

THIS DOCUMENT IS IMPORTANT. PLEASE READ IT IMMEDIATELY. If you are in any doubt about the action you should take, you should consult a person authorised under the Financial Services and Markets 'Act 2000 specialising in advising on transactions of the kind described in this document.

If you have sold or otherwise transferred all of your shares in Buckland Group plc, please send this document, together with the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale was effected for onward transmission to the purchaser or transferee.

Application is to be made to the London Stock Exchange for the New Ordinary Shares, arising pursuant to the Share Capital Reorganisation and the Placing, to be admitted to trading on AIM. It is expected that the New Ordinary Shares will be admitted to AIM, and that dealings will commence on 2 July 2007.

The Directors, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief 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 does not omit anything likely to affect the import of such information.

Buckland Group plc

Placing of up to 12,857,142 New Ordinary Shares

Proposed share capital reorganisation

Proposed Change of Name

Conversion of Loan Notes

and

Notice of Extraordinary General Meeting

Your attention is drawn to the letter from the chairman of the Company which is set out on pages 5 to 11 of this document and recommends you to vote in favour of the resolutions to be proposed at the Extraordinary General Meeting.

Notice of the Extraordinary General Meeting of the Company to be held at 10.00 a.m. on 29 June 2007 at the offices of Seymour Pierce Limited, 20 Old Bailey, London EC4M 7EN, is set out at the end of this document. A Form of Proxy for use at the Extraordinary General Meeting is enclosed, and to be valid the Form of Proxy must be completed in accordance with the instructions set out on it and returned to Seymour Pierce Limited, 20 Old Bailey, London EC4M 7EN, as soon as possible, but in any event not later than forty-eight hours before the Extraordinary General Meeting.

Copies of this document are available from the Company's registered office and at the offices of Seymour Pierce Limited, 20 Old Bailey, London EC4M 7EN, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to and including the date of the Extraordinary General Meeting.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Form of Proxy	10.00 a.m. on 27 June 2007
Extraordinary General Meeting	10.00 a.m. on 29 June 2007
Latest time and date for dealings in Existing Ordinary Shares	4.30 p.m. on 29 June 2007
Record Date for Share Capital Reorganisation	5.00 p.m. on 29 June 2007
Admission and Dealings in New Ordinary Shares expected to commence	8.00 a.m. on 2 July 2007
Despatch of share certificates for New Ordinary Shares	By 16 July 2007

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of a Regulatory News Service announcement. All events listed in the above timetable following the EGM are conditional on the passing of the Resolutions at the EGM.

DEFINITIONS

The following definitions apply throughout this document and the accompanying Form of Proxy unless the context requires otherwise:

“Act”	the Companies Act 1985 (as amended)
“Acquisition”	the acquisition by Buckland of Gasignition Limited
“Admission”	the admission of the New Ordinary Shares to AIM becoming effective in accordance with the AIM Rules
“AIM”	the AIM market of the London Stock Exchange
“AIM Rules”	the rules of the London Stock Exchange governing admission to and the operation of AIM
“Articles of Association”	the articles of association of the Company
“Board” or “Directors”	the directors of the Company, whose names are set out on page 5 of this document
“Business Day”	a day (excluding Saturday and Sunday and public holidays in England and Wales) on which the banks are generally open for business in London for the transaction of normal banking business
“Company” or “Buckland”	Buckland Group plc
“CREST”	the relevant system in respect of which CRESTCO Limited is the operator in accordance with which securities may be held and transferred in uncertificated form
“CREST participant”	a person who is, in relation to CREST, a system-participant (as defined in the Regulations)
“Existing Ordinary Shares”	the existing Ordinary Shares in issue at the date of this document
“Extraordinary General Meeting” or “EGM”	the Extraordinary General Meeting of the Company convened for 10.00 a.m. on 29 June 2007 to approve the Resolutions, or any adjournment of it
“Form of Proxy”	the form of proxy for use by Shareholders at the Extraordinary General Meeting
“Group”	the Company and its subsidiary undertakings (as defined in the Act)
“New Ordinary Shares”	the new ordinary shares of 1p each in the capital of the Company following the Share Capital Reorganisation
“Nominated Adviser” or “Seymour Pierce”	Seymour Pierce Limited of 20 Old Bailey, London EC4M 7EN
“Ordinary Shares”	ordinary shares of 0.01 pence each in the capital of the Company prior to the Share Capital Reorganisation
“Placing”	the placing of up to 12,857,142 Placing Shares at the Placing Price as described in this document

