



ASF Gold and Copper Pty Ltd

ACN 158 308 260

Bennelong, 2/3B Macquarie Street

Sydney NSW 2000

Telephone: (61 2) 9251 9088

Facsimile: (61 2) 9251 9066

www.asfgroupltd.com

14 May 2013

Dear Fellow ActivEX Shareholder

ON MARKET TAKEOVER OFFER FOR ACTIVEX OF \$0.015 PER SHARE

I am writing to inform you that on 13 May 2013, ASF Gold and Copper Pty Ltd (**ASFGC**) announced an on market takeover offer (**Offer**) for ActivEX Limited (**ActivEX**) of \$0.015 per share in cash.

ASFGC is a wholly owned subsidiary of ASF Group Limited (**ASF Group**), a company listed on the Australian Securities Exchange. Information on ASFGC and ASF Group will be set out in the Bidder's Statement for the Offer, which you will receive shortly. As at the date of this letter, ASFGC is the largest shareholder in ActivEX and owns 21.24% of all ActivEX shares.

As you may be aware, ASFGC previously announced a conditional off market takeover bid for ActivEX. However, subsequently the ActivEX Board announced a 3-for-5 non-renounceable rights issue at \$0.012 per share (**ActivEX Rights Issue**). The ActivEX Rights Issue will significantly increase the number of ActivEX shares on issue, thereby substantially altering the commercial basis for ASFGC's off market bid and making the continued pursuit of ASFGC's off market bid uncommercial and unreasonable. Having considered its options and all of the circumstances, ASFGC chose not to proceed with its previous off market takeover proposal and announced the on market takeover Offer.

The on market takeover Offer Price is substantially above the ActivEX Rights Issue price. Importantly, the ASFGC Offer of \$0.015 per share will extend to those shares issued pro-rata under the ActivEX Rights Issue at only \$0.012 per share. Accordingly, this provides ActivEX Shareholders with the opportunity to realise a substantial gain in relation to ActivEX Rights Issue shares (representing a **25% value uplift**) by accepting the Offer.

The Offer Price of \$0.015 per ActivEX Share also represents a **20% premium** to the volume weighted average price of ActivEX Shares traded on ASX up to and including 15 April 2013 (adjusted for the maximum dilutionary impact of the ActivEX Rights Issue), being the day prior to the announcement of the previous takeover proposal.

The Offer will provide you with certainty of value and immediate cash, which you will receive in three ASX trading days (T+3) after your acceptance. Except for the Offer, there is no other takeover offer currently available for your ActivEX Shares.

While the formal Offer opens on 28 May 2013, prior to that date, ASFGC will be standing in the market and acquiring shares at the Offer price of \$0.015 per ActivEX Share. **Accordingly if you wish to sell your ActivEX Shares to ASFGC, you will be able to do so immediately.**

The Offer is unconditional and is scheduled to remain open until the close of ASX trading on Friday 28 June 2013, unless the Offer is extended or withdrawn in accordance with the Corporations Act.

If you wish to accept the Offer, please instruct your Broker to sell all or some of your ActivEX Shares to ASFGC through its broker to the Offer, Taylor Collison. **Please note that you are not required to complete a form to accept the Offer as the Offer is made on market.**

If you have any questions about the Offer, please contact your legal, financial or other professional adviser or call the Offer Information Line on 1300 307 857 (for callers within Australia) or +61 2 8022 7902 (for callers outside Australia).

Yours sincerely
ASF Gold and Copper Pty Ltd

A handwritten signature in black ink, appearing to read 'Min Yang', with a stylized flourish at the end.

Min Yang
Chairman