and the definitions set out in this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Executive Chairman of the Company which contains the unanimous recommendation by the Directors to Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting.

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**Mortice Limited**

*(incorporated and registered in Singapore with number 200800770W)*

**Authority to issue Ordinary Shares and amendments to the Articles**

**Notice of Extraordinary General Meeting**

***Nominated Adviser & Broker***

**Allenby Capital Limited**

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Notice of a general meeting of the Company to be held at 4.00 p.m. (Singapore time) 31 August 2015 at 38 Beach Road, #29-11 South Beach Tower, Singapore 189767 is set out at the end of this document. A Proxy Form for use at this Extraordinary General Meeting is enclosed. To be valid, the Proxy Form should be completed, signed and returned in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be deposited at 38 Beach Road, #29-11 South Beach Tower, Singapore 189767, not later than 4.00 p.m. (Singapore time) on 29 August 2015 (or in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)) together with any power of attorney or other authority (or a notarially certified copy thereof) under which it is signed.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor.

Allenby Capital Limited, which is authorised and regulated by the FCA, is acting exclusively for the Company as Nominated Adviser and Broker for the purposes of the AIM Rules. Allenby shall not be responsible to any person other than the Company for providing the regulatory and legal protections afforded to customers (as defined by the FCA Rules) of Allenby nor for providing advice in relation to the contents of this document or any matter, transaction or arrangement referred to in it. The responsibilities of Allenby, as Nominated Adviser under the AIM Rules for Nominated Advisers, are owed solely to London Stock Exchange and are not owed to the Company or to any other person.

This document will be available to download from the Company's website at <http://tenonservices.com/mortice/>. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

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**TIMETABLE OF PRINCIPAL EVENTS****2015**

Publication and dispatch of this document	4 August
Latest time and date for receipt of Proxy Forms to be valid at the for Extraordinary General Meeting	no later than 4.00 p.m. on 29 August (Singapore time)
Extraordinary General Meeting	4.00 p.m. on 31 August (Singapore time)

*References to time are to London time unless otherwise stated. Each of the dates in the above timetable is subject to change at the absolute discretion of the Company without further notice.*

**LETTER FROM THE EXECUTIVE CHAIRMAN**

**MORTICE LIMITED**

*(incorporated and registered in Singapore with number 200800770W)*

*Directors:*

Manjit Rajain (*Executive Chairman*)  
Dr Keith Hellowell QPM (*Non-Executive Director*)  
Rakesh Aggarwal (*Non-Executive Director*)

*Registered Office:*

38 Beach Road, #29-11  
South Beach Tower  
Singapore 189767

4 August 2015

Dear Shareholder

**Authority to issue Ordinary Shares and amendments to the Articles of Association**

**Notice of Extraordinary General Meeting**

**1. Introduction**

The Company announced earlier today that the Company and its wholly-owned subsidiary, Tenon UK, have entered into a conditional agreement for Tenon UK to acquire the entire issued share capital of property service company Office & General Group Limited ("**O&G Group**") from Grae Scott and Jonathan Smith for a total consideration of up to £6.5 million (subject to certain potential adjustments) to be satisfied in cash and shares in the Company.

The consideration for the Acquisition will be satisfied by the Company up to £3 million in cash (subject to certain potential adjustments) to be paid by Tenon UK on Completion and by the Company allotting and issuing an aggregate of up to 3,500,000 Consideration Shares of which 3,000,000 new Ordinary Shares (the "**Initial Consideration Shares**") shall be allotted and issued on Completion and a further 500,000 new Ordinary Shares (the "**Subsequent Consideration Shares**") shall be allotted and issued on the second anniversary of Completion.

The Initial Consideration Shares will represent 5.92 per cent. of the enlarged issued share capital of the Company at Completion. On issue of the Subsequent Consideration Shares and assuming that the Sellers have not sold any of their Consideration Shares and the Company has not issued any further Ordinary Shares the total amount of Consideration Shares in issue shall be equal to 6.84 per cent. of the enlarged issued share capital at that time.