“Placing Price”	7 pence per Placing Share
“Placing Shares”	up to 12,857,142 New Ordinary Shares of 1 pence each to be issued pursuant to the Placing
“Proposals”	the Placing, Acquisition, Share Capital Reorganisation, conversion of debt into equity and change of name
“Record Date”	5.00 p.m. on 29 June 2007, or such date as the Directors may determine being the date by reference to which the Share Capital Reorganisation is calculated
“Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
“Resolutions”	the resolutions as set out in the notice of the Extraordinary General Meeting at the end of this document
“Share Capital Reorganisation”	the proposed share consolidation as set out in Resolution No. 1
“Shareholders”	the holders of Ordinary Shares
“Vendors”	Mr Palmer, Mr Sharples and Consortia Trustees Limited (as trustee of the Philip Palmer Trust)

BUCKLAND GROUP PLC

(Incorporated and registered in England and Wales with registered number 3077246)

LETTER FROM THE CHAIRMAN

Registered Office:

Buckland Group plc
14 New Street
London EC2M 4HE

Philip Edward Palmer

Kevin Francis Baker

Leon Keith Sharples

Christopher Kenneth Foster

Executive Chairman

Executive Director

Non-executive Director

Non-executive Director

6 June 2007

To Shareholders and, for information only, to the holders of options under the Company's share option schemes.

Dear Shareholder,

The Company announced today that it proposed to raise up to £900,000 through a placing of up to 12,857,142 New Ordinary Shares at 7p per share (equivalent to 0.07 pence per Existing Ordinary Share) and that it had received placing applications from investors for £600,000 under the Placing, conditional only on admission. The announcement also referred to the proposed acquisition of Gasignition Limited, board changes, a proposed share capital reorganisation, the exchange of loan notes and debt for New Ordinary Shares and a proposed change of name.

The purpose of this circular is to provide Shareholders with full details of the Proposals, to explain the reasons why your Board considers them to be in the best interests of the Company and Shareholders as a whole and to convene an Extraordinary General Meeting of the Company at which the Resolutions will be put to Shareholders.

You will find at the end of this document a notice convening the Extraordinary General Meeting to be held on 29 June 2007 at which the Resolutions will be proposed.

1. CURRENT TRADING

The last announcement in September 2006 regarding Buckland's first half 2006 results expressed optimism that the Group would move into profit in the second half, following the transfer of all manufacturing to Thailand and closure of all United Kingdom manufacturing. This optimism was based on the expectation of raising sufficient additional funds in June 2006 to eliminate the need for air-freight. These funds were not forthcoming and so air-freighting has continued to the present time. Management accounts indicate a modest operating loss in the second half of 2006. This is after freight charges of £130,000, equal to about 11 per cent. of turnover, compared with about 3 per cent. when all products can be sent by sea.

Despite still high freight costs, the Company has achieved a modest profitability in the first quarter of 2007.

2. DETAILS OF THE ACQUISITION

The Company has agreed to acquire Gasignition Limited, which was established in 2006 by Mr Palmer and Mr Sharples and acquired the gas igniter business from the administrators of Buccleuch Engineering in September 2006. The objective had been for Gasignition to acquire the business from

the administrators of Buccleuch Engineering with the intention to integrate Gasignition into the Buckland Group when funds became available.

Gasignition products are already being sub-contract assembled in Buckland's Thai factory. They are sold to gas boiler and industrial customers and the business is highly synergistic with Buckland's existing business. The directors of Gasignition are anticipating turnover of this business in the next full year to 31 December 2007 to be about £360,000 and would expect it to contribute about £120,000 to the Group's profit before tax.

