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

If you have sold or otherwise transferred all of your ordinary shares, please forward this document together with the accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

BDO Stoy Hayward Corporate Finance, a division of BDO Stoy Hayward LLP, Chartered Accountants, and Kinmont Limited, both of whom are authorised in the United Kingdom under the Financial Services and Markets Act 2000 and regulated in the United Kingdom by the Financial Services Authority, are acting for the Company, as sponsor and financial adviser respectively, and for no one else in connection with the Proposal and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for providing advice in relation to the Proposal.

Alpha Pyrenees Trust Limited

(a closed-ended investment company incorporated in Guernsey and registered with number 43932)

Proposed Re-classification of the Company

Proposed amendment of the Company's investment policy

Notice of Extraordinary General Meeting

Application has been made to the UK Listing Authority for Re-classification of the Company's listing on the Official List from that of a property investment company listed under Chapter 15 of the Listing Rules to that of an overseas company listed under Chapter 14 of the Listing Rules. Subject to Shareholder approval, it is expected that such Re-classification will become effective on Tuesday 13 February 2007.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Alpha Pyrenees Trust Limited set out on pages 5 to 12 of this document in which the Board recommends that you approve the Proposal described herein by voting in favour of the Resolution to be proposed at the Extraordinary General Meeting referred to below.

Notice of an Extraordinary General Meeting of Alpha Pyrenees Trust Limited, to be held at 10:00 a.m. on Monday 5 February 2007 at First Floor, Dorey Court, Admiral Park, St. Peter Port, Guernsey GY1 6HJ, is set out at the end of this document.

A Form of Proxy for use at the Extraordinary General Meeting is enclosed. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed thereon to the Company's registrars, Mourant Guernsey Limited, PO Box 543, First Floor, Dorey Court, Admiral Park, St. Peter Port, Guernsey GY1 6HJ, or be returned by fax to + 44 (0) 1481 715602, as soon as possible but, in any event, so as to arrive no later than 10:00 a.m. on Saturday 3 February 2007. The completion and return of a Form of Proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you wish to do so.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of notice of the proposed Re-classification	Monday 15 January 2007
Latest time and date for receipt of Forms of Proxy	10:00 a.m. on Saturday 3 February 2007
Extraordinary General Meeting	10:00 a.m. on Monday 5 February 2007
Re-classification effective	Tuesday 13 February 2007

DEFINITIONS

References in this document to statutes or government agencies are, unless specifically stated otherwise, to statutes or government agencies in the UK. The following definitions apply throughout this document unless the context requires otherwise:

“Alpha Pyrenees Trust” or the “Company”	Alpha Pyrenees Trust Limited
“Articles”	the articles of association of the Company
“associate”	has the meaning given to it in the Listing Rules
“Board” or “Directors”	the directors of the Company for the time being
“business day”	any day where banks in London and Guernsey are open for business (excluding Saturdays and Sundays)
“Company’s Prospectus”	the prospectus dated 23 November 2005 issued by the Company
“directive minimum”	the minimum obligations required to be imposed on issuers under the Consolidated Admissions and Reporting Directive as set out in Chapter 14 of the Listing Rules
“Disclosure Rules”	the disclosure rules made pursuant to Part VI of FSMA as to be amended on 20 January 2007 by the Transparency Obligations Directive (Disclosure and Transparency Rules) Instrument 2006
“Extraordinary General Meeting”	the extraordinary general meeting of the Company convened for 5 February 2007, notice of which is set out at the end of this document, or any reconvened meeting following adjournment thereof
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders in connection with the Extraordinary General Meeting
“FSA”	the Financial Services Authority
“FSMA”	the Financial Services and Markets Act 2000, as amended
“Group”	the Company and its subsidiary undertakings
“IFRS”	International Financial Reporting Standards
“Investment Manager”	Alpha Real Capital LLP, investment manager to the Company
“Listing Principles”	the listing principles set out in Chapter 7 of the Listing Rules
“Listing Rules”	the listing rules made pursuant to Part VI of FSMA as to be amended on 20 January 2007 by the Transparency Obligations Directive (Disclosure and Transparency Rules) Instrument 2006
“London Stock Exchange”	London Stock Exchange plc
“Model Code”	the Model Code on director’s dealings in securities set out in Annex 1 to Chapter 9 of the Listing Rules
“Official List”	the Official List of the UK Listing Authority

DEFINITIONS

“ordinary shares”	ordinary shares of no par value in the capital of the Company
“prohibited period”	has the meaning given to it in the Listing Rules
“Proposal” or “Re-classification”	the proposed re-classification of the Company’s listing from that of a property investment company listed under Chapter 15 of the Listing Rules to that of an overseas company listed under Chapter 14 of the Listing Rules including the amendments to the Company’s investment policy described under the heading “Investment policy and applicable investment restrictions in the future” in the letter from the Chairman of Alpha Pyrenees Trust set out in Part 1 of this document
“REITs”	UK Real Estate Investment Trusts being companies to which Part IV of the Finance Act 2006 applies
“related party”	has the meaning given to it in the Listing Rules
“Resolution”	the resolution to be proposed at the Extraordinary General Meeting
“RIS”	Regulatory Information Service that is approved by the FSA as meeting the Primary Information Provider criteria and that is on the list of Regulatory Information Services maintained by the FSA
“Shareholders”	holders of ordinary shares
“subsidiary undertaking”	has the meaning given to it in section 258 of the Companies Act 1985, as amended
“super-equivalent”	the obligations contained in Chapters 7 to 13 (inclusive) and Chapter 15 of the Listing Rules being at least equivalent to the obligations required by the Consolidated Admissions and Reporting Directive
“Total Income Profit”	the Company’s profit before tax, calculated under IFRS, excluding realised and unrealised gains and losses on the disposal of property
“Transparency Rules”	the Transparency Rules made pursuant to Part VI of FSMA as to be implemented on 20 January 2007 by the Transparency Obligations Directive (Disclosure and Transparency Rules) Instrument 2006
“UKLA” or “UK Listing Authority”	the FSA acting in its capacity as the competent authority for the purposes of Part VI of FSMA
“UK” or “United Kingdom”	United Kingdom of Great Britain and Northern Ireland

PART 1
LETTER FROM THE CHAIRMAN OF ALPHA PYRENEES TRUST

Alpha Pyrenees Trust Limited

(a closed-ended investment company incorporated in Guernsey and registered with number 43932)

Directors:

Richard Kingston (Chairman)
Christopher Bennett
David Jeffreys
Phillip Rose
Serena Tremlett

Registered office:

First Floor
Dorey Court
Admiral Park
St. Peter Port
Guernsey GY1 6HJ

15 January 2007

To Shareholders and, for information only, to holders of options and warrants over ordinary shares

Dear Shareholder,

**Proposed Re-classification of the Company
Proposed amendment of the Company's investment policy
Notice of Extraordinary General Meeting**

1. Introduction

Today the Company announced its intention, subject to Shareholder approval, to re-classify the Company's listing from that of a property investment company under Chapter 15 of the Listing Rules to that of an overseas company with a secondary listing under Chapter 14 of the Listing Rules and to amend the Company's investment policy.

