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If you have sold or transferred all of your Ordinary Shares in VVV Resources Limited, you should forward this Document, together with the accompanying Form of Proxy, immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

The distribution of this Document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute an offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in VVV Resources Limited.

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# **VVV RESOURCES LIMITED (to be renamed VVV SPORTS LIMITED)**

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2020 (as amended) with registered number 1960948)

## **Notice of Annual General Meeting**

**AND**

**Proposed  
Underwritten Subscription to raise £900,000  
Share issuance to certain creditors of R8 Capital  
Adoption of a new Investment Strategy  
Change of name to VVV Sports Limited**

**Aquis Corporate Adviser  
PETERHOUSE CAPITAL LIMITED**



**Your attention is drawn to the letter from the Non-Executive Director of VVV Resources Limited set out on pages 7 to 10 of this Circular, which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting. The Annual General Meeting has been convened by the Directors for the purpose of considering the Proposals set out in this Circular.**

Notice of an Annual General Meeting of **VVV Resources Limited**, to be held at the offices of Peterhouse Capital Limited at 3rd Floor, 80 Cheapside, London, EC2 V6EE, at 10:00 am on June 9<sup>th</sup>, 2025, is set out at the end of this Circular. The enclosed Form of Proxy should, to be valid, be completed and returned in accordance with the instructions printed on it so as to be received no later than 10:00 am on June 5<sup>th</sup>, 2025, or 2 business days before any adjourned meeting. Completion and return of the Form of Proxy will not preclude a Shareholder from attending in person and voting at the Annual General Meeting.

**Peterhouse Capital Limited, which is authorised and regulated by the Financial Conduct Authority, is the Company's Aquis Corporate Adviser. Peterhouse Capital Limited has not made its own enquiries except as to matters which have come to its attention and on which it considered it necessary to satisfy itself and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Circular, or for the omission of any material information, for which the Directors are solely responsible. Peterhouse Capital Limited is acting for the Company and no one else in relation to the arrangements proposed in this Circular and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person on the content of this Document.**

Copies of this Circular will be available free of charge from the offices of Peterhouse Capital Limited, 3<sup>rd</sup> Floor, 80 Cheapside, London, EC2V 6EE, from 10:00 am on May 13<sup>th</sup>, 2025, during normal business hours for a period of one month and on the website of the Company.

# CONTENTS

	Page
Expected Timetable of Principal Events	3
Share Capital Statistics	3
Definitions	4
Directors, Secretary and Advisers	6
Letter from the Non-Executive Director of VVV Resources Limited	7
Notice of Annual General Meeting	11

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	May 13 <sup>th</sup> 2025
Latest time and date for receipt of Forms of Proxy in respect of the Annual General Meeting	10:00 am on June 5 <sup>th</sup> 2025
Record Date for the Annual General Meeting	10:00 am on June 5 <sup>th</sup> 2025
Annual General Meeting	10:00 am on June 9 <sup>th</sup> 2025
Issue of the New Ordinary Shares and admission to trading on the Aquis Growth Market	On June 9 <sup>th</sup> 2025
CREST stock accounts credited with the New Ordinary Shares in uncertificated form	On or around June 20 <sup>th</sup> 2025
CREST accounts credited with New Ordinary Shares	On June 9 <sup>th</sup> 2025

## SHARE CAPITAL STATISTICS

Ordinary Shares in issue as at the date of the Document	17,760,504
New Ordinary Shares to be issued at £0.01 per share pursuant to the Subscription	90,000,000
New Ordinary Shares to be issued at £0.01 per share to the R8 Noteholders	190,220,932
New Ordinary Shares to be issued at £0.01 per share to Ex-Director	1,321,282
Subscription Shares as a percentage of the Enlarged Share Capital	27.3%
Enlarged Share Capital following the Proposals set out in this Document	299,302,718
Gross proceeds of the Subscription at the Subscription Price	£900,000
Estimated net proceeds of the Subscription	£800,000

