

Premier Management Holdings plc
("Premier Management" or the "Company")

Proposals regarding certain transactions involving the Company and its assets

and

Adoption of Investing Policy in natural resources sector

and

Appointment of John McKeon as Consultant to the Company

and

Notice of General Meeting

HIGHLIGHTS

The Company is pleased to announce that it has entered into an agreement pursuant to which the Company has been granted an option to acquire the entire issued share capital of Central Asia Resources Limited which is investigating, and has signed protocols on, natural resource projects in Kyrgyzstan, including the Cholokkaindy Project gold exploration licence.

The Company's proposed Investing Policy will be to seek to identify further ways to create value for Shareholders through acquisitions in the natural resources sector.

In view of his experience in the natural resources sector, the Company is delighted to announce the appointment of John McKeon as a Consultant with immediate effect. The Board considers that Mr McKeon's extensive track record of value creation, particularly within the natural resources industries, will greatly assist the Company in identifying investment opportunities. Mr McKeon is well connected, at government and ministerial level, with many of the natural resource ministries in Asia, Africa and the Middle East. He is a founding shareholder and former executive director of Circle Oil plc.

The Company has also, conditional on Shareholder approval, entered into an agreement with Barry Gold pursuant to which Mr Gold has the option to acquire the Football Business. Completion of the Option, should it occur, will constitute a fundamental change of business pursuant to Rule 15 of the AIM Rules and will divest the Company of all, or substantially all of its trading business, activities and assets.

Accordingly, the Company is today posting a circular to Shareholders (the "Circular") setting out inter alia the reasons for, and the principal terms of, the Option and details of the Company's proposed Investing Policy following completion of the Option.

A notice convening a General Meeting for 10.00 a.m. on 12 November 2010 at the offices of Nabarro LLP, 84 Theobald's Road, Holborn, London WC1X 8RW to consider the Resolutions is set out at the end of the Circular.

Barry Gold, Chairman, commented:

"In adopting a clear focus on investments in natural resources, following our option to acquire Central Asia Resources, the board has identified an immensely exciting opportunity to build a portfolio of valuable assets at attractive prices, leveraging the connections of John McKeon and his associates, in Central Asia and surrounding regions."

Terms and definitions used in this announcement shall have the meaning given in the Appendix to this announcement unless the context requires otherwise.

Premier Management Holdings plc

Barry Gold 07768 948 928

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Notice of General Meeting

1. Introduction

The Company is today posting the Circular to Shareholders in connection with the proposed transactions outlined below:

(a) *Issue of Shares and Convertible Loan Note*

Conditional on the approval by Shareholders and the subsequent implementation of the Subdivision (the terms of which are set out in the Circular), John McKeon ("**Mr McKeon**") has agreed to subscribe for 87,138,699 New Ordinary Shares at par and Mr McKeon, Noel Lyons, Conrad Windham Neil Miller, Christian Schaffalitzky and Laurence Davis have agreed to subscribe for convertible loan notes totalling £151,000 which may be converted in whole or part into up to 151,000,000 New Ordinary Shares in accordance with the terms of the instruments ("**Convertible Loan Notes**" and each a "**Convertible Loan Note**"). In addition, Baisden Investments Limited ("**Baisden**"), has also agreed, conditional on the approval by Shareholders and the subsequent implementation of the Subdivision, to subscribe for 29,143,377 New Ordinary Shares at par.

(b) *Option Agreement with Barry Gold*

Barry Gold ("**Mr Gold**"), a director of the Company, has, conditional on Shareholder approval, entered into the Option Agreement with the Company pursuant to which Mr Gold has the option to acquire the Football Business for the sum of £74,000 in cash to be settled by the corresponding reduction of the amount owed to him by the Company under the Loan Agreement. In addition, Mr Gold has agreed to subscribe in cash for 70,433,699 New Ordinary Shares at par upon completion of the exercise of the Option, the subscription proceeds being deducted from the amount due to him under the Loan Agreement. Mr Gold will also receive warrants pursuant to the Warrant Instrument entitling him to subscribe for a further 70,433,699 New Ordinary Shares in the Company (the details of which are set out in section (d) below).