The purpose of this document is to provide you with details of the Re-classification, including the background to and reasons for the Re-classification, to explain why your Board considers the Re-classification to be in the best interests of Shareholders as a whole and to recommend that you vote in favour of the Resolution.

In summary, your Board believes that the added flexibility and speed to completion of property investments by the Company that the Re-classification will provide will assist the Company in achieving its stated investment objectives.

The Re-classification amounts to a material change to the Company's investment policy and therefore requires and is conditional upon Shareholder approval, in accordance with Listing Rule 15.4.9. The Resolution approving the Re-classification will be proposed at the Extraordinary General Meeting convened for Monday 5 February 2007.

If the Re-classification is approved by Shareholders, it is expected that it will become effective on or around Tuesday 13 February 2007.

Background to and reasons for the Re-classification

The UKLA has recently published a number of consultation papers which have, *inter alia*, considered the listing regime for property investment companies which is currently contained

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within Chapter 15 of the Listing Rules – “Investment Entities”. As a result of recent developments through the implementation of the EU Prospective Directive, the introduction of legislation relating to REITs in the UK, effective from 1 January 2007, and the responses received to one of the UKLA’s consultation papers, the UKLA is proposing to introduce some major changes to Chapter 15 of the Listing Rules. A summary of those aspects of Chapter 15 of the current Listing Rules which are relevant to your Company is set out under the heading “Chapter 15 – Investment entities” in Part 2 of this document.

The UKLA currently intends to replace the rules-based regime of Chapter 15 of the Listing Rules with a principles-based regime. The UKLA believes that this will provide a more modern and flexible platform that will give investment entities greater choice in selecting their investment objectives and strategies. It is expected that included within these changes will be the abolition of the current prescriptive rules including, specifically, the restriction on the proportion that any single property can constitute of the total assets of a company and the restriction on the proportion that income from any single tenant (or tenants within the same group) can contribute to the total income of a company in any financial year. It is currently expected that the Listing Rules will be amended in the third quarter of 2007.

Along with these changes, the UKLA has also recently, in a consultation paper, clarified the rules relating to overseas companies. Overseas companies (which include companies incorporated in the Channel Islands) are now able to list on the Official List with only a secondary listing, under Chapter 14 of the Listing Rules, without having to have a primary listing in another jurisdiction. Chapter 14 of the Listing Rules sets out directive minimum standards that overseas companies must comply with to obtain and maintain a secondary listing on the London Stock Exchange.

As a result of this clarification, it is possible for overseas investment entities to choose to be listed on the Official List under either Chapter 15 of the Listing Rules, which the UKLA have termed a “super-equivalent” standard, or under Chapter 14 of the Listing Rules, which the UKLA have termed a “directive minimum” standard.

Given the fact that the proposed changes to the Listing Rules will not be implemented until the third quarter of 2007, your Board believes it to be in the Company’s best interests to seek pro-actively the Re-classification now, rather than to wait for the proposed changes to be implemented. The Re-classification will provide your Company with maximum flexibility to operate within its amended investment policy which is described in detail below and which is proposed to be amended in the manner described below to align it, more closely, with the REIT legislation. The Re-classification will also enable the Company to complete certain transactions without the requirement to seek Shareholder approval whilst retaining, on a modified basis, some of the investment restrictions from Chapter 15 of the Listing Rules. Your Board believes that the added flexibility and speed to completion of property investments by the Company that the Re-classification will facilitate will assist the Company in achieving its stated investment objectives, which include being fully invested by the end of 2007.

Current opportunity

Your Company announced on 27 December 2006 that it has acquired a 77 per cent. economic interest in a 77,000 square metre business park in France, comprising 20 office, warehouse and research and development buildings, and that it has secured a call option, and granted a put option, to acquire the remaining 23 per cent. of the economic interest in the business park at a pre-determined price. If Shareholder approval for the Re-classification is received, the Board intends to proceed with acquiring the remaining 23 per cent. as soon as possible thereafter. The acquisition of the remaining 23 per cent. will, once completed, mean that the business park will comprise approximately 19 per cent. of the Company’s expected gross assets, once fully invested.

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Effect of the Re-classification on the Company's obligations under the Listing Rules

The effect of the Re-classification is that the provisions of Chapters 7 to 13 (inclusive) and Chapter 15 of the Listing Rules will cease to apply to the Company. In summary, these relate to the following matters:

- the application of certain generic "Listing Principles" (Chapter 7);
- the requirement to appoint a sponsor in certain circumstances (Chapter 8);
- various continuing obligations imposed on a listed company, including specific contents requirements for circulars issued by the Company (Chapters 9 and 13);
- the requirement to announce or obtain Shareholder approval for certain transactions (depending on their size and nature) and for certain transactions with "related parties" (Chapters 10 and 11);
- certain restrictions in relation to the Company dealing in its own securities and treasury shares (Chapter 12); and
- certain requirements which are specific to investment entities, including in relation to corporate governance, investment policies, dividends and investment diversification (Chapter 15).

A summary of the provisions of Chapters 7 to 13 (inclusive) and Chapter 15 of the Listing Rules is set out in Part 2 of this document. Shareholders should note that, amongst other things, the 15 per cent. limit on the proportion that any single property can constitute of the total assets of the Company and the 20 per cent. limit on the proportion that income from any single tenant (or tenants within the same group) can contribute to the total income of the Company in any financial year, which are both required in accordance with Chapter 15 of the Listing Rules, will cease to apply to the Company following the Re-classification, as set out in the 'Investment policy and applicable restrictions in the future' section below.

