

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** When considering what action to take on the contents of this document, you are recommended to seek your own financial advice immediately from an independent financial adviser who specialises in advising on the acquisition of shares and other securities being in the case of persons resident in Ireland, an organisation or firm authorised or exempted under the Investment Intermediaries Act 1995 as amended of Ireland or the Stock Exchange Act 1995 of Ireland or in the case of persons resident in the United Kingdom, an organisation or firm authorised pursuant to the Financial Services and Markets Act 2000 of the United Kingdom (“FSMA”).

AIM and IEX are both markets designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM and IEX securities are not admitted to either the Official List of the UK Listing Authority or the Official List of the Irish Stock Exchange (together the “Official Lists”). A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The AIM Rules and IEX Rules are less demanding than those of the Official Lists and it is emphasised that no application is being made for admission of the Ordinary Shares to either of the Official Lists. Furthermore, neither the London Stock Exchange, the Irish Stock Exchange, the UK Listing Authority, nor the Financial Regulator have examined or approved the contents of this document.

## **OAKHILL GROUP plc**

### **APPENDIX TO SCHEDULE ONE ANNOUNCEMENT**

#### **FURTHER INFORMATION ON OAKHILL GROUP plc**

This Appendix is prepared in accordance with section (k) of the supplement to schedule one of the AIM Rules for companies (“AIM Rules”) and of the IEX Rules for companies (“IEX Rules”) published by the London Stock Exchange and the Irish Stock Exchange, respectively. It includes information equivalent to that required for an admission document, which is not currently public. The Company’s Public Record can be accessed freely on the Company’s website [www.oakhillplc.ie](http://www.oakhillplc.ie) and via RNS. This Appendix should be read in conjunction with the schedule one pre-admission announcement (the “Schedule One”) made by the Company at least 20 days prior to Admission and the Public Record. (This Appendix and Schedule One together constitute “the Announcement”).

The Directors of Oakhill, whose names appear on the Schedule One, accept responsibility for the information contained in the Announcement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in the Announcement is in accordance with the facts and, when read in conjunction with the Public Record, does not omit anything likely to affect the import of such information.

Davy, which is regulated by the Financial Regulator of Ireland, has been appointed as Nominated Adviser, IEX Adviser and Broker to the Company. Davy is acting exclusively for the Company in connection with the Admission and is not acting for any other person and will not be responsible to any person for providing the protections afforded to customers of Davy or for advising any other person in connection with the arrangements described in the Announcement. In accordance with the AIM Rules and IEX Rules, Davy has confirmed to the London Stock Exchange and the Irish Stock Exchange that it has satisfied itself that the Directors have received advice and guidance as to the nature of their responsibilities and obligations to ensure compliance by the Company with the AIM Rules and IEX Rules, and that, in its opinion and to the best of its knowledge and belief, all relevant requirements of the AIM Rules and IEX Rules have been complied with. Davy accepts no liability whatsoever for the accuracy of any information or opinions contained in this document or for the omission of any material information, for which it is not responsible.

Copies of this document will be freely available to the public on the Company’s website from the date of this document for the period of at least one month from Admission.

## DEFINITIONS

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

"Act"	the Companies Act 1963 of Ireland and every statutory extension, modification or re-enactment thereof from time to time;
"Admission"	admission of all the Ordinary Shares in issue to trading on AIM and IEX becoming effective in accordance with the AIM Rules and IEX Rules;
"AIM"	the market of that name operated by the London Stock Exchange;
"AIM Rules"	the rules for AIM companies and their nominated advisers, issued by the London Stock Exchange in relation to AIM traded securities;
"Oakhill Group" or "the Group"	Oakhill and its subsidiaries and subsidiary undertakings;
"Articles"	the articles of association of the Company;
"Board" or "Directors"	the board of directors of the Company, whose names are set out on the Schedule One;
"Business Day"	a day, other than a Saturday, Sunday or public holiday when banks are normally open for the transaction of normal banking business in London;
"Company" or "Oakhill"	Oakhill Group plc;
"CREST"	the relevant system (as defined in the CREST Regulations) to facilitate the transfer of title of shares in uncertificated form in respect of which CRESTCo Limited is the operator (as defined in the CREST Regulations);
"CREST Regulations"	The Uncertificated Securities Regulations 2001 (SI 2001 No. 3755);
"Davy"	J&E Davy, trading as Davy;
"Financial Regulator"	the Irish Financial Services Regulatory Authority;
"FSMA"	Financial Services and Markets Act 2000 (UK);
"IEX"	the market of that name operated by the Irish Stock Exchange;