## DEFINITIONS

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

“Admission”	Admission of the New Ordinary Shares to trading on the Aquis Growth Market;
“Annual General Meeting”	the Annual General Meeting of the Company to be held at the offices of Peterhouse Capital Limited, 3 <sup>rd</sup> Floor, 80 Cheapside, London EC2V 6EE on 10:00 am on June 9 <sup>th</sup> , 2025;
“Articles” or “Articles of Association”	the articles of association of the Company from time to time;
“Aquis Exchange”	Aquis Exchange PLC, a recognised investment exchange under section 290 of FSMA;
“Aquis Growth Market”	the primary market for listed securities operated by Aquis Exchange;
“Aquis Growth Market Rules”	the Aquis Growth Market Access Rulebook, which set out the admission requirements and continuing obligations of companies seeking admission to and whose shares are admitted to trading on the Access Segment of the Aquis Stock Exchange Growth Market;
“BVI Act”	BVI Business Companies Act 2020, as amended;
“Campana”	Campana Investments Limited, a company registered in Guernsey, with registered address, The Old Stables, Rue a L’Or, St Peter Port, GY1 1QG;
“Circular” or “Document”	this document and its contents;
“Company” or “VVV”	VVV Resources Limited, a company registered in the British Virgin Islands under the BVI Act, with registered number 1960948;
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the holding and transfer of title to shares in uncertificated forms;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) as amended;
“Directors”	Jonathan Rowland, Richard Morecroft, Mahesh S/o Pulandaran and Benjamin Hill who are the Directors of the Company as at the date of this Circular;
“Enlarged Share Capital”	the issued ordinary share capital of the Company, as enlarged by the issue of the New Ordinary Shares;
“Euroclear”	Euroclear UK & International Limited, a company incorporated in England and Wales and the operator of CREST;
“Ex-Director”	Jim Williams who resigned from the Company on 3 February 2025;
“Existing Shareholders”	holders of Ordinary Shares at the date of this Document;
“FCA”	the Financial Conduct Authority;
“Form of Proxy”	the form of proxy accompanying the Circular for use at the Annual General Meeting;

“FSMA”	Financial Services and Markets Act 2000;
“Initial Subscription”	the £100,000 subscription in the Company by Campana announced on 17 April 2025;
“Investment Strategy”	the proposed new investment strategy of the Company, as further described in paragraph 4 of the Non-Executive Director’s letter;
“New Ordinary Shares”	the new Ordinary Shares to be issued pursuant to the issue of the Subscription Shares, the R8 Noteholder Shares and the Ex-Director Shares;
“Ordinary Shares”	ordinary shares of no-par value each in the capital of the Company;
“Peterhouse”	Peterhouse Capital Limited, a company incorporated in England and Wales with company number 02075091 (authorised by the FCA with firm reference number 184761);
“Proposals”	the proposals set out in this Circular;
“R8 Capital”	R8 Capital Investments Plc, a company incorporated in England and Wales with company number 12794676;
“R8 Noteholders”	the holders of convertible loan notes issued by R8 Capital;
“R8 Noteholder Shares”	the 190,220,932 new Ordinary Shares to be issued to the R8 Noteholders;
“Resolutions”	the resolutions set out in the notice of Annual General Meeting contained within the Circular;
“Rowland Investors”	means Campana and/or any other subscriber for Subscription Shares introduced by Campana or Jonathan Rowland to the Company;
“Shareholders”	holders of Ordinary Shares in the Company from time to time;
“Sterling” or “£”	the lawful currency of the UK;
“Subscription”	the £900,000 subscription of the Subscription Shares at the Subscription Price, underwritten pursuant to the Underwriting Letter, conditional on Admission;
“Subscription Price”	£0.01 per new Ordinary Share;
“Subscription Shares”	the 90,000,000 new Ordinary Shares to be issued by the Company pursuant to the Subscription and underwritten pursuant to the Underwriting Letter;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“Underwriting Letter”	the underwriting letter entered into between Campana and the Company dated 12 May 2025; and
“Warrant”	the warrants to be issued by the Company to Campana, further described in paragraph 2 of the Non-Executive Director’s letter.

## Directors, Secretary and Advisers

<b>Directors</b>	Jonathan David Rowland (Executive Chairman) Mahesh S/o Pulandaran (Non-Executive Director) Benjamin Hill (Non-Executive Director) Edward Richard Walker-Morecroft ("Richard Morecroft") (Non-Executive Director)
<b>Registered Office</b>	Vistra Corporate Services Center Wickhams Cay II Road Town, Tortola British Virgin Island VG1110
<b>Aquis Corporate Adviser</b>	Peterhouse Capital Limited 3 <sup>rd</sup> Floor, 80 Cheapside London, EC2V 6EE United Kingdom
<b>Registrar</b>	Computershare Investor Services (BVI) Limited Craigmuir Chambers, PO Box 71 Road Town, Tortola VG1110 British Virgin Islands
<b>Company's website</b>	<a href="https://www.vvresources.co.uk">https://www.vvresources.co.uk</a>