Instead, rather than being required to comply with these provisions, the Company will be required to comply with the more limited requirements of Chapter 14 of the Listing Rules which are summarised in Part 3 of this document. The Company will also comply with its amended investment policy, the investment restrictions contained within the amended investment policy and the additional Shareholder protections which are set out below. It is the Board's intention that any subsequent material amendment to such policy or restrictions would be subject to Shareholder approval.

Shareholders wishing to view the Listing Rules in full can do so on-line at <http://fsahandbook.info/FSA/html/handbook/LR>.

Investment policy and applicable investment restrictions in the future

The investment policy of the Company will continue to be to invest in a diversified portfolio of properties in France and Spain, focusing on commercial property, principally in the industrial, logistics, office and retail sectors.

The existing investment policies and restrictions which currently apply to the Company are set out in the second column of the table below. These do not form part of the Company's investment policy but are requirements with which it must currently comply, under Chapter 15 of the Listing Rules. As your Company will no longer be required to comply with these prescriptive requirements, your Board believes that certain investment principles should be included in the investment policy in the future. The adoption of new investment principles represents a material change in your Company's investment policy. Given the introduction of legislation relating to REITs, effective from 1 January 2007, your Board believes it is appropriate to align more closely your Company's investment principles with those of the REIT requirements. Your Board therefore

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intends to incorporate the principles set out in the first column in the table below into the Company's existing investment policy.

Proposed new investment principles to be adopted upon Re-classification	Existing applicable investment policies and restrictions as set out in Chapter 15 of the Listing Rules
The Company's assets will include at least three properties or separately rentable units, of which none should represent more than 40 per cent. of the total value of the properties of the Company when the Company is fully invested. Assets will be valued at market value and in accordance with IFRS.	No single property (including all adjacent or contiguous properties) shall, at the time of admission to trading on the Official List (and as a continuing obligation, upon acquisition), constitute more than 15 per cent. of the gross assets of the Company, consolidated where applicable.
No property will be owner-occupied.	No specified restriction.
At least 75 per cent. of the Company's Total Income Profit must relate to property rental business.	No specified restriction.
At least 75 per cent. of the Company's gross assets must relate to property rental business.	No specified restriction.
There is no restriction on the property tenure profile.	At least 90 per cent. by value of properties held by the Group shall be in the form of freehold or long leasehold properties or the equivalent.
No specified restriction.	Save for the purpose of funding the members of the Group, not more than 20 per cent. of the gross assets of the Company (consolidated where appropriate) will be lent to or invested in the securities of any one company or group (including loans to or shares in the Company's own subsidiary undertakings) at the time when the investment or loan is made; for this purpose any existing holding in the company concerned will be aggregated with the proposed new investment.
No specified restriction.	Income receivable from any single tenant, or tenants within the same group, in any one financial year shall not exceed 20 per cent. of the total rental income of the Group in that financial year.
No specified restriction.	The proportion of the Group's property portfolio which is unoccupied or not producing income or which is in the course of substantial development, redevelopment or refurbishment shall not exceed 25 per cent. of the value of the portfolio.
The Company does not intend to retain more than 15 per cent. of its net profits, before gains and losses on the disposal of profits and other investments.	The Company will not retain more than 15 per cent. of its net profits, before gains and losses on the disposal of properties and other investments.

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Please note that a detailed summary of the existing requirements of Chapter 15 of the Listing Rules is provided in Part 2 of this document.

At the time of the Company's listing, in compliance with Chapter 15 of the Listing Rules, the Company was required to limit its borrowing powers to 65 per cent. of its gross assets. As referred to in the Company's Prospectus, the Listing Rules do allow for property investment companies such as Alpha Pyrenees Trust to seek Shareholder approval for a higher level of gearing. In June 2006, Shareholders approved an amendment to the Company's borrowing powers allowing for borrowings of up to 95 per cent. of the Company's gross assets. However, in practice, the Board currently intends to target borrowings of 75 to 80 per cent. of gross assets.

It is the Board's intention that any further material change to the Company's amended investment policy, outlined above, will only be made following Shareholder approval. However, such a requirement is not contained in the Articles and neither will such requirement, as contained in Chapter 15 of the Listing Rules, apply to the Company. Therefore the requirement to seek Shareholder approval will be undertaken on a voluntary basis.

Shareholder protections enshrined in the Articles

Although your Company will not be required to comply with Chapters 7 to 13 (inclusive) and Chapter 15 of the Listing Rules, certain of the protections afforded to Shareholders under those Chapters will remain as a result of the Articles. In particular, the Articles contain rights of pre-emption as described below.

When proposing to allot ordinary shares or rights to subscribe for, or convert securities into, ordinary shares the Company must first offer them pre-emptively to every member on materially the same terms. The number of ordinary shares or rights to subscribe for, or convert securities into, ordinary shares offered will be in proportion to the number of ordinary shares held by the relevant member of the relevant class of ordinary shares then in issue. These rights do not apply to the allotment of the first 187,500,000 ordinary shares or rights to subscribe for, or convert securities into, ordinary shares to be allotted at any time after the Company's admission to the Official List. Furthermore, the Company may, by special resolution (i.e. a majority of two thirds of voting Shareholders), disapply this procedure in other circumstances.

Additional Shareholder protections to be retained

In addition to the Company's investment policy and the Shareholder protections included in the Articles, your Board has also considered Chapters 7 to 13 (inclusive) of the Listing Rules and believes that certain protections included within these Chapters should still be complied with, where possible, on a voluntary basis for the benefit of Shareholders. These are as follows:

- The Listing Principles summarised in the section headed "Chapter 7 – Listing Principles" in Part 2 of this document.
- The Model Code, as summarised in the section headed "Chapter 9 – Continuing obligations – Compliance with the Model Code" in Part 2 of this document.
- The requirement to seek Shareholder approval for any transaction that would give a percentage ratio under either the gross assets and/or consideration test (as set out in Chapter 10 of the Listing Rules and calculated assuming the Company was fully invested) greater than 100 per cent.
- To notify a RIS as soon as possible after the terms of a transaction with a related party (which gives a percentage ratio under the market capitalisation and/or gross assets test currently set out in Chapter 10 of the Listing Rules greater than 5 per cent.) are agreed disclosing the following information and including a statement that, with the exception