In addition, simultaneously at completion of the Option, Mr Gold has agreed to waive all amounts then outstanding under the Loan Agreement (which, as at the date of the Circular, amount to £1,592,001) and release all security held by him in respect thereof.

Completion of the Option, should it occur, will constitute a fundamental change of business pursuant to Rule 15 of the AIM Rules and will divest the Company of all, or substantially all of its trading business, activities and assets. The Company will therefore become an investing company for the purposes of the AIM Rules. As a result, the Company is required to issue the Circular to shareholders setting out the reasons for, and the principal terms of, the Option and also details of the Company's proposed investing policy following completion of the Option, and to seek Shareholder's approval therefore in accordance with Rule 15 of the AIM Rules. A Resolution to this effect is set out in the Notice of General Meeting at the end of the Circular.

The Football Business has been independently valued by Gerald Edelman, the Company's auditors, at between £40,000 and £74,000. As stated above, Mr Gold has agreed to pay £74,000 to acquire the Football Business.

The Football Business earned the Company a gross profit of £44,945 for the financial year ended 31 January 2010 and £28,583 for the 6 months ended 31 July 2010. However, these figures do not include any remuneration for the Directors as they have not received any remuneration during these periods.

(c) *Option Deed in respect of Central Asia Resources Limited*

The Company has entered into the CAR Option Agreement with Old Church Street Holdings Limited and Adzak Investments Limited ("**CAR Sellers**") pursuant to which the Company has been granted an option to acquire the entire issued share capital of Central Asia Resources Limited. CAR is investigating and has signed protocols on natural resource projects in Kyrgyzstan.

Mr McKeon is the beneficial owner of all the issued shares in Old Church Street Holdings Limited.

CAR is a newly incorporated UK registered special purpose vehicle established for the acquisition and exploitation of the Cholokkaindy Project exploration licence in Kyrgyzstan.

The consideration for the CAR Option will be calculated by reference to a formula based on the value of the resource assets of CAR as certified by a competent person's report (which is to be to the satisfaction of the Company) and will be satisfied by the Company by the issue of New Ordinary Shares to the CAR Sellers.

(d) *Warrant Instrument*

Pursuant to the Warrant Instrument, the Company has issued warrants to Mr McKeon, Barry Gold and Baisden, entitling each of them to subscribe for 87,138,699, 70,433,699 and 29,143,377 New Ordinary Shares in the Company respectively (together, the "**Warrants**").

The Warrants are exercisable immediately from the date of issue for a period of 3 years at an exercise price of 1p per share.

Further details regarding the terms of the Convertible Loan Note, the Option Agreement, the CAR Option and the Warrants are set out in the Appendix to the Circular.

Owing to Mr Gold's position as a director and a substantial shareholder of the Company, the Option Agreement and the Warrant Instrument each constitute a related party transaction under Rule 13 of the AIM Rules.

In addition, the Option Agreement constitutes a substantial property transaction requiring the approval of Shareholders under section 190 of the Act, and on that basis Mr Gold is not counted as an Independent Director of the Company.

A notice convening a General Meeting for 10.00 a.m. on 12 November 2010 at the offices of Nabarro LLP, 84 Theobald's Road, Holborn, London WC1X 8RW to consider the Resolutions is set out at the end of the Circular.

2. Future Direction of the Company and Investing Policy

Following completion of the Option, should it occur, the Company will seek to identify further ways to create value for Shareholders through acquisitions in the natural resources sector. In view of his experience in the natural resources sector, the appointment of John McKeon as a consultant to the Company and the exercise of the CAR Option is the first of these opportunities to be identified.

The Investing Policy of the Company will be to acquire controlling stakes, either through the issue of securities for cash or for cash, in quoted and non-quoted companies operating in the natural resources sector. The acquisition strategy will be focused on a limited number of 'buy and build' opportunities, with the intention of realising value for Shareholders through a future exit.