# Letter from the Non-Executive Director of VVV RESOURCES LIMITED (to be renamed VVV SPORTS LIMITED)

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2020 (as amended)  
with registered number 1960948)

Directors:

Jonathan David Rowland (Executive Chairman)  
Mahesh S/o Pulandaran (Non-Executive Director)  
Benjamin Hill (Non-Executive Director)  
Edward Richard Walker-Morecroft (“Richard Morecroft”) (Non-Executive Director)

Registered Office:

Vistra Corporate Services  
Center  
Wickhams Cay II  
Road Town, Tortola  
British Virgin Island  
VG1110

13 May 2025

To Shareholders

## Notice of Annual General Meeting

AND

### Proposed Underwritten Subscription to raise £900,000 Share issuance to certain creditors of R8 Capital Adoption of a new Investment Strategy Change of name to VVV Sports Limited

#### 1. Introduction

On 17 April 2025, the Company announced the Initial Subscription by Campana, a Guernsey based company controlled by David Rowland, introduced through Peterhouse Capital. The Initial Subscription was done via the issuance of 10,000,000 Ordinary Shares at a price of £0.01 per share. The Initial Subscription resulted in Campana owning c. 56.3% of the Company's issued share capital following completion of the Initial Subscription. The announcement also highlighted the proposed £900,000 conditional underwritten subscription by Campana, the Company's new investment strategy, Board appointments, and the Company's intention to change its name.

This Circular sets out the background to and the reasons for the £900,000 underwritten subscription by Campana, a company beneficially owned by David Rowland, the adoption of a new Investment Strategy and other matters of special business to be proposed at the Annual General Meeting. It also explains why the Directors consider the Proposals to be in the best interests of the Company and Shareholders as a whole and why the Non-Executive Director recommends that Shareholders should vote in favour of the Resolutions to be proposed at the Annual General Meeting.

The Subscription proceeds will be used to recapitalise the Company and implement the Company's proposed new Investment Strategy, further details of which can be found in paragraph 4 below.

A notice convening an Annual General Meeting at 10:00 am on June 9<sup>th</sup>, 2025, at the offices of Peterhouse Capital Limited, 3<sup>rd</sup> Floor, 80 Cheapside, London EC2V 6EE, to consider the Resolutions, is set out at the end of this Circular.

## **2. Underwritten Subscription to raise £900,000**

Conditional on approving the Annual General Meeting Resolutions, Campana has committed to a further £900,000 by agreeing to underwrite the full amount of the Subscription at the Subscription Price. The Subscription will be through the issuance of 90,000,000 Subscription Shares. On 12 May 2025, the Company and Campana entered into an Underwriting Letter, whereby Campana has agreed to underwrite the full amount of the Subscription. Prior to the Annual General Meeting, Campana will have the right to procure other subscribers to participate in the Subscription, subject to satisfactory anti-money laundering requirements and due diligence. A further update will be provided shortly after the Annual General Meeting.

In consideration for underwriting the Subscription, Campana will receive:

- an underwriting commission equal to £90,000;
- one warrant for each new Ordinary Share subscribed pursuant to the Subscription, exercisable at £0.012, valid for three years from Admission and which vest on Admission.

All outstanding warrant instruments or other outstanding warrants will be cancelled entirely, to the extent that any exist, except for 170,000 options expiring on 4 June 2025, exercisable at 55 pence per share, being a 5,400% uplift on the Subscription Price.

## **3. Share Issuance to certain creditors of R8 Capital**

Contemporaneous with the Subscription, the Company has conditionally agreed to issue 190,220,932 New Ordinary Shares to the R8 Noteholders in such amounts as are equal to the outstanding principal and interest due on such notes as at 31 March 2025 divided by the Subscription Price.

In consideration for the issuance of the R8 Noteholder Shares, VVV will be issued with 2,619,782 ordinary shares in R8 Capital, at the prevailing bid price, immediately on passing of the Resolutions.

It is noted that Jonathan Rowland (closely associated person being the son of David Rowland, beneficial owner of Campana), is a substantial shareholder and director of R8 Capital. Having considered the terms of the proposed issuance of the R8 Noteholder Shares, and having exercised reasonable care, skill and diligence, Mahesh Pulandaran, the independent Director for the purpose of such share issuance, considers that the issuance of the R8 Noteholder Shares is fair and reasonable insofar as the Shareholders of the Company are concerned.