Under the sale agreement dated 6 June 2007 between the Company (1) and Mr Palmer, Mr Sharples and Consortia Trustees Limited (as trustee of the Philip Palmer Trust) (the "Vendors") (2), the Company has agreed to acquire the entire issued share capital of Gasignition for a consideration valued at £150,000 which is to be satisfied in full by the issue to the Vendors of 2,142,857 New Ordinary Shares of the Company at an issue price of 7 pence per share. Mr Palmer and Mr Sharples will have converted all of their loans to Gasignition, totalling £100,000, into shares of Gasignition prior to the acquisition.

The acquisition of Gasignition by the exchange of the shares of Gasignition held by the Vendors, two directors of the Company, for Ordinary Shares of the Company qualifies as a related party transaction under the AIM Rule 13.

Mr Christopher Foster and Mr Kevin Baker, the independent directors of the Company, having consulted with Seymour Pierce, the Company's Nominated Adviser, consider that the terms of the acquisition are fair and reasonable insofar as the Shareholders are concerned.

3. DETAILS OF THE PLACING

The Company is proposing to raise approximately £900,000 (before expenses) through a conditional placing of the Placing Shares at 7 pence per share (equivalent to 0.07 pence per Existing Ordinary Share). At the date of this document, placing applications have been received from investors to subscribe for 8,571,428 Placing Shares at the Placing Price conditional only on Admission to raise £600,000. The Placing remains open until 25 June 2007, to enable those prospective investors that have not yet completed their placing applications to do so in respect of the balance of the Placing Shares. The placing applications that have been received are sufficient to meet the minimum funding requirement of the Placing, which will proceed whether or not further applications are received for the full amount that is being sought.

Application will be made to the London Stock Exchange for admission of the Placing Shares to trading on AIM. Dealings in the Placing Shares are expected to commence on 2 July 2007.

4. USE OF PROCEEDS

The proceeds of the placing will be used to pay overdue creditors, allow extra stock to be made so that the currently expensive air-freighting can be eliminated, and leave a cash surplus for additional working capital. This will enable currently high financing costs to be reduced and better terms from suppliers to be negotiated. It will also provide a platform to make a further acquisition(s) without recourse to further fund raising.

5. EXCHANGE OF LOAN NOTES AND OUTSTANDING DEBT FOR SHARES

Buckland has total outstanding loans and accrued interest amounting to about £530,000, plus about £150,000 of overdue corporate creditors. The Board believes it is in Shareholders' best interests to exchange a substantial proportion of this indebtedness into Ordinary Shares at the Placing Price. Agreement has been reached with creditors for about £510,000 of this outstanding indebtedness to be applied in subscribing for an aggregate of 7,285,714 New Ordinary Shares at a price of 7p per share on completion of the Proposals.

Of the creditors undertaking the debt for equity swap, £30,100 is owed to Leon Sharples and is therefore to be treated as a related party transaction pursuant to the AIM Rules. In addition, it has

been agreed that the amount of £28,000 owed by the Company to Mr Sharples under the £125,000 12 per cent. 2006 Loan Note Instrument of the Company will be converted into New Ordinary Shares at 7p per share. The Directors (other than Mr Sharples), having consulted with the Nominated Adviser, consider that the term of the proposed debt for equity swap with Mr Sharples are fair and reasonable insofar as Shareholders are concerned.

This equity for debt exchange, complied with the Placing will provide the financial stability of a substantially positive balance sheet net worth, with negligible debt other than bank finance against trade debtors.

6. BOARD CHANGES

Mr Patrick Rogers has resigned as a director of the Company as of today and no longer holds any office within the Group. The agreement under which the services of Mr Rogers have been provided to the Company has been terminated and a payment of £60,000 is to be paid in respect of the notice period under that agreement.

