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HANSON

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If you require any further information or details of our services, please contact us at at the above address:

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you are recommended to seek your own personal independent advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or otherwise transferred all your holding of Ordinary Shares you should immediately forward this document, including the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some only of your holding of Ordinary Shares you should contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

The Directors, whose names appear on page 6 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of each of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts, and this document makes no omission likely to affect the import of such information.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute violation of the securities laws of any such jurisdiction. This document contains forward-looking statements with respect to the Company and the proposals set out in this document. These statements involve known and unknown risks and uncertainties as they relate to and depend on circumstances that occur in the future. Actual results may differ materially from those expressed in the forward-looking statements.

CENTRAL AFRICAN GOLD PLC

*(Incorporated and registered in England and Wales
under the Companies Act 1985 with registered number 4976987)*

Proposed cancellation of trading on AIM of Ordinary Shares and re-registration as a private limited company

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chief Executive Officer and Acting Chairman of the Company, being the Independent Director, set out in Part I of this document recommending, on behalf of both himself and the Board, that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a General Meeting of Central African Gold Plc, which is to be held at the offices of Memery Crystal LLP, 44 Southampton Buildings, London, WC2A 1AP, United Kingdom on 22 December 2010 at 10.00 a.m., is set out in Part II of this document. Whether or not you intend to attend the General Meeting, you are encouraged to complete and return the attached Form of Proxy as soon as possible and, in any event, so as to be received by the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 10.00 a.m. on 20 December 2010.

If you have any questions relating to this document or the Form of Proxy, you should call Capita Registrars on 0871 664 0300 (calls cost 10p per minute from a UK landline, lines open Monday to Friday 8.30 a.m. to 5.30 p.m.). For legal reasons, Capita Registrars will not be able to provide advice on the merits of the De-listing or offer financial advice.

Strand Hanson Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for the Company and no one else in connection with the De-listing and Re-registration and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Strand Hanson Limited or for providing advice in relation to the De-listing and Re-registration.

The Third-Party Trading Facility involves the securities of an English company. The solicitation of proxies made in connection with this document is not subject to the requirements of Section 14(a) of the United States Securities Exchange Act of 1934 (as amended). Accordingly, the Third-Party Trading Facility has been prepared in accordance with disclosure requirements and securities laws applicable to the Company. Shareholders in the United States should be aware that such disclosure requirements are different from those of the United States applicable to registration statements under the United States Securities Act of 1933 (as amended) and to proxy statements under the United States Securities Exchange Act of 1934 (as amended). Likewise, unless expressly noted, information concerning the properties and operations of the Company contained or incorporated herein by reference has been prepared in accordance with applicable standards and may not be comparable in all respects to similar information for United States companies set forth in registration statements and periodic reports filed with the United States Securities and Exchange Commission.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document and notice to the London Stock Exchange to cancel admission to trading on AIM of the Company's Ordinary Shares:	1 December 2010
Latest time and date for receipt of Forms of Proxy in respect of the General Meeting:	10.00 a.m. 20 December 2010
General Meeting:	10.00 a.m. 22 December 2010
Cancellation of the admission to trading on AIM of the Company's Ordinary Shares expected to be effective:	31 December 2010

Notes:

All of the times referred to in this document refer to London time.

Dates set against events that are expected to occur after the expected date of the General Meeting assume that the General Meeting is not adjourned and that the Resolutions are passed at the General Meeting.

All of these times and dates are subject to change at the Company's discretion. In the event of any change, the revised times and dates will be notified to Shareholders by an announcement through a Regulatory Information Service (as defined in the AIM Rules).

