

---

**MASTER PLASTICS LIMITED**  
Incorporated in the Republic of South Africa  
(Registration number 2016/323930/06)  
Share code: MAP ISIN: ZAE000242921  
("Master Plastics" or "the Company")

---

**ABRIDGED PRE-LISTING STATEMENT**

---

This Abridged Pre-listing Statement is prepared and issued in terms of the Listings Requirements. This Abridged Pre-listing Statement is not an invitation to the public to subscribe for or to purchase shares in Master Plastics in any jurisdiction, and is issued in compliance with the Listings Requirements for the purpose of providing information with regard to the Company.

The implementation of the Unbundling and Listing of Master Plastics, as described herein, is subject to the suspensive condition that all resolutions proposed at the General Meeting of Astrapak Shareholders, the Ordinary Share Scheme Meeting and the Preference Share Scheme Meeting to be held on 12 May 2017 have been duly passed and this Abridged Pre-listing Statement has been prepared on the assumption that same occurs.

This Abridged Pre-listing Statement relates to the listing of Master Plastics on AltX with effect from the commencement of trade on Wednesday, 24 May 2017. This Abridged Pre-listing Statement contains the salient features of the Company and the Listing and as such is not intended to be comprehensive. For a full appreciation of, *inter alia*, the Company and its business strategy, the Pre-listing Statement issued by Master Plastics on Friday, 5 May 2017 (which is available as set out in paragraph 6 below) should be read in its entirety. Capitalised terms used in this Abridged Pre-listing Statement have the meaning ascribed to them in the full Pre-listing Statement.

As at the Listing Date:

- the total authorised share capital of Master Plastics shall comprise 400 000 000 ordinary no par value shares;
- the issued share capital of Master Plastics shall comprise 135 131 250 ordinary no par value shares being the same number of issued ordinary shares as the number of issued ordinary shares in Astrapak as at that date; and
- the stated capital of Master Plastics shall be R235 403 735.

## **1. BACKGROUND AND INTRODUCTION**

In line with Astrapak's resolved strategy aimed at becoming a focussed rigid packaging business and pursuant to the RPC Offer, the Astrapak Board has resolved to unbundle Master Plastics, a recently established wholly-owned subsidiary of Astrapak to Astrapak Ordinary Shareholders by way of a distribution *in specie* in terms of section 46(1)(a)(ii) of the Companies Act and section 46 of the Income Tax Act, in the intended ratio of one Master Plastics Share for every one Astrapak Ordinary Share held at the close of business on the Unbundling Record Date, and separately list Master Plastics on the AltX.

The purpose of the Pre-listing Statement is to provide Astrapak Shareholders with the relevant information regarding the terms and conditions pertaining to the Unbundling and Listing and information regarding Master Plastics.

In order to give effect to, and prior to, the implementation of the Unbundling, Astrapak incorporated Master Plastics as an indirect wholly-owned subsidiary. The relevant Companies and/or assets were disposed of to Master Plastics by Astrapak through a series of "asset-for-share-transactions" which resulted in the establishment of the Master Plastics Group.

Prior to the Restructure being implemented a number of transactions were concluded by Astrapak after reporting its interim results as at 31 August 2016. These transactions impact the group of assets to be Unbundled and Listed and are summarised below:

- On 30 November 2016, the Astrapak Group, via Astrapak Investments, acquired the remaining 26% minority interest held in Coralline Investments. The Master Plastics Group, having acquired the

Astrapak Investments shareholding in Coralline Investments through the Restructure, therefore now owns 100% of the equity interest and loans in the business; and

- On 8 July 2016, Astrapak announced the disposal of the properties owned by Micawber 451 and Micawber 430 to unrelated third parties in the Truzen Trust 124 and the Truzen Trust 123 for an aggregate cash purchase consideration of R49.600 million. The properties are being leased back to the Master Plastics operations by the new owners on the same terms and conditions under which they were previously occupied.

The properties transferred during January 2017 and the cash proceeds have now been received. Depending on Master Plastics' funding requirements at the time of the Unbundling and Listing and subject to any regulatory requirements that may apply, it is envisaged that the majority, if not all of these proceeds, may be distributed to the holding company, Astrapak Limited, prior to the Unbundling and therefore retained by Astrapak to the benefit of Astrapak Shareholders and to be paid to them as part of the scheme consideration related to the Ordinary Share Scheme as per the Astrapak Transaction Circular.