The Board believes that there are attractive near term opportunities to acquire assets, either quoted or non-quoted, and through combining aligned businesses, to create value through a combination of revenue growth and synergistic cost savings.

Any such possible acquisition is likely to constitute a reverse takeover in accordance with the AIM Rules for Companies and will, therefore, require Shareholder approval. The Board will ensure that Shareholders are kept updated with respect to developments in this regard.

As a result of the Option and in accordance with AIM Rule 15, the investing policy must be approved by Shareholders in general meeting and the Company must implement the investing policy within 12 months of completion of the Option, otherwise trading in the Company's Ordinary Shares in AIM will be suspended in accordance with AIM Rule 40. If, following suspension of the Ordinary Shares in accordance with AIM Rule 40, the Ordinary Shares have not been re-admitted to trading on AIM within six months, the admission of the Ordinary Shares to trading on AIM will be cancelled.

3. Rule 9 of the Code Considerations

Under Rule 9 of the Code when a person acquires an 'interest' (as defined in the Code) in shares which, taken together with shares in which he is already interested and in which persons 'acting in concert' with him are interested (as defined in the Code), carry 30% or more of the voting rights of a company that is subject to the Code, and such person, or any persons acting in concert with him, acquires an interest in any other shares which increases the percentage of the shares carrying voting rights in which he is interested, then in either case, that person (together with the persons acting in concert with him) is normally required to make a general offer in cash, at the highest price paid by him, or any persons acting in concert with him, for any interest in shares in the company during the 12 months prior to the announcement of the offer, for all the remaining equity share capital of the Company.

Following the exercise of the Option, and the issue of the 29,143,377 New Ordinary Shares to Baisden and the issue of 87,138,699 New Ordinary Shares to Mr McKeon and before any exercise of his right of conversion under his Convertible Loan Note, Mr McKeon will own 29.99% of the Company's issued share capital and Baisden will own 10%. In addition, assuming Mr Gold exercises and completes the Option, Mr Gold will hold 29.99% of the Company's issued share capital.

However, if Mr McKeon exercises his right of conversion but Mr Gold does not exercise the Option (or vice versa), this could mean that Mr McKeon (or Mr Gold, as appropriate) could potentially hold more than 30% of the issued share capital of the Company and could, therefore, be required to make an offer for the remaining equity share capital of the Company in accordance with Rule 9 of the Code.

4. Appointment of Consultant

The Company also announced today the appointment of Mr McKeon as a Consultant to the Company with immediate effect. The Board considers that Mr McKeon's extensive track record of value creation, particularly within the natural resources industries, will greatly assist the Company in identifying investment opportunities.

Mr McKeon is well connected, at government and ministerial level, with many of the natural resource ministries in Asia, Africa and the Middle East. A founding shareholder and former executive director of Circle Oil plc, Mr McKeon was instrumental in building the international oil and gas exploration and production company with assets spanning Egypt, Morocco, Tunisia, Oman and Namibia. Today Circle

Oil plc is a prominent gas producer in Morocco and counts Libya Oil Holdings among its substantial shareholders. Mr McKeon is also a founding shareholder of IM Minerals, an exploration company with licences over titanium dioxide prospects in Mozambique.

Most recently, and in light of his considerable experience in the natural resources sector, Mr McKeon was appointed as a consultant to The Niche Group Plc (the AIM-listed equity investment company).

5. General Meeting

Completion of the Option, should it occur, will constitute a fundamental change of business pursuant to Rule 15 of the AIM Rules and Shareholder approval is required for the Option and the adoption of the Investing Policy at the General Meeting.

The formal Notice of General Meeting is set out at the end of the Circular. The General Meeting will be held at the offices of Nabarro LLP, 84 Theobald's Road, Holborn, London WC1X 8RW at 10.00 a.m. on 12 November 2010 and Shareholders will be asked to consider and, if thought fit, approve the Resolutions.