"IEX Rules"	the rules for IEX companies and their IEX advisers, issued by the Irish Stock Exchange in relation to IEX traded securities;
"Ireland"	the island of Ireland, excluding Northern Ireland and the word Irish shall be construed accordingly;
"Irish Stock Exchange"	the Irish Stock Exchange Limited;
"London Stock Exchange"	London Stock Exchange plc;
"Engagement Letter"	has the meaning given to it in paragraph 6(i);
"Ordinary Shares"	ordinary shares of nominal value €0.10 in the capital of the Company;
"Public Record"	the Company's current public disclosure available on the Company's website and/or RNS
"RNS"	the Regulated Information Service Provider to the Company;
"Schedule One"	the pre-admission announcement to be made by the Company prior to Admission in accordance with AIM Rule 2;
"Shareholders"	holders of Ordinary Shares;
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland;
"UKLA"	UK Listing Authority, which is the Financial Services Authority acting in its capacity as the competent authority pursuant to Part VI, FSMA;

**Notes:**

- (i) Unless otherwise stated in this document, all reference to statutes or other forms of legislation shall refer to statutes or forms of legislation of Ireland. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.
- (ii) The symbols "€" and "c" refer to euro and euro cent respectively, the symbols "Stg£" or "£" or "p" refer to sterling, and the symbols "US\$" or "\$" refer to US dollars.

## 1. INVESTMENTS

The Group's principal investment in recent years has been through capital investment in its existing businesses. A historical summary of capital expenditure in the two businesses is provided below:

<b>Capital expenditure summary</b>	2006 6 months € million	2005 Full year € million	2004 Full year € million	2003 Full year € million
Managed Services	1.14	1.40	1.10	1.32
Books & Journals	0.05	3.62	0.99	1.28
	<hr/>	<hr/>	<hr/>	<hr/>
	1.19	5.02	2.09	2.60
 New borrowings used to finance capital expenditure	 0.74	 4.25	 0.47	 1.91

The Group has not entered into any firm commitments to undertake further material capital investment at this time.

## 2. DIVIDEND POLICY

The Directors apply a conservative dividend policy which takes into account the long term development of the business and the underlying earnings of Oakhill, whilst maintaining an appropriate level of dividend cover.

At 31 December 2005, the date of the most recent audited financial statements, the Company has an accumulated deficit on retained earnings. Dividends cannot be paid while there is a deficit on retained earnings.

## 3. ADDITIONAL INFORMATION ON THE DIRECTORS

(i) Directorships and partnerships currently held by the Directors, in addition to that in the Company, and directorships and partnerships held within the past five years are as follows:

<b>Name of director (Age)</b>	<b>Current</b>	<b>Past</b>
Daniel O' Donohoe (62)	Brice Investments IAS Group Limited Ardagh Glass Limited Boothdan Limited	Global Voice Networks Ireland Limited Global Voice Networks BV Global Voice Networks Limited Intelligent Voice Communications Limited Real Capital International Limited
Alan Jordan (47)	Boosterstown Management Limited	
Martin Delany (56)	James Crean Limited J.R. Bailey Distribution Limited Gaelectric Holdings plc Razeen Limited Original Writing Limited	Walsh Family Foods Limited Walsh Food Holdings Limited Delmonico Limited
Alastair McGuckian (69)	Masstock (Ireland) Limited Kassan Publishing Limited	James Crean plc Masstock Farm Management (Intl.)

	<p>Shankill Industries limited Kassan Immobiliser SARI - siren Kamella Rassviet Joint Stock Company M21 Ltd Errigal Limited Airvod Limited Aster Limited Bellstream Limited MCG Holdings Limited Eumom Marketing Limited</p>	<p>Limited Masstock Holdings Limited Masstock Management Limited Masstock Trading Limited  PASS Limited Almarai Intellectual Property Limited Almarai Trade Marks Limited Almarai Trading Company Limited Masstock Agri Consultants Limited Masstock Consult Limited Ovamass Holdings Limited Camella Foods Limited Farm Design Limited</p>
Raymond McLoughlin (66)	<p>Monset Limited Shankill Industries Limited IAS Group Limited Adelman Limited Oldham Securities Limited Targetlend Limited</p>	
Denis O'Brien (48)	<p>E-Island Limited Norkom Technologies plc MediaLabEurope Limited Aergo Capital Limited Communicorp Group Limited Special Olympic World Summer Games 2003 Limited Bayhill Enterprises Limited Plusvital Ireland Limited Radio Two Thousand Limited Business Educational Advancement Foundation Governor &amp; Company of the Bank of Ireland Atlantic Bridge Ventures Services Limited Norkom Group Limited News 106 Limited Boys Hope Girls Hope (Ireland) Limited Jack and Jill Foundation Norkom Technologies Limited Atrium Properties Limited Balcuik Limited National College of Ireland Mossel (Jamaica) Limited Digicel Limited Quinta do Lago SA Doncaster Rovers Football Club Limited Accelerator Technology Holdings Limited</p>	<p>E-Power Holding Limited E-Power Limited Tribatel (Ireland) Limited Irish Utilities Limited National Utilities Limited 360 Networks Technical Advisory Board Murryhill Limited E-Via SPA</p>