DEFINITIONS

In this document, the following words and expressions shall, except where the context requires otherwise, have the following meanings:

“AIM”	AIM, the market of that name operated by London Stock Exchange;
“AIM Rules”	the rules and guidance for companies whose shares are admitted to trading on AIM entitled “AIM Rules for Companies” published by London Stock Exchange, as amended from time to time;
“Articles”	the Company’s articles of association from time to time;
“Board” or the “Directors”	the directors of the Company as at the date of this document (including the Independent Director) whose names are set out on page 6;
“Company”	Central African Gold Plc;
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended) operated by Euroclear UK & Ireland Limited in accordance with which securities may be held or transferred in uncertificated form;
“De-listing”	the proposed cancellation of admission of the Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“Form of Proxy”	the form of proxy enclosed with this document for use in connection with the General Meeting;
“General Meeting”	the general meeting of the Company convened for 10.00 a.m. on 22 December 2010, notice of which is set out in Part II of this document;
“HB Markets”	HB Markets Plc;
“Independent Director”	Roy Pitchford, Chief Executive Officer and Acting Chairman of the Company;
“Listing”	the admission of the Ordinary Shares to trading on AIM which occurred on 5 March 2004;
“London Stock Exchange”	London Stock Exchange Plc;
“Minority Shareholders”	the Shareholders other than NDM, i.e. including those Ordinary Shares held by Roy Pitchford, the Independent Director;
“NDM”	NDM (UK) Limited, a company incorporated under the laws of the Cayman Islands, which is a wholly-owned subsidiary of New Dawn Mining Corp. (TSX: ND) and which currently holds 88.68 per cent. of the outstanding Ordinary Shares;
“Notice of General Meeting”	the notice of the General Meeting which is set out in Part II of this document on pages 11 to 12;
“Ordinary Shares”	the fully paid ordinary shares in the capital of the Company which have a nominal value of 0.1 pence each, and “Ordinary Share” means any one of them;

“Re-registration”	the proposed re-registration of the Company as a private limited company in accordance with section 97(1) of the Companies Act 2006;
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting;
“Shareholders”	holders of Ordinary Shares from time to time;
“Third-Party Trading Facility”	the trading facility operated by HB Markets to acquire, on behalf of NDM, Ordinary Shares held by the Minority Shareholders for a period of two months from the date of this document and ending on 1 February 2011 (subject to extension by the NDM board, acting in its absolute discretion);
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland; and
“£” or “pence”	the lawful currency of the United Kingdom.

PART I

LETTER FROM THE CHIEF EXECUTIVE OFFICER AND ACTING CHAIRMAN

CENTRAL AFRICAN GOLD PLC

*(Incorporated and registered in England and Wales under
the Companies Act 1985 with registered number 4976987)*

Directors:

Roy Pitchford (*Chief Executive Officer and Acting Chairman*)*
Ian Saunders (*Executive Director*)
Robert Weingarten (*Non-Executive Director*)

Registered Office:

Millennium Bridge House
2 Lambeth Hill
London EC4V 4AJ
United Kingdom

* the Independent Director

To the holders of Ordinary Shares and, for information only, to the holders of share options and/or warrants

1 December 2010

Dear Shareholder,

Proposed cancellation of the admission to trading on AIM of the Company's Ordinary Shares and re-registration of the Company as a private limited company

1. Introduction

As announced on 18 November 2010, following completion of the strategic review of all of the Company's operations, as previously announced on 15 July 2010 (further details of which are set out below), the Board has concluded that the trading of the Company's Ordinary Shares on AIM is no longer in the best interests of the Company or the Shareholders and therefore the Company is seeking Shareholders' approval to cancel admission of its Ordinary Shares to trading on AIM and to re-register as a private limited company.

The purpose of this letter is to provide you with information on the background to and reasons for the proposed De-listing and Re-registration, to explain why the Board, including myself, as the Independent Director, consider the De-listing and Re-registration to be in the best interests of the Company and its Shareholders as a whole and to seek Shareholders' approval of the De-listing and Re-registration.

2. Background to, and reasons for, the De-listing and Re-registration

The principal reasons for the Listing were to provide the Company with the ability to access capital in order to fund the implementation of its business strategy and to use its Ordinary Shares to fund acquisitions of producing assets.

