

# BB Holdings Limited

Press Release For Immediate Release

---

## BB HOLDINGS LIMITED ANNOUNCES ACQUISITION OF COCKLESHELL LIMITED

---

Belize City, Belize, 6 April 2009. BB Holdings Limited (London: BBHL) (the "Company" or "BBHL") today announces that final agreement has been reached on the terms of the proposed acquisition of the entire issued share capital of Cockleshell Limited ("Cockleshell") by the Company. The acquisition will be implemented pursuant to the terms of the Merger. It is anticipated that the Merger will become effective on or around 7 May 2009 (the "Effective Date"). Completion of the Merger is conditional on the cancellation of admission to trading on AIM of the Cockleshell shares prior to the Effective Date. BBHL Shares will continue to be admitted to trading on AIM and the Bermuda Stock Exchange following completion of the Merger.

The Company will be dispatching a circular to BBHL Shareholders today containing further details of the Merger.

### **THE MERGER**

The acquisition of Cockleshell will be implemented pursuant to the terms of the Merger.

Following completion of the Merger, Cockleshell Shareholders will collectively hold up to 41,106,012 New BBHL Shares equivalent to approximately 69.9 per cent. of the existing issued share capital of BBHL and approximately 41.1 per cent. of the Enlarged BBHL Share Capital. The balance of 58,806,923 BBHL Shares, equivalent to approximately 58.9 per cent. of the Enlarged BBHL Share Capital, will be held collectively by the Existing BBHL Shareholders.

Lord Ashcroft, KCMG holds approximately 74.9 per cent. of the current issued share capital of Cockleshell and approximately 77.8 per cent. of the current issued share capital of BBHL and will hold approximately 76.6 per cent. of the Enlarged BBHL Share Capital following completion of the Merger.

By way of consideration for the Merger, Cockleshell Shareholders will be allotted and issued 0.916 New BBHL Shares for every Cockleshell Share registered in their name as at 5.00 p.m. (Belize time) on the Record Date.

Assuming completion of the Merger and using a pound sterling to US\$ exchange rate of 1:1.42, the Merger values each Cockleshell Share at 122 pence and the existing issued share capital of Cockleshell at approximately £54,670,996 in aggregate. This represents a premium of approximately 132 per cent. to the Closing Price of 52.5 pence per Cockleshell Share on 3 April 2009 (being the last Business Day prior to the announcement of the potential transaction) and a premium of approximately 50 per cent. to the net asset value of each Cockleshell Share as at 31 March 2009.

New BBHL Shares will be issued credited as fully paid to Cockleshell shareholders and will rank pari passu in all respects with the BBHL Shares in issue at the time that the New BBHL Shares are allotted and issued, including the right to receive and retain dividends and other distributions

declared, made or paid after the Effective Date. Application will be made for the New BBHL Shares to be admitted to AIM and admission is expected to take place on 8 May 2009.

Cockleshell Shareholders have the right to dissent to the Merger. However, their only remedy is to be paid the fair value for their Cockleshell Shares as at the close of business on the day prior to 5 April 2009 (being the date on which the majority shareholder of Cockleshell signed a written resolution approving the Merger).

### **TERMS OF THE MERGER**

The Merger will be effected under the IBCA and it is anticipated that the Merger will become effective on the Effective Date.

The Merger is conditional on the Cockleshell Admission Cancellation becoming effective prior to the Effective Date. If the Cockleshell Admission Cancellation does not become effective before the Effective Date, the parties' rights and obligations in relation to the Merger will automatically terminate.

The Merger Plan was approved by written resolution of the majority shareholder of Cockleshell on 5 April 2009. The Merger was also approved by written resolution of the majority shareholder of BBHL on 5 April 2009.

Subject to completion of the Merger, it is expected that on or about 8 May 2009, the New BBHL Shares will be admitted to trading on AIM and that dealings will commence on that date.

### **INFORMATION ON COCKLESHELL**

Cockleshell is an international business company incorporated in Belize under the IBCA with registered number 65,954. Cockleshell is admitted to trading on AIM as an investing company.

For the six months ended 30 September 2008 Cockleshell reported net profit of US\$558,000 and earnings per share of US\$1.24. At 30 September 2008, Cockleshell's sole asset comprised interest bearing cash deposits with banks amounting to approximately US\$51.3 million. Since that date, Cockleshell has continued to hold the cash deposits earning interest at market rates.

At 31 March 2009, the value of Cockleshell's cash deposits amounted to approximately US\$51,755,210.

Further information on Cockleshell, including audited financial statements for the period from 17 October 2007 (the date of incorporation of Cockleshell) to 31 March 2008 and unaudited financial statements for the six months ended on 30 September 2008, can be found on Cockleshell's website at [www.cockleshelllimited.com](http://www.cockleshelllimited.com).

### **REASONS FOR THE MERGER**

The Directors believe that, in the current uncertain economic climate, it is appropriate for BBHL to take advantage of this opportunity to further strengthen its Financial Services Division by utilising the cash assets of Cockleshell (being US\$51.8 million in aggregate). The Directors intend to make the cash assets of Cockleshell available to the Financial Services Division to fund expansion in line with BBHL's previously stated objectives of diversifying from its traditional dependence on Belize and the Belize dollar into other areas of the Caribbean and into the United States dollar. This process will be further accelerated by expanding both the range of services offered and by the entry into additional markets in the region through further lending and by way of acquisitions.