## **2. THE UNBUNDLING AND LISTING**

### **2.1 Overview of the Unbundling**

As set out in Astrapak's condensed unaudited interim results for the six months ended 31 August 2016, Astrapak's three remaining Flexibles Operations namely, Peninsula Packaging, Barrier Film Converters and Plusnet Geotex, which were classified as assets-held-for-sale, are performing well and in line with budget in the aggregate.

The last 24 months of the implementation of Astrapak's restructuring initiatives have seen significant re-investment into, restructuring and repositioning of these Flexibles Operations, thereby creating competitive operations which have the ability to be market leaders. These operations, which are focused on niche best-in-class technologies, have a wide geographic footprint and are led by experienced management teams who are experts in their field.

The Unbundling will provide Astrapak Ordinary Shareholders with the opportunity to participate directly in the Company's Flexibles Operations.

### **2.2 Details of the Unbundling**

Astrapak will distribute all of the Master Plastics Distribution Shares to its Ordinary Shareholders by way of a distribution *in specie* in terms of section 46 of the Companies Act and section 46 of the Income Tax Act.

Astrapak Ordinary Shareholders will receive one Master Plastics share for every one Astrapak Ordinary Share held on the Unbundling Record Date (subject to the rounding convention applied by the JSE).

### **2.3 Approvals**

In terms of the Listings Requirements, where assets are unbundled and listed, shareholder approval is not required. Accordingly, Astrapak Shareholders will not be required to vote on the Unbundling and Listing. Furthermore, as the Unbundling does not constitute a section 112 disposal in terms of the Companies Act, Astrapak Shareholders will not be required to vote on the Unbundling. Astrapak Shareholders are advised however that the implementation of the Unbundling and Listing remains subject to the suspensive condition that all resolutions proposed at the General Meeting of Astrapak Shareholders, the Ordinary Share Scheme Meeting and the Preference Share Scheme Meeting have been duly passed and this Pre-listing Statement has been prepared on the assumption that same occurs.

## **3. RATIONALE FOR LISTING**

The listing of Master Plastics on the AltX is seen as a stepping stone to a Main Board JSE listing. The Company intends to initially list on the AltX and then migrate over to the Main Board as soon as is practically possible.

Listing brings with it certain other benefits to Master Plastics which will include increased market exposure and brand awareness, access to a broader and different shareholder base, access to funding and improved overall brand equity.

The flexible packaging industry consists of many converters and many niche and commodity type markets. There is a niche to be carved and a role to be played by an industry consolidator. Accordingly acquisitions, strategic partnerships and joint ventures will be a key component of the strategic objectives of Master Plastics and access to funding, other than bank funding, will become a key component in executing on this strategy. Responsible investment will however remain a core objective.

The regulatory requirements to be adhered to when listed, whether represented by the Listings Requirements, the King Code or other similar regulatory bodies or frameworks are extensive, but being a listed entity does add value with the customer and supplier base of Master Plastics as they view the company as a responsible corporate and compliant citizen and the type of company that they wish their brands to be associated with and transact with. The same applies to potential employees who associate the same characteristics with a listed entity and shows a preference to be employed by successful businesses, something a listed company portrays.

Master Plastics is a sustainable business, managed by experienced managers, with significant growth prospects, be it organic or through acquisitions, and due to its history as a component of a listed entity to date represents a responsible and compliant corporate citizen held in high regard by its employees, suppliers and customers. The listing of the Master Plastics Group will present investors on the JSE with an opportunity to gain direct exposure to the flexible packaging industry and a sustainable flexible group.

#### 4. DIRECTORS

The full names, ages, designations, qualifications and addresses of the Directors are as follows:

<b>Name</b>	<b>Designation/Role</b>	<b>Qualifications</b>	<b>Address</b>
<b>Phumzile Langeni (42)</b>	Independent Non-executive Chairperson	BCom (Accounting) (Hons) (Business Management)	2 <sup>nd</sup> Floor Mutual Village, Rivonia Boulevard, Sandton, 2196
<b>Manley Diedloff (46)</b>	Chief Executive Officer	BCom (Accounting)	2 <sup>nd</sup> Floor Mutual Village, Rivonia Boulevard, Sandton, 2196
<b>Salome Ratlhagane (31)</b>	Chief Financial Officer	BCom (Accounting) (Hons), CA(SA)	2 <sup>nd</sup> Floor Mutual Village, Rivonia Boulevard, Sandton, 2196
<b>Paul Botha (53)</b>	Non-executive Director	BA LLB, Dip Company Law, Dip Tax	2 <sup>nd</sup> Floor Mutual Village, Rivonia Boulevard, Sandton, 2196
<b>Thabo Mokgatla (41)</b>	Independent Non-executive Director	Hons BCompt (CTA), CA(SA)	2 <sup>nd</sup> Floor Mutual Village, Rivonia Boulevard, Sandton, 2196
<b>Günter Steffens (78)</b>	Independent Non-executive Director	OBE	2 <sup>nd</sup> Floor Mutual Village, Rivonia Boulevard, Sandton, 2196
<b>Craig McDougall (64)</b>	Independent Non-executive Director	BA, HDPM	2 <sup>nd</sup> Floor Mutual Village, Rivonia Boulevard, Sandton, 2196

