

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



Companies House

THURSDAY
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A23 13/04/2017 #294

COMPANIES HOUSE

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COMPANIES HOUSE

☒ **What this form is for**
You may use this form to give
notice of consolidation,
sub-division, redemption of
shares or re-conversion of stock
into shares.

☐ **What this form is NOT**
You cannot use this form
notice of a conversion of
into stock.

1 Company details

Company number 0 7 5 4 3 1 6 3

Company name in full Tonga Productions Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution d 0 3 m 0 3 y 2 0 y 1 7

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
A Ordinary	4,774,773	£1.00	4,774,773	£0.14
B Ordinary	0	£0.00	4,774,773	£0.86

5 Redemption

Please show the class number and nominal value of shares that have been
redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

	See continuation page			
Totals				

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
9,599,548	£4,824,775.00	£50,002.00

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	A Ordinary	4,774,773.00	£668,468.22	
GBP	B Ordinary	4,774,773.00	£4,106,304.78	
GBP	C Ordinary	2.00	£2.00	
GBP	Redeemable Preference	50,000	£50.000	
Totals		9,599,548	£4,824,775.00	£50,002.00

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8 Statement of capital (prescribed particulars of rights attached to shares)^①

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 7**.

Class of share	A Ordinary
Prescribed particulars ^①	<p>Voting rights: The A Ordinary Shares shall not entitle the A Ordinary Shareholders to receive notice of, to attend, to speak or to vote at any general meeting of the Company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>(cont'd)</p>
Class of share	B Ordinary
Prescribed particulars ^①	<p>Voting rights: The B Ordinary Shares shall confer on each B Ordinary Shareholder the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>(cont'd)</p>
Class of share	C Ordinary
Prescribed particulars ^①	<p>Voting rights: The C Ordinary Shares shall not entitle the C Ordinary Shareholders to receive notice of, to attend, to speak or to vote at any general meeting of the Company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>(cont'd)</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.


Please use a Statement of capital continuation page if necessary.

9 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:
Director^②, Secretary, Person authorised^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Ingenious Capital

Management Limited

Address

15 Golden Square

Post town

London

County/Region

Postcode

W

1

F

9

J

G

Country

United Kingdom

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed the statement of capital.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

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8 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	A Ordinary	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>Dividend rights: Each A Ordinary Share is entitled to all A Business Profits apportioned and paid proportionately to the amounts paid up on the A Ordinary Shares.</p> <p>Rights on winding up: On a return of assets on liquidation, capital reduction or otherwise (other than a conversion or purchase of shares), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in paying (ranking equally as to distribution priority and at the discretion of the directors) to the A Ordinary Shareholders, apportioned and paid proportionately to the amounts paid up on the A Ordinary Shares, any amounts and accruals in respect of the A Business Profits.</p> <p>Redemption rights: The shares are not redeemable or liable to be redeemed at the option of the company or the shareholder.</p> <p>Definitions:</p> <p>"A Business" means (a) all trading activities and business of the Company and (b) all projects of the Company, respectively, which the Company commenced for the first time on or prior to the date of adoption of the articles and any assets of the Company arising out of such trading activities, business and/or projects;</p> <p>"A Business Profits" means all Available Profits and/or any other assets to be distributed to shareholders arising out of the A Business as determined by the directors;</p>	<p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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8	Statement of capital (prescribed particulars of rights attached to shares) ^①	
Class of share	B Ordinary	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>Dividend rights: Each B Ordinary Share is entitled to all B Business Profits apportioned and paid proportionately to the amounts paid up on the B Ordinary Shares.</p> <p>Rights on winding up: On a return of assets on liquidation, capital reduction or otherwise (other than a conversion or purchase of shares), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in paying (ranking equally as to distribution priority and at the discretion of the directors) to the B Ordinary Shareholders, apportioned and paid proportionately to the amounts paid up on the B Ordinary Shares:</p> <ul style="list-style-type: none"> • before such time when any B Business Profits have become available, any amounts and accruals in respect of the A Business Profits and the B Business Profits; and • after such time when any B Business Profits have become available, any amounts and accruals in respect of the B Business Profits. <p>Redemption rights. The shares are not redeemable or liable to be redeemed at the option of the company or the shareholder.</p> <p>Definitions:</p> <p>"B Business" means (a) all trading activities and business of the Company and (b) all projects of the Company, respectively, which the Company commenced for the first time after the date of adoption of the articles and any assets of the Company arising out of such trading activities, business and/or projects;</p> <p>"B Business Profits" means all Available Profits and/or any other assets to be distributed to shareholders arising out of the B Business as determined by the directors;</p>	

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8 Statement of capital (prescribed particulars of rights attached to shares)^①

Class of share	C Ordinary	
Prescribed particulars	<p>Dividend rights: Each C Ordinary Share is entitled to all A Business Profits <i>pari passu</i> to the A Ordinary Shares apportioned and paid proportionately to the amounts paid up on the A Ordinary Shares and the C Ordinary Shares.</p> <p>Rights on winding up: On a return of assets on liquidation, capital reduction or otherwise (other than a conversion or purchase of shares), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in paying (ranking equally as to distribution priority and at the discretion of the directors) to the C Ordinary Shareholders <i>pari passu</i> to the A Ordinary Shareholders, apportioned and paid proportionately to the amounts paid up on the A Ordinary Shares and the C Ordinary Shares, any amounts and accruals in respect of the A Business Profits.</p> <p>Redemption rights: The shares are not redeemable or liable to be redeemed at the option of the company or the shareholder.</p> <p>Definitions:</p> <p>"A Business" means (a) all trading activities and business of the Company and (b) all projects of the Company, respectively, which the Company commenced for the first time on or prior to the date of adoption of the articles and any assets of the Company arising out of such trading activities, business and/or projects;</p> <p>"A Business Profits" means all Available Profits and/or any other assets to be distributed to shareholders arising out of the A Business as determined by the directors;</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	Redeemable Preference	
Prescribed particulars	<p>Dividends – to receive a fixed cumulative preferential dividend from the revenue profits in priority to the ordinary shareholders at the rate of 0.1% per annum on the nominal amount, but confer no other right to a dividend. Return of Capital – on a winding up confer the right to be paid out of the assets available for distribution, the nominal amount paid up on the redeemable preference shares and in proportion to the amounts of capital paid up to the ordinary shareholders, but do not confer any right to participate in any surplus assets of the company. Voting – confer no right to receive notice of, or to attend or vote at general meetings except where the rights of the holders of the redeemable preference shares are to be varied or abrogated.</p>	<p>● Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>