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of any Director who is involved in the transaction as a related party, your Directors consider, having consulted an independent financial adviser, that the terms of the transaction are fair and reasonable insofar as the Shareholders are concerned:

- particulars of the transaction, including the name of the other party to the transaction;
 - a description of the business carried on by, or using, the assets which are the subject of the transaction;
 - the profits attributable to the assets which are the subject of the transaction;
 - the value of the assets which are the subject of the transaction;
 - the full consideration and how it is being satisfied;
 - the effect of the transaction on the Company;
 - details of any service contracts of proposed directors of the Company;
 - in the case of a disposal, the application of the sale proceeds;
 - in the case of a disposal, if shares or other securities are to form part of the consideration received, a statement whether such securities are to be sold or retained; and
 - any other information necessary to enable investors to evaluate the effect of the transaction upon the Company.
- Your Company's policy in respect of purchases or redemption of its own securities will be as follows:
 - it will not purchase or redeem its own securities during a Prohibited Period;
 - it will not purchase its own securities from a related party unless a tender offer is made to all holders of that class of security unless, in the case of a market purchase pursuant to a general authority granted by Shareholders, it is made without the prior understanding, arrangement or agreement between your Company and the related party;
 - unless a tender offer is made to all holders of the class of security, purchases by your Company of less than 15 per cent. of any class pursuant to a general authority granted by Shareholders may only be made if the price to be paid is not more than 5 per cent. above the average market value of the class of security for the 5 business days prior to the day the purchase is made;
 - purchases of 15 per cent. or more of any class of security will only be made by way of a tender offer to all holders of that class; and
 - the Board will notify a RIS of any decision to submit to Shareholders a proposal to purchase its own shares and will subsequently notify a RIS as soon as possible after any purchase.

In addition, your Company intends to:

- publish its preliminary statement of annual results (or the information from its annual financial report that is required to be communicated to the media pursuant to the Transparency Rules) through a RIS as soon as possible after it has been approved and in any event within 120 days of the end of the period to which it relates and only after it has been agreed with your Company's auditors;

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- notify a RIS as soon as possible after the Board has approved any decision to pay or make any dividend or other distribution or to withhold any dividend or interest payment;
- publish its half yearly report to a RIS as soon as possible after it has been approved and in any event within 90 days of the end of the period to which it relates; and
- publish its investment policy in its annual report and accounts.

Although your Company will not be required to comply with the relevant Listing Rules from which these additional Shareholder protections have been drawn, your Board intends to comply with these additional Shareholder protections on a voluntary basis.

The Board will also ensure that Shareholders are still provided with sufficient information in order for them to make an informed decision on any matter which they need to approve, and will also take appropriate independent financial advice, where appropriate.

Extraordinary General Meeting

The Proposal is conditional upon the approval of Shareholders and, accordingly, you will find set out at the end of this document a notice convening the Extraordinary General Meeting, such meeting to be held at 10:00 a.m. on Monday 5 February 2007 at First Floor, Dorey Court, Admiral Park, St. Peter Port, Guernsey GY1 6HJ, at which the Resolution to approve the Proposals will be proposed.

Action to be taken

You will find enclosed with this document a Form of Proxy for use at the Extraordinary General Meeting. Whether or not you propose to attend the Extraordinary General Meeting in person, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Mourant Guernsey Limited, P.O. Box 543, First Floor, Dorey Court, Admiral Park, St. Peter Port, Guernsey GY1 6HJ, or by fax to + 44 (0) 1481 715602, as soon as possible but, in any event, so as to arrive no later than 10:00 a.m. on Saturday 3 February 2007.

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

Additional information

Your attention is drawn to the additional information set out in Parts 2 and 3 of this document. Shareholders are advised to read the whole of this document and not merely rely on the key summarised information contained in this letter.

Conclusion

Given the impending changes to Chapter 15 of the Listing Rules, your Board believes it to be in the Company's best interests to move pro-actively from a super-equivalent listing standard to a directive minimum listing standard as this will provide your Company with maximum flexibility to operate within its amended investment policy and will allow the company to complete certain transactions without the requirement to seek Shareholder approval whilst retaining, on a modified basis, some of the investment restrictions from Chapter 15 of the Listing Rules. Your Board believes that the added flexibility and speed to completion of investments that this Re-classification will provide will assist the Company in achieving its investment objectives. The Board has consulted with the Investment Manager who unequivocally supports the Re-classification and also believes it to be in the best interests of the Company and the Shareholders as a whole.

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Recommendation

Your Board believes that the Proposal is in the best interests of Shareholders as a whole and unanimously recommends that Shareholders approve the Proposal by voting in favour of the Resolution to be proposed at the Extraordinary General Meeting, as each Director intends to do in respect of his or her own beneficial holdings, which in aggregate amount to 265,000 ordinary shares, representing approximately 0.21 per cent. of the existing issued ordinary shares.

Yours sincerely

Richard Kingston
Chairman

PART 2
SUMMARY OF CHAPTERS 7 TO 13 (INCLUSIVE) AND
CHAPTER 15 OF THE LISTING RULES

The effect of the Re-classification is that the provisions of Chapters 7 to 13 (inclusive) and Chapter 15 of the Listing Rules will cease to apply to the Company and instead the provisions of Chapter 14 of the Listing Rules will apply to the Company. A summary of Chapters 7 to 13 (inclusive) and Chapter 15 of the Listing Rules is set out below. As outlined in Part 1 of this document, certain aspects of these Listing Rules are to be retained by the Company on a voluntary basis for the benefit of Shareholders. A summary of Chapter 14 to the Listing Rules is set out in Part 3 of this document. Both such summaries reflect the amendments to be made on 20 January 2007 pursuant to the Transparency Obligations Directive (Disclosure and Transparency Rules) Instrument 2006.