As at the date of this document, the Company does not have authority to allot and issue the Consideration Shares and accordingly the Acquisition is conditional, *inter alia*, upon the Company obtaining approval from its Shareholders to grant the Board authority to allot the Consideration Shares and to disapply the rights of pre-emption as contained in the Articles which would otherwise apply to the issue of the Consideration Shares. The Company is also taking the opportunity to seek Shareholders' consent to make some amendments to clarify the Articles and further details of the proposed amendments are set out at Appendix A to this document.

In order to consider the Resolutions, the Company has convened an Extraordinary General Meeting for 4.00 p.m. (Singapore time) on 31 August 2015 at 38 Beach Road, #29-11 South Beach Tower, Singapore 189767. Notice of the Extraordinary General Meeting is set out at the end of this document.

**The purpose of this document is to explain (i) the background to, reasons for and details of the Acquisition, (ii) explain why the Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole and why the Directors**

**unanimously recommend that you vote in favour of the Resolutions and (iii) convene the Extraordinary General Meeting (notice of which is set out at the end of this document) to seek Shareholder approval for the Resolutions.**

**The contents of this letter are important and I would urge you to read it carefully and to sign and return the enclosed Form of Proxy in accordance with the instructions given on it and in paragraph 6 below headed "Action to be Taken", as soon as possible.**

## **2. Background to and reasons for the Acquisition**

On 22 April 2015, the Company announced that the Company was seeking to expand its operations in India, MEA and Europe and that it would consider not only organic growth but also acquisitions as a way of executing its strategy.

O&G Group is an independent property service company specializing in cleaning and providing support services such as environmental solutions and built fabric maintenance in the UK. The business was founded in 1987, and is based in London, with additional offices in Manchester and Wolverhampton.

O&G Group provides 'soft' services via commercial and office cleaning contracts. O&G Group also provides 'hard' services such as repairs and maintenance, refurbishments, redecoration and other mechanical and engineering services. O&G Group also has the capacity to offer in-house pest control services.

In addition to the core cleaning services, O&G Group offers a variety of specialist cleaning services ranging from window cleaning, supply of janitorial and washroom products, stone and marble cleaning and other deep clean and specialist tasks including the provision of waste and recycling services. O&G primarily self delivers all of its services, but has a number of specialist supply chain partners to support its activities.

O&G Group has contracts with managing agents, universities and higher education providers, and 'blue chip' commercial clients. Clients include Fedex, Steria, CBRE and a number of prominent London universities and the University of Hertfordshire.

O&G Group's unaudited results for the year ended 31 March 2015 recorded total revenues from continuing operations of £33.46m, continuing operations EBITDA of £1.27m and continuing operations pre-tax profit of approximately £0.4m.

The Sellers, Grae Scott and Jonathan Smith, are the founder and managing director respectively of O&G Group and will be retained by O&G Group after Completion as consultants.

On completion, the Acquisition is expected to be immediately earnings enhancing (excluding the impact of any losses which may be incurred by Altius Property Services Limited, a subsidiary of O&G Group which is in administration, which may, on consolidation, affect the future earnings of the Company). The Directors believe that the Acquisition represents progress towards meeting the Company's strategic objectives, in particular by increasing the Group's exposure to the European markets.

## **3. Current Trading of the Group**

As announced on 18 June 2015, the Company expects to report for its year ended 31 March 2015 EBITDA growth of c.21.8 per cent. on the previous year to US\$4.2m and PBT of approximately US\$2.2m, up c.19.2 per cent. year-on-year.

Tenon UK will enter into new banking arrangements with Barclays Bank PLC to finance the Acquisition and to replace O&G Group's existing banking facilities. It is anticipated that the new banking facilities to replace O&G Group's existing banking facilities will be in place on Completion.

#### 4. Terms of the Acquisition

Under the terms of the Acquisition Agreement dated 3 August 2015 between the Sellers, Tenon UK and the Company, Tenon UK has conditionally agreed to buy O&G Group from the Sellers in consideration for up to £3 million payable in cash (subject to certain potential adjustments) on Completion and the issue of up to 3,500,000 Consideration Shares. The Initial Consideration Shares shall be allotted and issued credited as fully paid at £1 per new Ordinary Share on Completion and the Subsequent Consideration Shares shall be allotted and issued credited as fully paid at £1 per new Ordinary Share on the second anniversary of Completion. Following the issue of the Consideration Shares the Company shall apply to the London Stock Exchange for admission of the Consideration Shares to trading on AIM.