### **FRACTIONAL ENTITLEMENTS TO BBHL SHARES**

Cockleshell Shareholders may be left with a fractional entitlement to New BBHL Shares under the Merger. All fractional entitlements to New BBHL Shares will be rounded down and discounted for the purposes of calculating each Cockleshell Shareholder's entitlement to New BBHL Shares.

### **COCKLESHELL ADMISSION CANCELLATION AND COCKLESHELL GENERAL MEETING**

As noted above, the Merger is conditional on the Cockleshell Admission Cancellation becoming effective prior to the Effective Date. Accordingly, Cockleshell has today notified the London Stock Exchange of its intention to seek the proposed cancellation of admission to trading on AIM of the Cockleshell Shares, which is conditional upon the consent of not less than 75 per cent. of votes cast by Cockleshell Shareholders in a general meeting.

Consequently, Cockleshell is convening the Cockleshell General Meeting for 10.30 a.m. on Tuesday 28 April 2009. If the relevant resolution is passed at the Cockleshell General Meeting, the last day of trading of the Cockleshell Shares is expected to be 6 May 2009 with the Cockleshell Admission Cancellation being effective from 7.00 a.m. on 7 May 2009.

Lord Ashcroft, KCMG, the majority shareholder in Cockleshell, has already voted to approve the Merger and has irrevocably undertaken to vote in favour of the Merger in respect of his aggregate holding of 33,604,680 Cockleshell Shares representing approximately 74.9 per cent. of the shares eligible to vote at the Cockleshell General Meeting. Irrevocable undertakings to vote in favour of the Cockleshell Resolution have also been obtained from holders of in aggregate an additional 537,039 Cockleshell Shares representing an additional approximately 1.2 per cent. of the shares eligible to vote at the Cockleshell General Meeting. Consequently, the outcome of the Cockleshell General Meeting and the approval of the Cockleshell Resolution by the requisite majority has already been determined.

BBHL Shareholders do not need to take any action in relation to the Cockleshell Admission Cancellation or the Cockleshell General Meeting.

As Lord Ashcroft, KCMG, is a substantial shareholder of both BBHL and Cockleshell, the Merger is deemed to be a related party transaction under the AIM Rules. The independent Directors, being Lyndon Guiseppi, Cheryl Jones, John Searle and Dr. Euric Bobb, having consulted with the Company's nominated adviser consider that the terms of the Merger are fair and reasonable insofar as the BBHL shareholders are concerned.

For further information contact:

BB Holdings Limited	Makinson Cowell
Belize +501 227 7178	1 (212) 994 9044
UK +44 (0)20 7248 6700	

Cenkos Securities plc  
Nicholas Wells / Adrian Hargrave +44 (0)20 7397 8900

Note: This and other press releases are available at the Company's web site:  
<http://www.bbholdingslimited.com>

## **Definitions**

<b>AIM</b>	AIM, the market of that name operated by the London Stock Exchange;
<b>AIM Rules</b>	the AIM rules for companies as published by the London Stock Exchange from time to time;
<b>BBHL</b>	BB Holdings Limited, a public investment company incorporated in Belize under the IBCA with registered number 1;
<b>BBHL Shares</b>	ordinary shares of no par value each in BBHL;
<b>BBHL Shareholders</b>	holders of BBHL Shares;
<b>Business Day</b>	a day (other than a public holiday, Saturday or Sunday) on which the London Stock Exchange is open for normal business;
<b>Cockleshell Admission Cancellation</b>	the cancellation of admission to trading on AIM of the Cockleshell Shares in accordance with Rule 41 of the AIM Rules;
<b>Cockleshell General Meeting</b>	the general meeting of Cockleshell to be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD, United Kingdom at 10.30 a.m. on Tuesday 27 April 2009 (or any adjournment thereof);
<b>Cockleshell Shareholders</b>	holders of Cockleshell Shares on the Record Date;
<b>Cockleshell Shares</b>	ordinary shares of US\$0.01 each in the capital of Cockleshell;
<b>Directors</b>	the directors of BBHL;
<b>Enlarged BBHL Share Capital</b>	the entire issued ordinary share capital of BBHL (excluding 3,747,127 BBHL Shares held in treasury) following completion of the Merger;
<b>Financial Services Division</b>	the financial services businesses of BBHL operated principally through The Belize Bank Limited and Belize Bank International Limited, both located in Belize, and British Caribbean Bank Limited (formerly known as The Belize Bank (Turks and Caicos) Limited), located in the Turks and Caicos Islands;
<b>IBCA</b>	The International Business Companies Act 1990 of Belize (as amended);
<b>Merger</b>	the merger of BBHL and Cockleshell in accordance with Part VII of the IBCA;
<b>New BBHL Shares</b>	up to 41,106,012 new BBHL Shares to be allotted and issued to Cockleshell Shareholders pursuant to the terms of the Merger; and
<b>Record Date</b>	6 May 2009.

Ends