Chapter 7 – Listing Principles

Chapter 7 of the Listing Rules sets out the Listing Principles. The purpose of the Listing Principles is to ensure that issuers pay due regard to the fundamental role they play in maintaining market confidence and ensuring fair and orderly markets. They are designed to assist listed companies in identifying their obligations and responsibilities under the Listing Rules and the Disclosure Rules. The Listing Principles are as follows:

- *Listing Principle 1* – A listed company must take reasonable steps to enable its directors to understand their responsibilities and obligations as directors.
- *Listing Principle 2* – A listed company must take reasonable steps to establish and maintain adequate procedures, systems and controls to enable it to comply with its obligations.
- *Listing Principle 3* – A listed company must act with integrity towards holders and potential holders of its listed equity securities.
- *Listing Principle 4* – A listed company must communicate information to holders and potential holders of its listed equity securities in such a way as to avoid the creation or continuance of a false market in such listed equity securities.
- *Listing Principle 5* – A listed company must ensure that it treats all holders of the same class of its listed equity securities that are in the same position equally in respect of the rights attaching to such listed equity securities.
- *Listing Principle 6* – A listed company must deal with the FSA in an open and co-operative manner.

Chapter 8 – Sponsors

Chapter 8 of the Listing Rules sets out the circumstances in which a listed company must appoint a sponsor, the role of a sponsor, the responsibilities of listed companies, the criteria for approval as a sponsor and the regime for supervision of sponsors.

A sponsor must be an authorised person under FSMA and must be registered on the UKLA's register of sponsors.

When a sponsor must be appointed or its assistance obtained

A company must appoint a sponsor when applying for a primary listing of its equity securities. A listed company must appoint a sponsor on each occasion that it:

- makes an application for admission of equity securities which requires the production of a prospectus;
- is required to produce a class 1 circular;

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- is producing a circular that proposes a reconstruction or a refinancing which does not constitute a class 1 transaction;
- is producing a circular for the proposed purchase of its own shares which does not constitute a class 1 transaction and is required to include a working capital statement; and
- is required to do so by the FSA because it appears to the FSA that there is, or there may be, a breach of the Listing Rules or the Disclosure Rules by the listed company.

A listed company must obtain a sponsor's guidance if it proposes to enter into:

- a transaction which could be a class 1 transaction or a reverse takeover under Chapter 10 of the Listing Rules (see below); or
- a transaction which is, or may be a related party transaction under Chapter 11 of the Listing Rules (see below).

Role of a sponsor: general

The sponsor's responsibilities to a listed company are to:

- guide it on:
 - the "application or interpretation" of the Listing Rules and Disclosure Rules with "due care and skill"; and
 - understanding and meeting its responsibilities under the Listing Rules and the Disclosure Rules; and
- perform certain services on applications for admission by new applicants, applications for further admission of shares to listing and on certain transactions (see below).

Where a sponsor is giving advice on the application or interpretation of the Listing Rules or the Disclosure Rules, it must take reasonable steps to satisfy itself that the directors of the listed company understand the nature and extent of their responsibilities under the Listing Rules and the Disclosure Rules.

Role of a sponsor: transactions

Chapter 8 sets out specific rules on what a sponsor must or must not do when acting for a listed company in connection with certain transactions which include the following:

- where the sponsor is acting for a new applicant for listing and the production of a prospectus is required, it must:
 - not submit a listing application unless it has come to a reasonable opinion, after due and careful enquiry, that: the applicant has satisfied the applicable listing and prospectus requirements; the directors of the applicant have established procedures which enable the applicant to comply with the Listing Rules and the Disclosure Rules on an ongoing basis; the directors of the applicant have established procedures which provide a reasonable basis for them to make proper judgments on an ongoing basis as to the financial position and prospects of the applicant and its group; and the directors of the applicant have a reasonable basis on which to make the working capital statement; and
 - ensure that no equity shares are placed with connected clients of the sponsor or of any securities house or other intermediary assisting with the offer, unless placed with a market maker or fund manager for the purposes of its business as such;

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- where the sponsor is acting for a listed company with securities already admitted to listing, it must not submit a listing application in respect of further shares unless it has come to a reasonable opinion, after due and careful enquiry, that the listed company has satisfied the applicable listing and prospectus requirements and the directors of the listed company have a reasonable basis on which to make the working capital statement; and
- where the sponsor is acting for a listed company which is producing a class 1 circular, a circular proposing a reconstruction or refinancing or a circular for the purchase of the listed company's own shares, it must not submit an application for approval of the circular unless it has come to a reasonable opinion, after having made due and careful enquiry, that the transaction will not have an adverse impact on the listed company's ability to comply with the Listing Rules or the Disclosure Rules and must also be satisfied that the directors have a reasonable basis on which to make the working capital statement.

Responsibilities of listed companies

Under Chapter 8 of the Listing Rules, a listed company is required to notify the FSA of the name and contact details of any sponsor appointed in accordance with the Listing Rules and must also notify the FSA if a sponsor which has been appointed resigns or is dismissed.

Chapter 9 – Continuing obligations

Chapter 9 of the Listing Rules sets out certain continuing obligations with which a company with a primary listing of equity shares must comply. The key obligations are summarised below.

Requirements with continuing application

Listing Rule 9.2 contains a number of eligibility requirements and other requirements which have a continuing application. These obligations include:

- *Contact details* – Listed companies are required to keep the FSA updated with the contact details of at least one appropriate person to receive enquiries in the first instance about the company's compliance with the Listing Rules and the Disclosure Rules.
- *Admission to trading* – A company with listed equity securities or listed preference shares must be admitted to trading on a market for listed securities at all times.
- *Compliance with Disclosure Rules* – Listed companies must comply with Chapter 2 of the Disclosure Rules and Transparency Rules sourcebook which contains obligations to disclose and control inside information and a requirement to draw up and maintain insider lists.
- *Compliance with the Transparency Rules* – Listed companies must comply with Chapters 4, 5 and 6 of the Disclosure Rules and Transparency Rules sourcebook which contain obligations relating to periodic financial reporting, vote holder and issuer notifications and access to information.
- *Compliance with the Model Code* – The Model Code imposes certain restrictions on dealing in the securities of a listed company. In particular, the Model Code requires that certain persons do not deal in the company's securities without clearance and that any application for clearance to deal at certain times (including close periods, which are periods before the listed company makes its regular results announcements) must be refused. Listed companies are required to comply with the Model Code and must require that persons discharging managerial responsibilities (including directors) and employees with access to inside information (employee insiders) also comply with the Model Code and take all proper and reasonable steps to secure their compliance.

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- *Shares in public hands* – Listed companies must ensure that at least 25 per cent. of any class of listed shares is in public hands and notify the FSA as soon as possible in the event of non-compliance.