Completion of the Acquisition is conditional on, *inter alia*, (i) Shareholders approving the Resolutions; (ii) delivery of O&G Group's consolidated audited accounts for the financial year ended 31 March 2015 and such accounts not being materially different in any respect from the unaudited consolidated results of O&G Group for the financial year ended 31 March 2015; and (iii) the preference shares of £1 each in O&G Group having been cancelled pursuant to contractual arrangements entered into with the holder of such shares. If the conditions of the Acquisition Agreement are not satisfied or (where applicable, waived) by 15 September 2015 or such later date as may be agreed in writing between the Sellers and Tenon UK, then the parties may either elect to delay completion of the Acquisition on a daily basis until all conditions are satisfied or waived or rescind the Acquisition Agreement.

Each Seller has undertaken that for a period of 36 months from Completion he will not dispose of, or create an encumbrance over, the Consideration Shares (or any interest in them) (the "**Lock-In Provisions**") except in the following circumstances:

- at any time before the second anniversary of Completion, each Seller may dispose of up to 50% of his own Initial Consideration Shares provided that in order to maintain an orderly market the disposal takes place through the Company's broker at the time. However, before any such disposal through the Company's broker, Tenon UK will have 15 business days to elect whether it wishes to nominate any other person to acquire such Consideration Shares;
- on the second anniversary of the Completion Date, each Seller shall be required to sell 66.66% of the Consideration Shares, less any Initial Consideration Shares already disposed of and the Subsequent Consideration Shares, to such person Tenon UK nominates and Tenon UK shall procure that such person buys such Consideration Shares at a price of £1.00 per Consideration Share; and
- on the third anniversary of the Completion Date, each Seller shall be required to sell all of his remaining Consideration Shares to such person as Tenon UK nominates and Tenon UK shall procure the such person buys such Consideration Shares at a price of £1.00 per Consideration Share.

On completion of the Acquisition, Manjit Rajain, the executive chairman of the Company, will undertake to each of the Sellers to guarantee (in his personal capacity) the payment to them of the consideration due to each of them for the sale of their Consideration Shares on the second and third anniversaries of the Completion Date as outlined above in the event that Tenon UK defaults in procuring payment by the person(s) nominated by it as the buyer(s) of such Consideration Shares and Tenon UK itself is unable to make the payment.

The Lock-In Provisions shall also not apply in relation to (i) the acceptance of an offer (or the giving of an irrevocable commitment) made in accordance with the Singapore Code and which is either recommended by the Board or is declared unconditional in all respects; (ii) a buy back of Ordinary Shares by the Company; or (iii) the prior written consent of the Company provided that the disposal takes place via the Company's broker for the time being.

Furthermore, the Acquisition Agreement provides that the Sellers may sell Initial Consideration Shares via the Company's broker for the time being to satisfy any claim or indemnity arising from the commitments made by the Sellers under the terms of the Acquisition Agreement provided that, the entire proceeds of such a sale shall be applied to satisfying the claim.

The Acquisition Agreement contains warranties, indemnities and a tax covenant given by the Sellers in favour of Tenon UK regarding O&G Group.

## 5. Resolutions

In order to enable the Acquisition to complete the following Resolutions will be proposed at the Extraordinary General Meeting to be held at 38 Beach Road, #29-11 South Beach Tower, Singapore 189767 on 31 August 2015 at 4.00 p.m. (Singapore time).

Resolution 1 will be proposed as an ordinary resolution to, *inter alia*, authorise the Directors to allot Ordinary Shares, make or grant offers, agreements or options that would require Ordinary Shares to be issued ("**Instruments**") and issue Ordinary Shares pursuant to such Instruments. This authority, if granted, would expire at the date of the Company's next annual general meeting.

Resolution 2 will be proposed as a special resolution to disapply the pre-emption rights contained in article 4(b) of the Company's articles of association in respect of the Consideration Shares.

Resolution 3 will also be proposed as a special resolution to amend the Company's articles of association in the manner set out in Appendix A to this document.

The Notice of the Extraordinary General Meeting is set out at the end of this document and sets out the Resolutions in full.