On 16 June 2010, NDM acquired 890,412,258 Ordinary Shares, representing approximately 88.68 per cent. of the Company's issued Ordinary Shares at the date of this document.

Having subsequently undertaken a strategic review, the Board does not believe that the Company will receive significant benefits from maintaining its admission to trading on AIM.

The Company's share price performance since Listing has been unsatisfactory, particularly over the last two years, reflecting the Company's recent disappointing operating history and troubled financial condition. Trading volumes and liquidity in the Ordinary Shares have also deteriorated, with a very limited proportion of the issued Ordinary Shares currently remaining in public hands, after the various distressed financings that the Company found necessary to undertake over the past few years.

Accordingly, the Board does not believe that the Company would be able independently to raise the significant funds the Company requires to develop its portfolio of mining assets in Zimbabwe at an acceptable price and structure, in particular through further issues of Ordinary Shares to investors in the foreseeable future.

Furthermore, the Board has considered the ongoing costs, management time and regulatory and reporting requirements of maintaining the Company's admission to AIM, and believe that these costs and administrative requirements can no longer be justified, particularly in light of the current liquidity and market capitalisation of the Company and the existence of a super-majority (greater than 75 per cent.) shareholder, NDM, on the Company's shareholder register.

For the reasons outlined above, the Board, including myself, as Independent Director, believes that the De-listing and Re-registration are in the best interests of the Company and its Shareholders as a whole.

3. The General Meeting

The General Meeting is to be held at 44 Southampton Buildings, London, WC2A 1AP at 10.00 a.m. on 22 December 2010 for the purpose of seeking Shareholders' approval to the Resolutions. Notice of the General Meeting is set out in Part II of this document.

The De-listing

In accordance with Rule 41 of the AIM Rules, the Company has today notified the London Stock Exchange of the proposed De-listing. This notice is conditional upon not less than 75 per cent. of votes cast by Shareholders (in person or by proxy) at the General Meeting voting in favour of the Resolutions.

The Re-registration

In accordance with section 97(1) of the Companies Act 2006, the Re-registration of the Company as a private company requires not less than 75 per cent. of votes cast by Shareholders (in person or by proxy) at the General Meeting voting in favour of the Resolutions.

Irrevocable Undertakings to vote in favour of the Resolutions

NDM, the Company's majority shareholder, owns 890,412,258 Ordinary Shares, representing approximately 88.68 per cent. of the Company's issued share capital as at the date of this document and has irrevocably agreed to vote in favour of the Resolutions at the General Meeting.

In addition, I, as the Independent Director, have irrevocably undertaken to vote in favour of the Resolutions at the General Meeting in respect of my own shareholding of 3,000,000 Ordinary Shares, representing approximately 0.30 per cent. of the issued Ordinary Shares at the date of this document.

Therefore, the Company has received irrevocable undertakings to vote in favour of the Resolutions at the General Meeting in respect of, in aggregate, 893,412,258 Ordinary Shares, representing approximately 88.98 per cent. of the issued Ordinary Shares at the date of this document.

Accordingly, it is anticipated that the De-listing will be effective from 31 December 2010, and the Company has notified the London Stock Exchange accordingly.

4. Principal effects of the De-listing and Re-registration

The principal effects of the De-listing and Re-registration, and the factors to take into consideration when deciding whether to vote in favour of the Resolutions, include the following:

- there will be no public market or trading facility on any recognised investment exchange for the Ordinary Shares and, consequently, there can be no guarantee that a Shareholder will be able to purchase or sell any Ordinary Shares, and hence the opportunity for Shareholders to realise their investment in the Company will be more limited;

- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply. The Company will therefore achieve immediate cost savings as a result of no longer being subject to the provisions of this regime;
- Shareholders will no longer be afforded the protections given by the AIM Rules, such as the requirement to be notified of certain events, including substantial transactions, financing transactions, related party transactions and fundamental changes in the Company's business, including certain acquisitions and disposals;
- it is probable that the liquidity and marketability of the Ordinary Shares will be significantly reduced and the value of such shares may be adversely affected as a consequence;
- as a private limited company, the Company will be subject to fewer operational restrictions than as a public company, and will no longer be required to, *inter alia*, hold annual general meetings; lay accounts before a general meeting; or retain a company secretary. In addition, as a private limited company, the Company will be subject to less stringent accounting requirements; and
- the Company will cease to have an independent financial and nominated adviser and broker.