6. Action to be Taken

A Form of Proxy for use at the General Meeting is enclosed with the Circular. Whether or not you intend to be present at the General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions therein and return it to the Company's registrars, Capita Registrars, PXS, Beckenham Road Beckenham, Kent BR3 4TU as soon as possible and in any event not later than 10.00 a.m. on 10 November 2010, being 48 hours before the time of the General Meeting (excluding non-working days). The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person if you wish to do so.

7. Documents available

Copies of the Circular will be available at the Company's registered office and at the offices of Nabarro LLP, 84 Theobald's Road, Holborn, London WC1X 8RW until the conclusion of the General Meeting - a copy will also be available at the Company's website www.premiermgt.info.

8. Recommendation

The Independent Director considers that the passing of the Resolutions is in the best interests of the Company and its Shareholders as a whole and, having consulted with Brewin Dolphin (the Company's Nominated Advisor), that the terms of the Option Agreement and the Warrant Instrument to be fair and reasonable so far as Shareholders are concerned.

Accordingly, the Independent Director recommends that Shareholders vote in favour of the Resolutions as he intends to do in respect of his own beneficial holding which amounts in aggregate to 86,000 Ordinary Shares, representing approximately 0.08 per cent. of the existing issued ordinary share capital of the Company.

For further information please contact:

**Premier Management
Holdings plc**

Barry Gold 07768 948 928

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APPENDIX: TERMS AND DEFINITIONS

The following definitions apply through this document unless the context requires otherwise:

"Act" the Companies Act 2006, as amended;

"AIM" a market operated by the London Stock Exchange plc;

"AIM Rules"	the AIM Rules for Companies issued by the London Stock Exchange plc in relation to AIM traded securities
"General Meeting"	the general meeting of the Company convened for 12 November 2010 pursuant to the Notice of General Meeting
"Board" or "Directors"	the directors of the Company as at the date of this announcement
"Capita Registrars"	a trading name of Capita Registrars Limited
"CAR"	Central Asia Resources Limited
"CAR Option"	the option to acquire the entire issued share capital of CAR granted to the Company pursuant to the CAR Option Agreement
"CAR Option Agreement"	the option agreement entered into between Old Church Street Holdings Limited and Adzak Investments Limited and the Company pursuant to which the Company has been granted the CAR Option
"Code"	the City Code on Takeovers and Mergers
"Company"	Premier Management Holdings Plc
"Deferred Shares"	the deferred shares of 0.1 pence each in the capital of the Company arising out of the Subdivision
"Independent Director"	Mr Gerry Desler
"Football Business"	the sports player and manager representation business and assets of the Company

"Form of Proxy"	the form of proxy accompanying this document for use in connection with the General Meeting
"Loan Agreement"	the loan agreement dated 26 March 2004 between Ab fin S.A and the Company (and subsequently assigned by Ab fin S.A to Barry Gold)
"New Articles"	the new articles of association to be adopted by the Company pursuant to Resolution 2
"New Ordinary Shares"	the new ordinary shares of 0.1 pence each in the capital of the Company arising out of the Subdivision
"Notice of General Meeting"	the notice of General Meeting which is set out at the end of this document
"Option"	the option to acquire the Football Business granted to Barry Gold pursuant to the Option Agreement
"Option Agreement"	the option agreement entered into between Barry Gold and the Company pursuant to which the Company has granted the Option to Barry Gold
"Ordinary Shares"	the existing ordinary shares of 1 pence each in the capital of the Company
"Resolutions" and each a "Resolution"	the resolutions set out in the Notice of General Meeting
"Shareholders" and each a "Shareholder"	holders of Ordinary Shares
"Subdivision"	the proposed subdivision of the Company's share capital pursuant to

Resolution 1 as set out in the Notice of
General Meeting

"Warrant Instrument"

the instrument constituting warrants
to subscribe for ordinary shares
entered into by the Company on 27
October 2010, further details of which
are set out in the Appendix to the
Circular