## **4. Adoption of a new Investment Strategy**

The Company intends to invest in the sports and entertainment sectors and in particular fast growing and widely adopted young sports such as Padel Tennis, Pickleball and Beach Tennis. These particular sports generally compliment other social activities/sports such as tennis, gym and Beach Volleyball.

The primary focus initially will be on the fast-growing sport of Padel and in particular the opportunity that exists within the UK. Lack of infrastructure has led to the UK being behind the curve in the sport and therefore offers opportunities. The creation of a dedicated business focused on Padel, which is well funded and led by experienced people will lead to the Company being very influential in the shaping of the sport in the UK. Two specific areas of interest have been identified and will be the focus of the Investment Strategy over the next 24 months. The first being the opening of an elite purpose built aspirational padel venue/multi use club which the UK currently lacks. The second will be the formation of a prestigious tournament platform for the UK, conceptually similar to the Champions League and utilising a franchise model.

Played in over 90 countries and by over 18 million people globally, Padel is one of the fastest growing sport in the world. Played by celebrities and royalty, it's a popular and addictive sport.

Innovation will be a core focus, identifying exciting and fast-growing opportunities within the sports sector and strategic ways to scale. Rights and distribution opportunities will also be considered as well as investment in players, education and coaching and other projects, such as clubs and further tournaments globally. This will include sourcing sponsorship, player management and investment, player profiling and marketing, and administration services.

The Directors believe that their collective experience, together with their extensive network of contacts, will assist them in the identification, evaluation and funding of appropriate investment opportunities. When necessary, other external professionals will be engaged to assist in the due diligence on prospective targets and their management teams. The Directors will also consider appointing additional directors and /or advisors with relevant experience if the need arises.

There will be no limit on the number of projects into which the Company may invest, and the Company may invest in a number of propositions. The Company may need to raise additional funds for these purposes and may use both debt and/or equity.

## **5. Change of Name**

Subject to Shareholders' approval of the Proposals, it is proposed that the name of the Company be changed to VVV Sports Limited.

If Resolution 7 is approved, and in accordance with Section 21 of the BVI Act, a filing and application will be presented to the Registrar of Corporate Affairs to issue a Certificate of Change of Name. Subsequently, the Memorandum and Articles of Association will be amended to reflect the change of name.

The change of name is expected to occur on or around June 9<sup>th</sup>, 2025, being the day of the Annual General Meeting. The Company ticker will remain unchanged as "VVV".

## **6. Other Matters**

The Company has agreed to pay Jim Williams, the ex-Executive Chairman of the Board, £26,425.43, half in cash and half in VVV Ordinary Shares at a deemed £0.01 per share. The Company will issue 1,321,282 New Ordinary Shares to Jim Williams, who will waive any notice period and be entitled to no further compensation.

David Ajemian stepped off the Board on 12 May 2025 and the Board expressed their thanks for his brief tenure as a Director of the Company. As previously announced, Jonathan Rowland and Richard Morecroft joined the Board of Directors on 17 April 2025.

## **7. Annual General Meeting**

Notice convening the Annual General Meeting of the Company, to be held at the offices of Peterhouse Capital Limited, 3<sup>rd</sup> Floor, 80 Cheapside, London EC2V 6EE at 10:00 am on June 9<sup>th</sup>, 2025, is set out at the end of the Document.

At the Annual General Meeting, the following Resolutions will be proposed, of which resolutions 1 to 5 will be proposed as ordinary resolutions and resolutions 6 to 8 will be proposed as special resolutions:

Resolution 1 seeks to ratify the audited year ended accounts to 31 December 2023;

Resolution 2 seeks to re-appoint Pointon Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting;

Resolution 3 seeks approval to issue the 90,000,000 Subscription Shares, 190,220,932 R8 Noteholder Shares, the 1,321,282 Ex-Director Shares and allow an additional amount of 300,000,000 Ordinary Shares, to be issued at the disposal of the Directors following the Annual General Meeting;

Resolutions 4 and 5 seeks the re-election of Mahesh Pulandaran and Benjamin Hill as Directors of the Company;

Resolution 6 seeks approval for the proposed new Investment Strategy;

Resolution 7 seeks approval to change the name of the Company to VVV Sports Limited and that the Company's memorandum and articles of association be amended to reflect such change of name; and

Resolution 8 seeks approval to disapply the statutory pre-emption rights under section 46 of the BVI Business Companies Act 2020.