5. Strategy following the De-listing

Following the De-listing, the Board intends to continue its efforts to develop its mining assets in a proper and orderly fashion, and to access the additional capital necessary to fund such business activities. In light of these developments, on completion of the De-listing, I intend to resign as both Chief Executive Officer and Acting Chairman of the Company, but I intend to remain on the Board as a non-executive director.

The Board will continue to keep Shareholders informed of the Company's progress through updates on the Company's website www.centralafricangold.com. In addition, the Board will continue sending Shareholders copies of the Company's accounts and holding general meetings, in accordance with applicable statutory requirements and the Articles.

6. Transactions in Ordinary Shares following the De-listing and the Re-registration

As at the close of business on 30 November 2010, the Company's Minority Shareholders held, in aggregate, 113,673,710 Ordinary Shares (representing approximately 11.32 per cent. of the Company's issued share capital).

The Board and NDM continue to have significant regard for the situation of the Minority Shareholders and recognise that the De-listing will make it considerably more difficult for the Minority Shareholders to sell or buy Ordinary Shares.

Accordingly, in order to assist Minority Shareholders who wish to dispose of their Ordinary Shares and realise their investment in the Company, NDM has agreed to employ the services of HB Markets to operate the Third-Party Trading Facility to acquire, on behalf of NDM, Ordinary Shares held by the Minority Shareholders, for a period of two months from the date of this circular, ending on 1 February 2011 (subject to extension by NDM, acting in its absolute discretion).

Under this Third-Party Trading Facility, Minority Shareholders are invited to leave an instruction (a "**Sale Notice**") with HB Markets, as the Third-Party Trading Facility provider, that they are prepared to sell their Ordinary Shares to NDM at a set price in cash of 0.6 pence per Ordinary Share (being the closing mid-market price per Ordinary Share on 16 June 2010, the date prior to which the Company announced that NDM had acquired its majority interest in the Company).

This price represents a 106.9 per cent. increase on the price of 0.29 pence per Ordinary Share paid by NDM for its majority interest in the Company on that date, which was satisfied by the issue of equity in the parent company of NDM, New Dawn Mining Corp..

Following receipt of a Sale Notice, HB Markets will contact both NDM and the relevant Minority Shareholder and then effect the transaction. In these circumstances, Minority Shareholders who do not have

their own broker may need to register with HB Markets as a new client (subject to HB Markets usual terms and conditions, which are available on HB Market's website www.hbmarkets.com). Such registration can take a certain period of time to process and accordingly, Minority Shareholders who consider they are likely to use the Third-Party Trading Facility are encouraged to commence registration at the earliest opportunity.

Following the expiration of the period during which the Third-Party Trading Facility is available, any Minority Shareholders who subsequently wish to buy or sell their Ordinary Shares should notify the Board, which will, where possible, seek to match potential purchasers and sellers.

Further details of the Third-Party Trading Facility will be made available on the Company's website (www.centralafricangold.com) and posted to those Minority Shareholders whose addresses are set out on the Company's shareholder register.

If Minority Shareholders wish to buy or sell Ordinary Shares on AIM, they must do so prior to the De-listing becoming effective. As noted above, the last day of dealing in the Ordinary Shares on AIM will be 30 December 2010 and the De-listing will be effective from 8.00 a.m. on 31 December 2010.