Continuing obligations: holders

Listing Rule 9.3 contains a number of continuing obligations in relation to the holders of securities in listed companies, including:

- *Proxy forms* – Together with the notice of meetings, listed companies must send a proxy form containing prescribed information to each person entitled to vote at the meeting and ensure that the proxy form provides for at least two-way voting on all resolutions intended to be proposed with the exception of procedural resolutions.
- *Pre-emption rights* – Subject to certain exemptions, a listed company proposing to issue equity shares for cash or to sell treasury shares that are equity securities for cash must first offer those securities to existing holders of that class in proportion to their existing holdings.

Transactions

Listing Rule 9.5 contains certain requirements in relation to transactions carried out by listed companies including:

- *Rights issues, open offers, vendor consideration placings and offers for sale or subscription* – A listed company must comply with certain requirements when carrying out a rights issue, open offer, vendor consideration placing and offer for sale or subscription.
- *Discounts not to exceed 10 per cent.* – If a listed company makes an open offer, placing, vendor consideration placing or offer for subscription of equity shares or an issue out of treasury shares of a class already listed, the price must not be at a discount of more than 10 per cent. to the middle market price of those shares at the time of announcing the offer or agreeing the placing (as the case may be). The 10 per cent. discount limit does not apply if the terms of the offer or placing and that discount have been specifically approved by the listed company shareholders or it is the issue of shares or sale of treasury shares made on a pre-emptive basis.
- *Reconstruction or refinancing* – If a listed company produces a circular containing proposals relating to a reconstruction or refinancing the circular must comply with the relevant provisions of Chapter 13 of the Listing Rules and must include a working capital statement.

Notifications

Listing Rule 9.6 contains certain notification requirements including:

- *Notifications relating to capital* – A listed company must notify a RIS as soon as possible of the following information relating to its capital:
 - proposed changes to its capital structure;
 - any change in the rights attaching to any class of its listed securities;
 - any redemption of listed shares;
 - any extension of time granted for the currency of temporary documents of title;
 - the effect, if any, of any issue of further securities on options, warrants and other securities convertible into equity shares; and
 - the results of new issues of securities or of a public offering of existing securities.

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- *Notification of lock-up arrangements* – A listed company must notify a RIS as soon as possible of any:
 - disposal of equity shares under an exemption in a lock-up arrangement (an arrangement between an underwriter and certain shareholders of a company requiring the shareholders to refrain from selling their shares in the public market for a specified lock-up period after a public offering); or
 - variation of lock-up arrangements,
details of which were disclosed in accordance with the PD Regulations.
- *Notification of change of accounting reference date* – A listed company must notify a RIS as soon as possible of any change in its accounting reference date. If the change in accounting reference date leads to an extension of the accounting period to more than 14 months, the company must produce a second interim report.
- *Notification of board changes* – A listed company must notify a RIS as soon as possible (and in any event by the end of the business day following the decision or receipt of notice of the change) of any change to the board including appointments, removals, retirements, resignations or important changes to the role, functions or responsibilities of directors. Such notification must contain certain specified information.
- *Notification of shareholders resolutions* – A listed company must notify a RIS as soon as possible after a general meeting of all resolutions passed by the company other than resolutions concerning ordinary business passed at an annual general meeting.

Chapter 10 – Significant transactions

Chapter 10 of the Listing Rules deals with transactions, principally acquisitions or disposals, by a listed company or its subsidiary undertakings. It applies to sales and purchases of shares, businesses and assets, although certain transactions are excluded, including transactions of a revenue nature in the ordinary course of business and any transaction between a listed company and its wholly-owned subsidiary.

The class tests

The Listing Rules classify a transaction according to its size by reference to a number of different “percentage ratios” or “class tests” as follows:

- *The gross assets test* – Gross assets the subject of the transaction divided by the gross assets of the listed company;
- *The profits test* – Profits attributable to the assets the subject of the transaction divided by the profits of the listed company;
- *The consideration test* – Consideration for the transaction divided by the aggregate market value of all the ordinary shares (excluding treasury shares) of the listed company; and
- *The gross capital test* – Gross capital of the company or business being acquired divided by the gross capital of the listed company.

The Listing Rules contain aggregation rules which aim to prevent transactions that would otherwise be significant enough to require shareholder approval from being split into a series of smaller transactions. Modified class tests apply to specialist listed companies including property investment companies such as the Company.

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Classifying transactions

The figures resulting from the application of the class tests are used to classify the transactions as follows:

- *Class 1* – any percentage ratio is 25 per cent. or more.
- *Class 2* – any percentage ratio is 5 per cent. or more, but each is less than 25 per cent.
- *Class 3* – all percentage ratios are less than 5 per cent.
- *Reverse takeover* – an acquisition by a listed company of a business, an unlisted company or assets, where any class test is 100 per cent. or more or which would result in a fundamental change in the business or a change in board or voting control of the listed company. If however certain conditions are satisfied, a transaction that would otherwise be a reverse takeover will be treated as a class 1 transaction.

Class 1 requirements

A class 1 transaction requires:

- notification to a RIS containing prescribed details of the transaction as soon as possible after the terms of the transaction have been agreed;
- an explanatory circular to be sent to shareholders; and
- prior shareholder approval (by ordinary resolution) and the transaction to be conditional on that approval being obtained.

Class 2 requirements

Prescribed details of a class 2 transaction must be notified to a RIS as soon as possible after the terms of the transaction are agreed.

Class 3 requirements

A class 3 transaction does not require any notification to a RIS unless the company releases any details to the public or, in the case of an acquisition, the consideration includes the issue of shares which will be listed.

Reverse takeover requirements

Where a transaction constitutes a reverse takeover, a listed company must comply with the class 1 requirements (namely preparation of a class 1 circular and shareholder approval).

When a listed company completes a reverse takeover, the FSA will generally cancel the listing of its securities. If the company wishes to be re-listed following completion of the transaction, it will need to re-apply for listing of its securities and satisfy the relevant requirements for listing.

Chapter 11 – Related party transaction

Chapter 11 of the Listing Rules imposes certain safeguards in respect of the following types of transaction:

- transactions (other than transactions of a revenue nature in the ordinary course of business) between a listed company (or any of its subsidiary undertakings) and a related party;
- any arrangements pursuant to which a listed company (or any of its subsidiary undertakings) and a related party each invests in or provides finance to another undertaking or asset; and

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- any transaction or arrangement (other than a transaction of a revenue nature in the ordinary course of business) between a listed company (or any of its subsidiary undertakings) and any other person, that may benefit a related party.