## 6. Action to be taken

Shareholders will find enclosed with this document a Proxy Form for use at the Extraordinary General Meeting. Shareholders who are unable to attend the Extraordinary General Meeting should complete, sign and return the Proxy Form in accordance with the instructions printed on it as soon as possible, and in any event so as to be deposited at 38 Beach Road, South Beach Tower #29-11, Singapore 189767 no later than 4.00 p.m. (Singapore time) on 29 August 2015 (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 (excluding any part of a day that is not a Business Day)).

## 7. Recommendation

**Your Board believes the Acquisition to be in the best interests of the Company and the Shareholders taken as a whole. Accordingly, the Directors unanimously recommend you to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their beneficial holdings, amounting, in aggregate, to 40,000,001 Ordinary Shares, representing approximately 84 per cent, of the existing issued share capital of the Company.**

Yours faithfully

Manjit Rajain  
*Executive Chairman*

**DEFINITIONS**

"Act"	the Singapore Companies Act;
"Acquisition"	the acquisition of the entire issued share capital of the O&G Group;
"Acquisition Agreement"	the conditional agreement dated 3 August 2015 between the Sellers, Tenon UK and the Company;
"Admission"	the admission of the Initial Consideration Shares to trading on AIM becoming effective in accordance with Rule Six of the AIM Rules;
"AIM Rules"	the rules for companies whose shares are traded on AIM, and their nominated advisers, and issued by the London Stock Exchange from time to time;
"AIM"	a market operated by the London Stock Exchange;
"Allenby"	Allenby Capital Limited, the Nominated Adviser and Broker of the Company;
"Board" or "Directors"	the directors of the Company, whose names appear on page 3 of this document;
"Business Day"	any day on which banks are open for business in England and Wales other than a Saturday, Sunday or public holiday;
"Company"	Mortice Limited;
"Completion"	completion of the Acquisition Agreement in accordance with its terms;
"Consideration Shares"	the Initial Consideration Shares and the Subsequent Consideration Shares;
"EBITDA"	earnings before interest, taxes, depreciation and amortization;
"Extraordinary General Meeting"	the general meeting of the Company convened for 31 August 2015 (and any adjournment thereof), notice of which is set out at the end of this document;
"Group"	the Company and its Subsidiaries from time to time;
"Initial Consideration Shares"	3,000,000 Ordinary Shares, in aggregate, to be issued to the Sellers credited as fully paid;
"London Stock Exchange"	London Stock Exchange plc;
"Ordinary Shares"	ordinary shares of no par value in the capital of the Company;
"PBT"	profit before tax;
"Proxy Form"	the form of proxy accompanying this document for use at the Extraordinary General Meeting;

"Register"	the register of members of the Company;
"Resolutions"	the resolutions set out in the notice of Extraordinary General Meeting at the end of this document;
"Sellers"	Grae Scott and Jonathan Smith;
"Shareholders"	holders of Ordinary Shares;
"Singapore Code"	Singapore Code on Takeovers and Mergers;
"Subsequent Consideration Shares"	500,000 Ordinary Shares, in aggregate, to be issued to the Sellers credited as fully paid;
"Subsidiary"	as defined in section 1159 of the UK Companies Act 2006;
"Tenon UK"	Tenon Facility Management UK Limited, a wholly owned subsidiary of the Company.

**MORTICE LIMITED**  
(Incorporated in the Republic of Singapore)  
(UEN: 200800770W)

**REGISTERED OFFICE**  
38 Beach Road #29-11  
South Beach Tower  
Singapore 189767

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 38 Beach Road, South Beach Tower #29-11, Singapore 189767 on 31 August 2015 at 4.00 p.m. (Singapore time):

**ORDINARY RESOLUTION**

A. To consider and if thought fit, to pass with or without modifications the following as Ordinary Resolution:

1. **Authority to issue shares – Resolution 1**

1.1 That authority be and is hereby given to the Board to:

- (a) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
- (b) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and
- (c) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Board while this resolution was in force.

1.2 Save as otherwise approved by Special Resolution, that in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Articles of Association of the Company; and

1.3 That (unless revoked or varied by the Company in general meeting) the authority conferred by this resolution shall not continue in force beyond the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, or the expiration of such other period as may be prescribed by any other applicable law, regulation or directive (whichever is the earliest).