**Please note that unless all of the Resolutions are passed, the Proposals outlined in this Document will not proceed.**

#### **8. Action to be taken**

Shareholders will find a Form of Proxy enclosed for use at the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company, not later than 10:00 am June 5<sup>th</sup>, 2025, being 2 business days before the time appointed for holding the Annual General Meeting. You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the Annual General Meeting instead of you. Completion of the Form of Proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish. Your attention is drawn to the notes to the Form of Proxy.

#### **Recommendation**

**I consider the Proposals to be in the best interests of the Company and the Shareholders as a whole and therefore recommend that you vote in favour of the Resolutions, as the Directors intend to do in respect of their own shares.**

Yours faithfully,

Mahesh S/o Pulandaran  
For and on behalf of the Board  
VVV Resources Limited

## NOTICE OF ANNUAL GENERAL MEETING

### VVV RESOURCES LIMITED (to be renamed VVV SPORTS LIMITED)

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2020 (as amended) with registered number 1960948)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the members of the Company will be held at the offices of Peterhouse Capital Limited, 3<sup>rd</sup> Floor, 80 Cheapside, London, EC2V 6EE at 10:00 am on June 9<sup>th</sup> 2025, to consider and, if thought fit, pass the following resolutions, resolutions numbered 1 to 5 being proposed as ordinary resolutions and resolutions number 6 to 8 being proposed as special resolutions, but so that neither the ordinary resolutions nor the special resolutions shall be passed unless all are passed.

This Notice concerns matters described in a circular to shareholders of the Company dated May 13<sup>th</sup>, 2025 (the "Circular"). Words and expressions defined in the Circular have the same meaning in this Notice.

#### ORDINARY RESOLUTIONS

- 1 THAT the financial report in respect of the Company and its entities for the year ended 31 December 2023, together with the Directors' Report in relation to that financial period and the Auditor's Report in respect of the Financial Report be approved.
- 2 THAT Pointon Young be appointed as the auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditors of the Company.
- 3 THAT in accordance with Section 29 of the BVI Business Companies Act 2020 (the "**Act**"), the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot ordinary shares (as defined in the notes to this Resolution) PROVIDED THAT this authority shall be limited to:
  - (a) the allotment of 90,000,000 Ordinary Shares pursuant to the Subscription;
  - (b) the allotment of 190,220,932 Ordinary Shares to the R8 Noteholders;
  - (c) the allotment of 1,321,282 Ordinary Shares to the Ex-Director; and
  - (d) the allotment of an additional 300,000,000 Ordinary Shares, at the disposal of the Directors.

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

4 THAT Mahesh S/o Pulandaran be re-appointed to the Board of the Company.

5 THAT Benjamin Hill be re-appointed to the Board of the Company.

### **SPECIAL RESOLUTIONS**

6 THAT, the new Investment Strategy as set out in the Circular be approved.

7 THAT, the Company's name be changed to VVV Sports Limited

8 THAT, in accordance with section 46 of the BVI Business Companies Act 2020 (the "**Act**"), the Company disappplies the statutory pre-emption rights, pursuant to Resolution 2 above, provided that this power shall be limited to:

- (a) the allotment of 90,000,000 Ordinary Shares pursuant to the Subscription;
- (b) the allotment of 190,220,932 Ordinary Shares to the R8 Noteholders;
- (c) the allotment of 1,321,282 Ordinary Shares to the Ex-Director; and
- (d) the allotment of an additional 300,000,000 Ordinary Shares, at the Disposal of the Directors.

**By Order of the Board**

Mahesh S/o Pulandaran

*Registered Office:*

Vistra Corporate Services Center  
Wickhams Cay II, Road Town  
Tortola VG 1110  
British Virgin Islands

Date: May 13<sup>th</sup> 2025

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Peterhouse Capital, 3rd Floor, 80 Cheapside, EC2V 6EE by not later than 48 hours prior to the time fixed for the AGM or emailed to [info@vvrresources.co.uk](mailto:info@vvrresources.co.uk)
3. Completion and return of a Form of Proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person (if so entitled).
4. In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
5. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at 10:00 am on June 5<sup>th</sup>, 2025.
6. As at the close of business on May 12<sup>th</sup> 2025, the Company's issued share capital comprised 17,760,504 shares of no-par value. Each Ordinary Share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 17,760,504.