If Minority Shareholders wish to effect a transfer of Ordinary Shares pursuant to the Third-Party Trading Facility, Minority Shareholders will need to provide HB Markets with (for Ordinary Shares held in certificated form only) the relevant share certificate(s) or (for Ordinary Shares held in uncertificated form only (that is, in CREST)) the relevant CREST details. Further details can be provided by contacting HB Markets directly on 020 7382 8311 or newaccountdesk@hbmarkets.com (please quote reference "Central African Gold").

Following the De-listing, transfers of Ordinary Shares (whether pursuant to the Third-Party Trading Facility or otherwise) may only be effected in accordance with those provisions of the Articles concerning off-market transfers of Ordinary Shares.

7. Action to be taken

The General Meeting seeking Shareholders' approval of the Resolutions is to be held at 10.00 a.m. on 22 December 2010. Notice of the General Meeting is set out in Part II of this document.

A Form of Proxy is enclosed for use by Shareholders in connection with the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are asked to complete, sign and return the Form of Proxy to the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible, but in any event so as to arrive no later than 10.00 a.m. on 20 December 2010.

The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they wish to do so.

Accordingly, whether or not Shareholders intend to attend the General Meeting in person, they are encouraged to complete and return the Form of Proxy as soon as possible.

8. Recommendation

For the reasons set out above, the Board, including myself, as the Independent Director, considers both the De-listing and the Re-registration to be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board, including myself, as the Independent Director, recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as I have irrevocably undertaken to do in respect of my own shareholding of 3,000,000 Ordinary Shares, representing approximately 0.30 per cent. of the issued Ordinary Shares at the date of this document.

NDM has given an irrevocable undertaking to vote in favour of the Resolutions in respect of its holding in the Company, which amounts to 890,412,258 Ordinary Shares, and represents approximately 88.68 per cent. of the issued Ordinary Shares at the date of this document. In addition, I, as the

Independent Director, have irrevocably undertaken to vote in favour of the Resolutions at the General Meeting in respect of my own shareholding of 3,000,000 Ordinary Shares, representing approximately 0.30 per cent. of the issued Ordinary Shares at the date of this document.

Therefore, the Company has received irrevocable undertakings to vote in favour of the Resolutions at the General Meeting in respect of, in aggregate, 893,412,258 Ordinary Shares, representing approximately 88.98 per cent. of the issued Ordinary Shares at the date of this document.

Strand Hanson Limited, having taken into the account the commercial assessment of the Board, including those of the Independent Director, considers the terms of the Third-Party Trading Facility to be fair and reasonable. The Board, including the Independent Director, recommends that, given the effects of the De-listing and Re-registration (as set out in section 4 of this letter) the Minority Shareholders dispose of their Ordinary Shares on the terms offered under the Third-Party Trading Facility.

Yours faithfully

Roy Pitchford

Chief Executive and Acting Chairman

PART II

NOTICE OF GENERAL MEETING

CENTRAL AFRICAN GOLD PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 4976987)

(the “Company”)

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of the Company will be held at the offices of Memery Crystal LLP, 44 Southampton Buildings, London, WC2A 1AP, United Kingdom on 22 December 2010 at 10.00 a.m. to consider and, if thought fit, pass the following resolutions, which will be proposed as special resolutions:

Special Resolutions

1. THAT, pursuant to Rule 41 of the AIM Rules for Companies, the admission of the Company’s ordinary shares of 0.1 pence each to trading on AIM, a market operated by London Stock Exchange Plc, be cancelled (“**De-listing**”) and that the directors of the Company be and are hereby authorised to take all steps which are necessary or desirable in order to effect such cancellation with effect from 31 December 2010 or such later date as the directors of the Company may determine.
2. THAT, conditional on the passing of resolution 1 above and immediately following the De-listing, the Company be re-registered as a private limited company pursuant to section 97(1) of the Companies Act 2006 by the name of “Central African Gold Limited” with effect from the date approved by the Registrar of Companies (“**Re-registration**”).
3. THAT the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairperson be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with effect from the date of the Re-registration.