As at the date of this document none of the Directors has:

- (a) any unspent convictions in relation to indictable offences;
- (b) had any bankruptcy order made against him or entered into any individual voluntary arrangements;

- (c) been a director of a company which has been placed in receivership, compulsory liquidation, administration, been subject to a voluntary arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the 12 months after he ceased to be a director of that company, save in respect of:

Alan Jordan is a former director of Technique Labels Limited. Technique Labels Limited was sold by the Group in April 2004 to an unconnected third party. Mr. Jordan resigned as a director in April 2004, upon completion of the sale. On 11 February 2005 an administrator was appointed to Technique Labels.

Denis O'Brien is a director of MediaLabEurope Limited. Following the passing of a special resolution that the company be wound up as a members' voluntary winding up, a liquidator was appointed to this company on 1 February 2005. As at the date of this document the liquidation is currently ongoing.

- (d) been a partner in any partnership which has been placed in compulsory liquidation, administration or been the subject of a partnership voluntary arrangement whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;
- (e) been the owner of any assets or a partner in any partnership which has been placed in receivership whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;
- (f) been publicly criticised by any statutory or regulatory authority (including recognised professional bodies); or
- (g) been disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of a company.
- (ii) At each annual general meeting of the Company, one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but, if there is only one Director who is subject to retirement by rotation, he shall retire provided that if, under the provisions of the Articles, a Director would remain in office for a period of more than three years since the date of his most recent retirement and re-election such Director will retire from office on the third anniversary of such date whether or not subject to retirement by rotation as aforesaid.

The initial appointment dates and the most recent dates of retirement and re-appointment of the Directors are shown in the table below:

<b>Director</b>	<b>Date of initial appointment</b>	<b>Date of most recent retirement and re-appointment</b>
D O'Donohoe	12 March 2003	23 June 2005
M Delany	10 May 2001	26 July 2006
A Jordan	25 May 2001	17 June 2004
A McGuckian	29 March 1999	17 June 2004
R McLoughlin	5 November 1998	26 July 2006
D O'Brien	29 March 1999	23 June 2005

Alan Jordan is the only Director who has a service contract with the Company. Mr Jordan's service contract does not provide for any benefits upon termination of employment and has a notice period of less than one year.

#### **4 MATERIAL CONTRACTS**

In addition to the agreements summarised in the Public Record, the following contract, not being a contract entered into in the ordinary course of business, has been entered into by the Company or its subsidiaries during the two years immediately preceding the date of the Announcement and is, or may be, material as of the date of the Announcement:

- (i) ***Appointment of Davy as Nominated Adviser, IEX Adviser and Broker to Oakhill***  
The Company and Davy have entered into an Engagement Letter dated 24 July 2006 pursuant to which the Company has appointed Davy to advise on the cancellation of the Company's quotation on the Official Lists and to act as Nominated Adviser, IEX Adviser and Broker to the Company in connection with the Company's admission to AIM and IEX. Under the Engagement Letter, Davy has agreed, inter alia, to provide such independent advice and guidance to the Directors as they may require to cancel their quotation on the Official Lists, to gain admittance to AIM and IEX and to ensure compliance by the Company on a continuing basis with the AIM and IEX Rules. The Company has agreed to pay Davy a fee of €65,000 in connection with the cancellation and admission to AIM and IEX and an annual retainer of €25,000 for its services as Nominated Adviser, IEX Adviser and Broker. The Engagement letter may be terminated at any time on three months' notice in writing from the other party (unless terminated for cause prior to such date in accordance with the terms of the Engagement Letter).

#### **5 RELATED PARTY TRANSACTIONS**

During 2005, Group companies recognised revenue of €428,000 from the supply of products to an unrelated third party company which is a supplier of these and other products and services to Digicel, a company which is controlled by Mr. Denis O'Brien. To date in 2006, revenue of €898,000 has been recognised from sales to this customer.