Related parties

For the purposes of Chapter 11 of the Listing Rules, a “related party” is:

- a person who is (or was within the 12 months before the transaction or arrangement) a substantial shareholder, that is, any person (excluding a bare trustee) who is, or, was entitled to exercise or control the exercise of 10 per cent. or more of the votes at a general meeting of the company (or of any of its subsidiary undertakings (which are not “insignificant subsidiaries” (that is, an undertaking that represents less than 10 per cent. of the profits and assets of the listed company in each of the previous three years)), parent undertaking or a fellow subsidiary of its parent undertaking;
- a person who is (or was within the 12 months before the transaction or arrangement), a director or shadow director of the listed company or any other company which is (and, if he has ceased to be such, was while he was a director or shadow director of such other company) its subsidiary undertaking (which is not an insignificant subsidiary), a parent undertaking or a fellow subsidiary of its parent undertaking;
- a 50/50 joint venture partner;
- a person exercising significant influence (that is, a person or entity which exercises significant influence over the listed company (other than a 50/50 joint venture partner)); and
- an associate of any of the above (which includes, in the case of related parties who are individuals: spouses; civil partners; children; trustees (acting as such) of any trust of which the individual or any member of the individual’s family is a beneficiary or discretionary object; and any company whose equity is controlled by the individual or any member or members (taken together) of the individual’s family, and in the case of related parties which are companies: subsidiary undertakings; parent undertakings; or a fellow subsidiary of its parent undertaking; and any company whose directors are accustomed to act in accordance with that person’s directions or instructions).

Related party transaction requirements

Subject to certain exemptions, the requirements for a related party transaction are:

- notification to a RIS containing prescribed details of the transaction and the related party;
- an explanatory circular to be sent to shareholders; and
- shareholder approval prior to the transaction being entered into or, if shareholder approval is made a condition, prior to completion (the related party and its associates should not vote on any relevant resolution).

Chapter 12 – Dealing in own securities and treasury shares

Chapter 12 of the Listing Rules contains rules applicable to a listed company that:

- purchases its own securities;
- sells or transfers treasury shares;
- purchases or redeems its own securities during a prohibited period; or
- purchases its own securities from a related party.

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Prohibition on purchase of own securities

Subject to certain exemptions, Listing Rule 12.2 prohibits a listed company from purchasing or redeeming (or making an early redemption of) its own securities during a prohibited period. A “prohibited period” is a close period (the 60 days prior to publication of the preliminary announcement of the annual or half yearly results, or, if shorter the period from the end of the relevant financial period to the date of publication) or any period where there exists any matter which constitutes inside information in relation to the company.

Purchase from a related party

Listing Rule 12.3 requires that where a listed company purchases its own equity securities or preference shares from a related party, whether directly or through intermediaries, it must comply with the related party transaction rules set out in Chapter 11 of the Listing Rules (see above). This does not apply however, in the case of a tender offer made to all holders of the class of securities or a market purchase pursuant to a general authority granted by shareholders made without prior understanding arrangement or agreement between the listed company and any related party.

Purchase of own equity shares

Listing Rule 12.4 sets out certain requirements where a listed company is purchasing its own equity shares including:

- *Requirements relating to purchases of less than 15 per cent.* – Unless a tender offer is made to all holders of a class of equity securities, purchases by a listed company of less than 15 per cent. of any class of its equity shares (excluding treasury shares) pursuant to a general authority granted by shareholders may only be made if the price is above a specified level.
- *Requirements relating to purchases of 15 per cent. or more* – purchases by a listed company of 15 per cent. or more of any class of its equity shares (excluding treasury shares) must be made by way of a tender offer to all holders of a class of equity securities.
- *Notification prior to purchase* – Any decision by the board of a listed company to submit to the shareholders a proposal for the listed company to be authorised to purchase its own equity shares must be notified to a RIS as soon as possible as must the outcome of the relevant shareholders meeting.
- *Notification of purchases* – Any purchase of a listed company’s own equity shares by or on behalf of the company or any other member of its group must be notified to a RIS as soon as possible and in any event by 7:30 a.m. on the following business day.

Treasury shares

Listing Rule 12.6 sets out certain provisions in relation to treasury shares. In particular there is:

- a prohibition, subject broadly to certain exceptions to facilitate the operation of employee share schemes as permitted by the Model Code, on sales of treasury shares for cash, or transfers of treasury shares for the purposes of, or pursuant to, an employee share scheme, during a prohibited period (that is, during a close period or any period where there exists any matter which constitutes inside information in relation to the company); and
- a requirement for a listed company to notify a RIS as soon as possible and in any event by 7:30 a.m. on the following business day:
 - if by virtue of its holding treasury shares a listed company is allotted shares as part of a capitalisation issue; and

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- of any sale for cash, transfer for the purposes of, or pursuant to, an employee share scheme or cancellation of treasury shares (whether equity shares or otherwise) by the company.

Chapter 13 – Contents of circulars

Chapter 13 of the Listing Rules contains detailed provisions in relation circulars issued by a listed company to holders of its equity securities including:

- *Circulars to be approved* – Subject to certain limited exemptions, all circulars issued by a listed company must be approved by the FSA. The procedures required to be followed to obtain such approval are also set out in Chapter 13.
- *Contents of circulars* – Listing Rule 13.3 sets out the content requirements for all circulars issued by a listed company and the rest of Chapter 13 sets out the specific content requirements for different types of circulars including:
 - class 1 circulars;
 - related party circulars; and
 - circulars about purchase of own equity securities.

Chapter 15 – Investment entities

Chapter 15 of the Listing Rules applies to the following issuers with, or who are applying for, a listing of their securities:

- an investment company;
- an investment trust;
- an overseas investment company seeking a primary listing;
- a property investment company;
- an authorised property unit trust;
- an open-ended investment company which is a recognised scheme;
- an open-ended investment company which is an unrecognised scheme; and
- an issuer of transferable securities.

Requirements for listing

Listing Rule 15.2 requires that an applicant for listing under Chapter 15 must establish to the FSA the adequacy of the experience of those who manage, or will manage, the investments, the adequacy of spread of investment risk, that the applicant will be a passive investor (and not control or seek to control, or be actively involved in the management of, any companies or business in which it invests) and that the applicant is not, to a significant extent, a dealer in investments. The board of directors of an investment company must also be able to demonstrate that it will act independently of any investment managers of that investment company and the chairman must be free of conflicts of interest. Investment entities are also subject to continuing obligations, which are detailed in Listing Rule 15.4.

