

**ANNUAL GENERAL MEETING  
RED LEOPARD HOLDINGS PLC  
(the “Company”)**

NOTICE IS HEREBY GIVEN that an ANNUAL GENERAL MEETING of the Company will be held at Howard Kennedy, 19 Cavendish Square, London W1A 2AW on 27<sup>th</sup> July 2007 at 12.00 noon for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed, in the case of resolution 1 to 5, as ordinary resolutions and, in the case of resolution 6, as a special resolution:

**ORDINARY RESOLUTIONS**

1. To receive and consider the profit and loss account, the balance sheet and the reports of the Directors and Auditors for the period ended 31 December 2006.
2. To propose for re-election, John May as Director of the Company.
3. To propose for re-election, Clive Russell as Director of the Company
4. To propose the reappointment of Mazars LLP as Auditors of the Company.
5. To resolve that the Directors be authorised to determine the remuneration of the Auditors.

**SPECIAL RESOLUTION**

6. THAT, in accordance with Section 95(1) the Companies Act 1985 (the “Act”), the Directors be and hereby are given power to make offers or agreements to allot equity securities (as defined in Section 94 of the Companies Act 1985) up to £2,315,998.15 for cash as if sub-section (1) of Section 89 of the Act did not apply to any such allotment, and so that:
  - (a) reference to allotment in this Resolution shall be construed in accordance with Section 94 of the Act; and
  - (b) the power conferred by this Resolution shall enable the Company to make any offer or agreement before the expiry of such power, which would or might require equity securities to be allotted after the expiry of such power, and the Directors may allot equity securities in pursuance of such offers or agreements notwithstanding the expiry of such power,

provided however that the power conferred by this Resolution shall expire immediately prior to the Annual General Meeting of the Company to be held in the calendar year 2008.

**OTHER BUSINESS**

7. THAT, the meeting considers whether any steps should be taken to address the issue that the net assets of the Company are less than half of its called up share capital.

Dated 28<sup>th</sup> June 2007



BY ORDER OF THE BOARD  
Robert Coe  
Secretary

Registered in England  
Number 5289187

Registered Office  
233-237 Old Marylebone Road  
London NW1 5QT

NOTES:

1. A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote instead of him. A proxy need not also be a member.
2. To be effective the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, enclosed with this notice must be completed and signed and received at the registered office of the Company at 233-237 Old Marylebone Road, London NW1 5QT at least 48 hours before the time fixed for the meeting. A form of proxy is enclosed with this notice. Appointment of a proxy will not preclude a member from attending the meeting and voting in person should that person subsequently so decide.

**FORM OF PROXY**

**ANNUAL GENERAL MEETING OF RED LEOPARD HOLDINGS PLC (the "Company")**

I/We.....

of (address) .....

being a member / members of the Company hereby appoint either:

the Chairman of the Meeting, or

of (address).....

as my / our proxy to vote on a poll in my / our behalf at the Annual General Meeting of the Company to be held on 27<sup>th</sup> July 2007 at 12:00 a.m. and at any adjournment of the same.

Please indicate with an 'X' in the boxes below how you wish your votes to be cast. Should this Form of Proxy be returned duly signed but without a specific direction, the proxy may vote or abstain as he / she thinks fit. On any other business at the Annual General Meeting the proxy will vote or abstain from voting at his or her discretion.

The proxy is directed to vote on the resolutions set out in the notice convening the Annual General Meeting, of which resolutions 1 to 5 are proposed as Ordinary Resolutions and resolution 6 is proposed as a Special Resolution, as follows:

<b>Resolution</b>	<b>For</b>	<b>Against</b>
<b>Resolution 1</b>		
<b>Resolution 2</b>		
<b>Resolution 3</b>		
<b>Resolution 4</b>		
<b>Resolution 5</b>		
<b>Resolution 6</b>		

Signed.....Dated.....2007

**NOTES AND INSTRUCTIONS**

1. To be valid this form of proxy must be completed and lodged at the Company's registered office, 233-237 Old Marylebone Road, London NW1 5QT, not less than 48 hours prior to the time fixed for the meeting or adjourned meeting.
2. If not signed personally by the member the power of attorney or other authority under which the proxy is executed by a person on behalf of the member (or a copy of such authority which is certified notarially or in some other way approved by the directors of the Company) must also be lodged with the Company not less than 48 hours prior to the meeting or adjourned meeting.
3. A member which is a corporation must either execute this form under seal or under hand of an officer or other person authorised in writing in that behalf.
4. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first name on the register of members will be accepted to the exclusion of other joint holders.
5. The completion and return of this form of proxy will not preclude you from attending and voting at the meeting should you subsequently decide to do so.