Normal commercial trading terms apply to these transactions and trade receivable balances are settled by cash payment.

#### **6 SETTLEMENT ARRANGEMENTS**

CREST is a paperless settlement system enabling securities to be evidenced otherwise than by certificate and transferred otherwise than by written instrument in accordance with the CREST Regulations. The Articles permit the holding of Ordinary Shares to be evidenced in uncertificated form and settlement of transactions in the Ordinary Shares may, following Admission, take place within the CREST system if Shareholders so wish.

CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so.

## **7 SUMMARY OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

### **The Company's objects and purposes**

Sub Clause 3(a) of the Memorandum of Association of Oakhill provides that the primary object of Oakhill is to acquire the Print & Packaging Division from James Crean plc and to carry on the business of an investment company and/or of a holding company and for such purpose to acquire and hold, either in the name of the Company or in the name of any nominee or agent, any shares, stocks, bonds, debentures or debenture stock (whether perpetual or not), loan stock, notes, obligations or other securities or assets of any kind, whether corporeal or incorporeal, (in this Clause referred to as "Securities") issued or guaranteed by any company and similarly to acquire and hold as aforesaid any Securities issued or guaranteed by any government, state, ruler, commissioners, or other public body or authority (and whether sovereign, dependent, national, regional, local or municipal), and to acquire any Securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit and to exercise and enforce all rights and powers conferred by or incident to the ownership of any Securities including, without limitation, all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof.

The Memorandum of Association and Articles of Association of Oakhill are kept at the registered office of the Company: 2A Sandymount Green, Sandymount, Dublin 4, Ireland and are available on the Oakhill website.

### **Articles of Association**

The following is a summary of certain of the principal provisions of the Articles of Association of the Company:

#### **Rights attaching to Ordinary Shares**

The Ordinary Shares carry the right to attend and vote at any general meeting of Oakhill. Votes at a general meeting may be given either personally or by proxy. The holders of Ordinary Shares have the right to receive a dividend as and when declared by Oakhill and to participate in bonus issues upon a capitalisation of reserves. Dividends which have remained unclaimed for twelve years from the date the dividend became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by Oakhill. If, on a winding up of Oakhill, the assets available for distribution among the members shall be more than sufficient to repay the whole of the share capital paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital at the commencement of the winding up.

#### **Convening General Meetings**

The Directors may convene general meetings. Extraordinary general meetings may also be convened on such requisition, or in default, may be convened by such requisitionists and in such manner as may be provided by the Act.

#### **Notice of General Meetings**

- (a) Subject to the provisions of the Act allowing a general meeting to be called by shorter notice, an annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one Clear Days' notice and all other extraordinary general meetings shall be called by at least fourteen Clear Days' notice.
- (b) Any notice convening a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted. It shall also give particulars of any Directors who are to retire by rotation or otherwise at the meeting and of any persons who are recommended by the Directors for appointment or re-appointment as Directors



at the meeting, or in respect of whom notice has been duly given to the Company of the intention to propose them for appointment or re-appointment as Directors at the meeting. Subject to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share by reason of the death or bankruptcy of a member and to the Directors and the Auditors.

- (c) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

## **8 GENERAL**

- (i) Other than as disclosed in this Appendix or as otherwise disclosed on the Public Record, there are no patents or other intellectual property rights, licences or particular contracts which are or may be of fundamental importance to the Company's business.
- (ii) Other than as disclosed in this Appendix or as otherwise disclosed on the Public Record, the Directors are not aware of any exceptional factors which have influenced the Company's activities.
- (iii) Other than as disclosed in this Appendix or as otherwise disclosed on the Public Record, the Company is not and has not been involved in any governmental, legal or arbitration proceedings in the 12 months preceding the date of this Appendix which may have or have had significant effects on the Company's financial position or profitability and, so far as the Directors are aware, there are no such proceedings pending or threatened against the Company.
- (iv) Save as disclosed in this document and on the Public Record, no person (excluding professional advisers as stated in this document and trade suppliers) has received directly or indirectly from the Group within the 12 months preceding the Company's application for Admission and no persons have entered into contractual arrangements to receive:
- fees totalling €14,000 (£10,000) or more;
  - securities in the Company with a value of €14,000 (£10,000) or more;
  - any other benefit with a value of €14,000 (£10,000) or more at the date of Admission.
- (v) Davy has given and has not withdrawn its written consent to the inclusion in this Appendix of references to its name in the form and context in which it appears.
- (vi) The total costs, charges and expenses payable by the Company in connection with or incidental to Admission are estimated to amount to €75,000.

Dated: 21 August 2006