

15th July 2013

To the holders of ordinary shares and for information only to the holders of options

Shidu Capital plc: Notice of General Meeting; Revised Investing Policy; Adoption of New Articles of Association; Renewal of Share Allotment Authorities and Change of Name to Alpha Returns Group plc

Dear Shareholder

As outlined at the recent Annual General Meeting, the Company is today convening a general meeting to be held at 10 a.m. on Thursday 1 August 2013 at 31 Lombard Street, London EC3V 7BQ in order to authorise new directors' authorities to allot shares, to adopt new Articles of Association in line with the latest corporate legislation and, in line with new objectives of the Company as an investing company, to amend the Company's existing Investing Policy by de-emphasising natural resources as a focus industry, allowing the company to invest in any business sector within its targeted geographic focus. Further, the directors are seeking approval for a change of name to Alpha Returns Group plc. Existing share certificates will continue to be valid.

The full text of the proposed revised investing policy is set out in Annexure 1 to the Notice of General Meeting and an explanation of the principal changes that would arise from the adoption of the new articles of association in Appendix 1 to this letter.

A Form of Proxy for use in connection with the General Meeting accompanies this document. The Form of Proxy should be completed in accordance with the instructions printed thereon and returned to the Company at 31 Lombard Street, London, EC3V 9BQ, as soon as possible, but in any event so as to be received by 10.00 a.m. on 30th July 2013. The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person, should they so wish. Shareholders who hold their Ordinary Shares through a nominee should instruct the nominee to submit the Form of Proxy on their behalf.

The directors of the Company will be voting in favour of each of the resolutions in respect of their own holdings and recommend that all shareholders vote in favour.

Yours faithfully

Angus Forrest
Chairman

APPENDIX 1

ADOPTION OF NEW ARTICLES OF ASSOCIATION – EXPLANATORY TEXT

The Company last updated its Articles of Association in 2008 and since then a number of statutory changes have taken place. The Directors believe that it is prudent to replace the existing articles with new Articles (the “New Articles”) which take account among other matters that the Companies Act 1985 is now repealed (subject to the retention of a provision regarding company investigations), and that the Financial Services Authority is now the Financial Conduct Authority.

The principal changes arising from the adoption of the New Articles, other than changes which are of a minor, technical or clarifying nature, are set out below. All references to articles are to the specific article in the New Articles.

1. All references to the Companies Act 1985 have been removed.
2. All references to the Financial Services Authority have been replaced with references to the Financial Conduct Authority.
3. A new definition of “Board” has been inserted.
4. Article 4 clarifies that none of the provisions of the Memorandum of Association of the Company shall from the date of adoption of the New Articles apply.
5. Article 15.1 clarifies that the Company shall have a first lien on every share not paid up which shall extend to all dividends and other moneys payable in respect of it.
6. Article 27.6 permits the Board to resolve that persons entitled to attend a general meeting may do so by attendance and participation at one or more satellite meeting places anywhere in the world provided that facilities are available and designed to ensure that persons attending at the principal place and each satellite place are able to participate in the business of the meeting and see and hear all persons who speak at the principal place or in any satellite meeting place.
7. Article 29.3 provides that in the case of a resolution duly proposed as an ordinary resolution that any proposal to amend it shall be received no later than 48 hours before the time appointed for the meeting. This amends the current time requirement of 7 days before the time appointed for the meeting.
8. Article 32 provides that the maximum number of directors may not be more than 12 in number.
9. Article 39 provides, for the avoidance of doubt, that no person may be disqualified from being appointed a director or required to vacate his office by reason only of age.
10. Article 43 is a new article which restricts the borrowing powers of the Board without the sanction of an ordinary resolution to an amount equal to the greater of £1,000,000 or three times the adjusted capital and reserves, as such terms are defined in the New Articles.
11. Article 44.2 reflects that the Company operates from Hong Kong and accordingly provides for a notice to be given by any director who is not in Hong Kong in relation to board meetings.

A full copy of the new Articles of Association is available on our website.

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a **General Meeting** of **Shidu Capital PLC** (the “Company”) will be held at 10.00 am on 1 August 2013 at 31 Lombard Street, London, EC3V 9BQ for the purpose of considering and, if thought fit, pass the following resolutions, resolutions numbered 1 and 2 being proposed as ordinary resolutions and resolutions 3, 4 and 5 as special resolutions:

Ordinary Resolutions:

1. THAT the Investing Policy attached to this notice of General Meeting as Annexure 1 be approved and the directors of the Company be empowered to carry the same into effect.
2. THAT, in accordance with section 551 of the Companies Act 2006 (“2006 Act”), the directors of the Company (“Directors”) be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £100,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the Annual General Meeting of the Company to be held in 2014 or, if earlier, 15 months after the date on which this resolution has been passed, provided that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

Special Resolutions:

3. THAT, subject to the passing of resolution 2 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 2 above, as if section 561(1) of the 2006 Act or any pre-emption provisions in the Company’s articles of association did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:
 - 3.1 any allotment of equity securities where such securities have been offered whether by way of rights issue, open offer, or otherwise to holders of equity securities in proportion as nearly as may be practicable to their then holdings of such securities but subject to the directors having the right to make such exclusions or other arrangements in connection with such offer as they deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever,
 - 3.2 the allotment (otherwise than pursuant to sub-paragraph (1) above) of equity securities up to an aggregate nominal value of £100,000 such authority and power shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the Annual General Meeting of the Company to be held in 2014 or, if earlier, 15 months after the date on which this resolution has been passed, provided that the Company may, before such expiry, make any offer or agreement or other arrangement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement or other arrangement as if the power hereby conferred had not expired

4. THAT the articles of association set out in the document produced to the meeting and initialled by the Chairman of the meeting for identification be and are hereby approved as the articles of association of the Company adopted in substitution for and to the exclusion of the existing articles of association of the Company.
5. THAT the name of the Company be changed to “Alpha Returns Group PLC”.

By Order of the Board

Christopher Neo

Director

Registered Office:

31 Lombard Street

London

EC3V 9BQ

NOTES TO THE NOTICE OF GENERAL MEETING

1. A member entitled to attend, speak and vote at the meeting in accordance with note 5 below may appoint a proxy to exercise all of his rights to attend, speak and vote instead of him at the meeting. A proxy can only be appointed using the procedures set out in these notes and the notes to the form of proxy. A proxy need not also be a member of the Company but he must attend the meeting to represent the member appointing him. The form of proxy for use at the meeting, which is attached, must be lodged at 31 Lombard Street, London EC3V 9BQ not less than 48 hours before the time appointed for the meeting (but no account shall be taken of a part of a day that is not a working day).
2. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. More than one proxy may not be appointed to exercise rights attached to any one share.
3. Completion and return of the form of proxy will not preclude members entitled to attend and vote at the meeting (or at any adjournment of the meeting) from doing so in person if they so wish.
4. The Company specifies, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, that only those shareholders registered in the register of members of the Company no later than 6.00 pm on 30 July 2013 or if this meeting is adjourned at 6.00 pm on the day two days prior to the adjourned meeting (but no account shall be taken of a part of a day that is not a working day) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their respective names at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The notes to the proxy form explain how to direct the proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to the Company, Shidu Capital Plc, at 31 Lombard Street, London EC3V 9BQ; and
 - received by the Company no later than 10.00am on 30 July 2013 or not less than 48 hours before any adjournment of the meeting but no account shall be taken of a part of a day that is not a working day.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by

an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

6. Please note that communications regarding the matters set out in this notice of General Meeting will not be accepted in electronic form.

ANNEXURE 1

PROPOSED INVESTING POLICY

With its Asia-centric focus, The Company will actively seek to acquire and consolidate holdings in companies operating in high-growth Asian economies, with the intention to create and sustain long-term value. The Company may invest in any business sector within its targeted geographic focus.

The Directors see Asia-Pacific as having considerable growth potential for the foreseeable future and many of the prospects they have identified are in this region. The Directors will focus on investments and the opportunities would generally have some or all of the following characteristics, namely:

- a majority of their revenue derived from the Asia-Pacific, and strongly positioned to benefit from the region's growth;
- a trading history which reflects past profitability or potential for significant capital growth going forward; and
- where all or part of the consideration could be satisfied by the issuance of new Ordinary Shares or other securities in the Company. The Company does not currently intend to fund any investments with debt or other borrowings but may do so if appropriate.

It is anticipated that the main driver of success for the Company will be its focus, during the investment screening process, on the management involved in the potential investee companies and the potential value creation that the team of people is capable of realising. The Company will identify and assess potential investment targets and where it believes further investigation is required, intends to appoint appropriately qualified advisers to assist in the due diligence process.

The Company intends to be an active investor, and the Directors will seek representation on the board of the investee company where they feel that an investee company would benefit from their skills and expertise.

Investments may be made in all types of assets falling within the remit of the Investing Policy and there will be no sector-driven investment restrictions. Investments may be made in either quoted or unquoted companies and structured as a direct acquisition, joint venture or as a direct interest in a project.

New investments will be held for the medium to longer term, although shorter term disposal of any investments cannot be ruled out. There will be no limit on the number of projects into which the Company may invest and the Company's financial resources may be invested in a number of propositions or in just one investment, which may be deemed to be a reverse takeover pursuant to Rule 14 of the AIM Rules. Where the Company builds a portfolio of related assets it is possible that there may be cross-holdings between such assets.

The Company intends to deliver Shareholder returns principally through capital growth rather than capital distribution via dividends.

The Company will be required to make an acquisition or acquisitions which constitute a reverse takeover under the AIM Rules or otherwise implement its Investing Policy within 12 months of becoming an investing company under AIM Rule 15, failing which the Ordinary Shares would then be suspended from trading on AIM. If the Investing Policy has not been implemented within a further six months the admission to trading on AIM of the Ordinary Shares would be cancelled and the Directors will convene a general meeting of the Shareholders to consider whether to continue seeking investment opportunities or to wind up the Company and distribute any surplus cash back to Shareholders.

The Directors believe that their broad collective business and investing experience will assist them in the identification and evaluation of suitable opportunities and will enable the Company to achieve its investing objectives.