BY ORDER OF THE BOARD
Philip Enoch
Secretary

Dated: 1 December 2010

Registered Office:

Millennium Bridge House
2 Lambeth Hill
London EC4V 4AJ
United Kingdom

Notes:

- (1) Holders of ordinary shares in the Company are entitled to attend and vote at the General Meeting. A member entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to attend, speak and vote at the General Meeting in his/her place. A Form of Proxy is attached to this notice for use at the General Meeting. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member, but must attend in person. The Form of Proxy must specify the number of shares in respect of which the proxy is appointed. To appoint more than one proxy you may copy the Form of Proxy which is attached to this notice for use at the General Meeting and you should indicate, by ticking the box provided, if the proxy instruction is one of multiple instructions given. All forms must be signed and returned together in the same envelope. A proxy need not also be a member.

- (2) To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of such power or authority in accordance with section 3 of the Powers of Attorney Act 1971), must be lodged with the Registrar of the Company, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 10.00 a.m. on 20 December 2010 (or in the case of an adjourned General Meeting, not less than 48 hours before the time appointed for that adjourned General Meeting), or in the case of a poll taken otherwise than at, or on the same day as, the General Meeting or any adjourned meeting, not less than 24 hours before the time appointed for taking the poll.
- (3) Completing and returning a form of proxy will not prevent a member from attending in person at the General Meeting and voting, should he/she so wish. A corporation that is a member may authorise a person to act as its representative at the General Meeting convened by this notice. That person may exercise the same powers on the corporation's behalf as the corporation could exercise if it were an individual member.
- (4) In case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first name being the most senior).
- (5) A corporation that is a member may authorise more than one person to act as its representatives at the General Meeting convened by this notice. Each person may exercise the same powers on the corporation's behalf as the corporation could exercise if it were an individual member. Where more than one of those persons purport to exercise such a power: (a) if they purport to exercise the power in the same way, the power is treated as exercised in that way; and (b) if they do not purport to exercise the power in the same way, the power is treated as not exercised. Consequently, if a corporation wishes those persons to be able to exercise a power differently, it should instead appoint them as proxies.
- (6) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, as amended (the "**Regulations**"), the Company gives notice that only those shareholders entered on the relevant register of members (the "**Register**") for certificated or uncertificated shares of the Company (as the case may be) at 6.00 p.m. on 20 December 2010 (the "**Specified Time**") will be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at that General Meeting. Should the General Meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned General Meeting. Should the General Meeting be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned General Meeting or, if the Company gives notice of the adjourned General Meeting, at the time specified in the notice.
- (7) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournments of it by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their sponsors or voting service providers, who will be able to take the appropriate action on their behalf.
- (8) For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for those instructions as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company's agent (Identification number RA10) by the latest time for receipt of proxy appointments specified in the notice of General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- (9) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed voting service providers, to procure that its CREST sponsors or voting service providers take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Regulations.
- (10) No business, other than the appointment of a chairman to the General Meeting, shall be transacted at the General Meeting unless a quorum is present at the time at which the General Meeting proceeds to business. Two qualifying persons are a quorum unless those persons are only qualifying persons because (i) they are each authorised to act as the representative of a corporation, and they are representative of the same corporation and (ii) they are each appointed as a proxy of a member, and they are proxies of the same member. A "**qualifying person**" is an individual who is a member, any person authorised to act as a representative of a member (being a corporation) at the General Meeting or a person appointed as proxy of a member in relation to the General Meeting.
- (11) A copy of the proposed new articles of association will be available on the Company's website and at the Company's registered office from the date of posting of this document until the time of the General Meeting and at the offices of Memery Crystal LLP, 44 Southampton Buildings, London, WC2A 1AP, being the location of the General Meeting, from 15 minutes before the General Meeting until it ends.