#### 5. LISTING ON THE JSE

The JSE has granted Master Plastics a Listing in respect of 400 000 000 Shares on AltX under the abbreviated name "MasPlast", share code "MAP" and ISIN ZAE000242921, with effect from the commencement of business on Wednesday, 24 May 2017.

## 6. SALIENT DATES AND TIMES

	<b>2017</b>
Abridged Pre-listing Statement published on SENS on	Friday, 5 May
Publication of declaration information on	Friday, 5 May
Pre-listing Statement posted to shareholders on	Friday, 5 May
Publication of finalisation information on SENS on	Friday, 12 May
Last day to trade for Astrapak Shareholders to be entitled to participate in the Unbundling	Tuesday, 23 May
Listing of Master Plastics shares on the JSE under the JSE Code MAP and ISIN ZAE000242921 expected from commencement of trade at 09:00 on	Wednesday, 24 May
Astrapak Ordinary shares commence trading "ex" their entitlement to Master Plastics shares on	Wednesday, 24 May
Unbundling Record Date	Friday, 26 May
Accounts at CSDPs/Brokers updated on	Monday, 29 May
General Meeting of Master Plastics Shareholders on	Wednesday, 7 June

## 7. COPIES OF PRE-LISTING STATEMENT

The Pre-listing Statement is available in English only, and copies may be viewed on the Astrapak website: [www.astrapak.com](http://www.astrapak.com) or during normal business hours from Friday, 5 May 2017, at the addresses set out below:

- Master Plastics, 2<sup>nd</sup> Floor Mutual Village, Rivonia Boulevard, Sandton, 2196;
- Merchantec Capital, 2nd Floor North Block, Hyde Park Office Tower, corner 6th Road and Jan Smuts Ave, Hyde Park, Johannesburg, 2196.

Johannesburg  
5 May 2017

### **Corporate Adviser and Designated Adviser**

Merchantec Capital

### **Auditors and Independent Reporting Accountants**

Deloitte & Touche

## **DISCLAIMER**

This Abridged Pre-listing Statement does not constitute an offer to the public for the sale of or subscription for, or the solicitation of an offer to buy and/or subscribe for, shares as defined in the Companies Act, 2008 (Act 71 of 2008), as amended (the "Companies Act") and will not be distributed to any person in South Africa in any manner which could be construed as an offer to the public in terms of the Companies Act. This Abridged Pre-listing Statement does not constitute a prospectus registered and/or issued in terms of the Companies Act.

This Abridged Pre-listing Statement includes statements about Master Plastics that are, or may be deemed to be forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words such as "targets", "believe", "aim", "expect", "project", "anticipate", "intend", "foresee", "forecast", "likely", "should", "planned", "may", "will", "estimated", "potential" or similar words and phrases.

Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, estimates of capital expenditures, acquisition strategy, or future capital expenditure levels, and other economic factors, such as, amongst other things, interest and exchange rates and public sector spend and resource allocation.

By their nature, forward-looking statements involve known and unknown uncertainties, assumptions and other important factors, because they relate to events and depend on circumstances that may or may not occur in the future, whether or not outside of the control of Master Plastics. Such factors may cause Master Plastics' actual results, financial and operating conditions, liquidity and the developments within the industry in which Master Plastics intends to operate to differ materially from those made in, or suggested by, the forward-looking statements contained in this Abridged Pre-listing Statement. Master Plastics cautions that forward-looking statements are not guarantees of future performance.

All these forward-looking statements are based on estimates and assumptions made by Master Plastics, all of which estimates and assumptions, although Master Plastics believes them to be reasonable, are inherently uncertain. Accordingly, no assurance can be given that any such forward-looking statements will prove to have been correct. Any forward-looking statement made in this Abridged Pre-listing Statement or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of Master Plastics not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement is not known. Master Plastics has no duty to, and does not intend to, update or revise the forward-looking statements contained in this Abridged Pre-listing Statement after the date of this Abridged Pre-listing Statement, except as may be required by law or regulation.