**SPECIAL RESOLUTIONS**

B. To consider and if thought fit, to pass the following resolutions, with or without modifications, as Special Resolutions:

2. **Waiver of Right of Pre-emption – Resolution 2**

2.1 That it is in the commercial interest of the Company to issue the Consideration Shares to the Sellers and that the right of pre-emption in article 4(b) of the Company’s Articles of Association is waived and shall not apply to the Consideration Shares.

3. **Amendment of Articles of Association – Resolution 3**

3.1 That the Articles of Association of the Company be amended in the manner set out in Appendix A.

All capitalised terms used in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the circular to the Company's shareholders of the same date as this Notice and to which this Notice is attached.

**BY ORDER OF THE BOARD**

Manjit Rajain  
Director

Date: 4 August 2015

**APPENDIX A****THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The proposed amendments to the Articles of Association are set out below.

**1. Article 5(a)**

As there is no par or nominal value for shares in the capital of the Company, article 5(a) shall be amended by deleting the words “but no share shall be issued at a discount” at the end of the sentence such that it will read as follows:

“(a) subject to the provisions of the Act and these articles and without prejudice to any rights or privileges attached to any class of shares forming part of the capital for the time being of the Company, issue any share in the Company with such preferred, deferred or other special rights or privileges, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may determine, or if no such determination is made;”

**2. Article 10**

As there is no par or nominal value for shares in the capital of the Company, article 10 shall be amended by deleting the words “in nominal value” in the 4th and 9th line of article 10 such that it will read as follows:

“Subject to the provisions of the Act all or any of the rights or privileges attached to any class of shares forming part of the capital for the time being of the Company may be affected, modified, dealt with or abrogated in any manner either with the consent in writing of the holders of three-quarters of the issued shares of the class (excluding any treasury shares) or with the sanction of an extraordinary resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these articles as to general meetings shall mutatis mutandis apply, but so that the necessary quorum at any such meeting other than an adjourned meeting shall be two persons holding or representing by proxy at least one-third of the issued shares of the class in question (excluding any treasury shares) and at an adjourned meeting shall be one person holding shares of the class in question (other than treasury shares) or his proxy, so that any holder of shares of the class in question (other than treasury shares) present in person or by proxy may demand a poll and so that the members of such class shall on a poll have one vote for each share of the class held by them respectively. The provisions of this article shall apply to the modification or abrogation of the rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.”

**3. Article 140**

As there is no par or nominal value for shares in the capital of the Company, article 140 shall be amended by deleting the words “nominal amount” in the 8th line and “of a nominal amount” in the 10th line and replacing them with “number” and “with an issue price” respectively such that it will read as follows:

“The Company may, upon the recommendation of the directors, by ordinary resolution authorise the capitalisation of any sum standing to the credit of the Company's profit and loss account or reserve or fund (whether or not available for distribution) or otherwise available for distribution by appropriating the sum to be capitalised to:

- (a) those members who are the holders of the shares on which the sum would have been paid if distributable by way of dividend; and

(b) the Company if it is holding treasury shares,

in proportion to the number of those shares held by them respectively, and by applying the sum on their behalf either in paying up in full unissued shares in or debentures of the Company with an issue price equal to the sum, the shares or debentures to be allotted, credited as fully paid, to those members in the proportion aforesaid, or (subject to the provisions of the Act) in or towards paying up any amounts for the time being unpaid on any shares respectively held by those members.”

*Notes:*

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder 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 that shareholder. A proxy need not be a shareholder of the Company. A Proxy Form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at 38 Beach Road, South Beach Tower #29-11, Singapore 189767 no later than 4.00 p.m. on 29 August 2015.
3. The return of a completed proxy form will not prevent a shareholder attending the Extraordinary General Meeting and voting in person if he/she wishes to do so. To be entitled to attend and vote at the Extraordinary General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register at 4.00 p.m. on 29 August 2015 (or, in the event of any adjournment, 48 hours before the adjourned meeting (excluding any part of a day that is not a Business Day)). Changes to the Register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and the disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.