Income

Listing Rule 15.2.13 provides that dividends may only be paid to the extent that they are covered by income received from underlying investments and a share of the profits of an associated company is unavailable unless and until distributed to the investment company. Further

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distribution as dividend of surpluses arising from the realisation of investments must be prohibited and a prohibition must be contained in the issuer's memorandum and articles of association or equivalent documents.

Listing applications and procedures

Listing Rule 15.3 sets out modified rules relating to the methods by which securities may be brought to listing by investment companies. Compliance with Chapter 3 is required and a prospectus or listing particulars must be produced.

Property investment companies

Listing Rule 15.5 sets out the specific rules with which property investment companies (such as the Company) must comply, including:

- *Requirements for listing (corporate governance)* – the directors of a property investment company and any property manager must be able to demonstrate sufficient and satisfactory experience in property investment over at least a three year period involving the management of a portfolio of a similar type and size as is proposed for the company. Additionally, the board of a property investment company must be independent of any property manager or property adviser of the company.
- *Requirements for listing (investment policies and restrictions)* – property investment companies must comply, and continue to comply, with certain investment policies and restrictions including:
 - no single property can at the time of listing constitute more than 15 per cent. of the total assets of the company;
 - income receivable from any single tenant (or tenants within the same group) must not exceed 20 per cent. of the total rental income of the company in that financial year;
 - at least 90 per cent. by value of the properties held by a property investment company must be in the form of freehold or long leasehold properties or the equivalent;
 - the proportion of a property investment company's property portfolio which is unoccupied or not producing income or which in the course of development, redevelopment or refurbishment must not exceed 25 per cent. of the value of the portfolio; and
 - a property investment company which is not an investment trust must not retain more than 15 per cent. of its net profits, before gains and losses on the disposal of properties and other investments.
- *Continuing obligations*
 - a property investment company must continue to apply with most of the foregoing requirements and must inform the FSA as soon as possible if it ceases to comply with them;
 - no single property can, at the time of acquisition, constitute more than 15 per cent. of the gross assets of a property investment company; and
 - a property investment company's annual accounts must state whether it has complied with the foregoing continuing obligations throughout the year, provide an explanation for any failure to comply and include a summary of a valuation of the company's portfolio.

PART 3
SUMMARY OF CHAPTER 14 OF THE LISTING RULES

The effect of the Re-classification is that the provisions of Chapters 7 to 13 (inclusive) and Chapter 15 of the Listing Rules will cease to apply to the Company and, instead, the provisions of Chapter 14 of the Listing Rules will apply to the Company. A summary of Chapter 14 of the Listing Rules is set out below. A summary of the Chapters 7 to 13 (inclusive) and Chapter 15 to the Listing Rules is set out in Part 2 of this document. Both such summaries reflect the amendments to be made on 20 January 2007 pursuant to the Transparency Obligations Directive (Disclosure and Transparency Rules) Instrument 2006.

Chapter 14 - Secondary listing of overseas company

Chapter 14 of the Listing Rules applies to an overseas company with or applying for a secondary listing of equity securities.

Requirements for listing

An applicant who is applying for a secondary listing of equity securities must comply with all the requirements listed in Chapter 2 of the Listing Rules, which specifies the requirements for listing for all securities. In addition to the Chapter 2 requirements, if an application is made for the admission of a class of shares, 25% of shares of that class must be distributed to the public in one or more EEA States.

Continuing obligations

Listing Rule 14.3 sets out the continuing obligations of the overseas issuer with a secondary listing and states that an overseas company's listed securities must be admitted to trading at all times. The issuer must have sufficient shares of any listed class in public hands (as detailed above) at all times in the relevant jurisdictions and must notify the FSA as soon as possible if these holdings fall below the stated level.

There are a range of other continuing obligations applicable to these issuers. These include requirements as to:

- forwarding of circulars and other documentation to the FSA for publication through the document viewing facility, and related notification to a RIS;
- the provision of contact details of appropriate persons nominated to act as a first point of contact with the FSA in relation to compliance with the Listing Rules and Disclosure Rules;
- temporary and definitive documents of title;
- a RIS notification obligation in relation to a range of debt and equity capital issues; and
- compliance with Chapters 4, 5 and 6 of the Disclosure Rules and Transparency Rules sourcebook which contain obligations relating to periodic financial reporting, vote holder and issuer notifications and access to information.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Alpha Pyrenees Trust Limited

(a closed-ended investment company incorporated in Guernsey and registered with number 43932)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Alpha Pyrenees Trust Limited (the "Company") will be held at First Floor, Dorey Court, Admiral Park, St. Peter Port, Guernsey GY1 6HJ on Monday 5 February 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

Ordinary Resolution

THAT the Re-classification of the Company as defined in the circular to shareholders of the Company dated 15 January 2007, of which this notice forms part, be approved and the Directors be and are hereby authorised to do all things as they may consider to be necessary or desirable in connection with or incidental to such Re-classification.

By order of the Board

Richard Kingston
Chairman

Dated: 15 January 2007

By order of the Board
Mourant Guernsey Limited
Company Secretary

Registered office:
First Floor
Dorey Court
Admiral Park
St. Peter Port
Guernsey GY1 6HJ

Notes:

1. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be shareholders) to attend and vote on their behalf.
2. To have the right to attend and vote at the meeting you must hold ordinary shares in the Company and your name must be entered on the share register of the Company in accordance with note 4 below.
3. To be valid, Forms of Proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received by the Company's registrars, Mourant Guernsey Limited, PO Box 543, First Floor, Dorey Court, Admiral Park, St. Peter Port, Guernsey GY1 6HJ, or be returned by fax to + 44 1481 715602, as soon as possible but, in any event, so as to arrive no later than 10:00 a.m. on Saturday 3 February 2007. A Form of Proxy accompanies this notice. Completion and return of a Form of Proxy will not preclude members from attending and voting at the meeting should they wish to do so.
4. The time by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting is 10.00 a.m. on Saturday 3 February 2007. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. Changes to entries on the register of members after such times shall be disregarded in determining the rights of any person to attend or vote at the meeting.