Mr Rogers holds options to subscribe for shares in the Company and it has been agreed that Mr Rogers will retain options as follows (to be exercised at any time prior to 30 September 2009):

<i>No. of New Ordinary Shares</i>	<i>Exercise Price</i>
221,445	50 pence
332,509	10 pence
27,777	7.5 pence
29,761	7 pence

The Board also announces the appointment of Christopher Kenneth Foster and Kevin Baker to the board of the Company.

Christopher Kenneth Foster, Non-Executive Director (aged 57)

Christopher was one of the founder directors of Chase Corporation plc in 1985, which were responsible for an acquisition programme which centred on the purchase of five publicly listed companies which were subsequently acquired by Trafalgar House plc for £197 million in 1987, where he was retained as a financial adviser. He became a director of Wiggins Group in 1993 and held board responsibility for corporate activities and investor relations. He resigned in March 2005. He has also held other directorships in both listed and unquoted companies.

Mr Foster assisted the Company in carrying out the Placing.

On 6 June 2007, the Company and Mr Foster entered into a letter of engagement, pursuant to which Mr Foster is to be appointed non-executive director of the Company at an annual fee of £30,000. The appointment may be terminated by either party on 12 months' written notice.

Kevin Baker (aged 56)

Kevin Baker graduated a Bachelor of Technology in Industrial Management and Engineering from the Massey University in New Zealand in 1974. He served as the Chief Executive of Thai Universal Office Products Ltd from 1997 to 2005 during which time he helped to increase the turnover of that company from 70 million Thai Baht to 430 million Thai Baht. Prior to that, Mr Baker had held managerial positions with manufacturing and other companies.

Kevin Baker took over as General Manager of the Thai factory in April 2005 and has since transformed the operation of the factory. As all manufacturing is now in Thailand it is entirely appropriate that he is elevated to the Board.

The Company and Mr Baker are to enter into a service agreement on completion of the Proposals, pursuant to which Mr Baker will be employed on a full-time basis as an executive director of the Company. Mr Baker's salary is 200,000 Thai Baht plus \$US45,000 (approximately £60,300 per annum) plus benefits. The service agreement is to be terminable by either party on 3 months' written notice.

In addition to directorship of the Company, Mr Foster holds or has held the following directorships or has been partners in the following partnerships within the 5 years prior to the date of this document. Kevin Baker has held no such directorships or been a partner of any such partnerships.

Current directorships

Syndicated Minerals + Resources plc
Manzanillo plc

Past directorships

Planestation Group Plc	Project Ventures Limited
Charles F. Hunter (Leisure) Limited	Kent International Travel Limited
Wiggins Management Services Limited	Wiggins Leisure Limited
Tomorrows Leisure Limited	C.S. Wiggins & Sons Limited
Kent International Airport (Holdings) Limited	Pool Garrett Builders Limited
Kent International Business Park Limited	Wessex Builders Guild Limited
Duskwave Property Limited	Norham Investments Limited
Wiggins Investments Limited	Emptico Limited
Wiggins St Johns Limited	Wiggins Estates Limited
London City Racecourse Limited	Norham Multi Leisure Limited
Wiggins City Clubs Limited	Selltime Limited
Planestation Limited	Gudgeon Construction Limited
Wiggins Fairfield Limited	Wiggins Property Developments Limited
Manston Car Parks Limited	Planestation Management Services Limited
Ken International Airport Limited	Planestation International Leasing Limited
Wiggins Castle Wharf Limited	Kingsbury (Cinema) Limited
Wiggins Cathedral View Limited	Wiggins (Liverpool) SPV Limited
	Wiggins (Burford) SPV Limited

Mr Foster was a Director of Planestation Group Plc (“Planestation”) (formerly Wiggins Group Plc), a listed company, and certain of its subsidiaries until 22 March 2005. Planestation and its subsidiaries went into administration in July 2005 and liquidation in January 2007. As at July 2005 Planestation Group Plc had bank borrowings of some £22 million. One of Planestation’s subsidiaries, Manston Airport Ltd, was subsequently sold for £17 million.

There is no further information to be disclosed under Schedule 2 paragraph G of the AIM Rules in relation to either Mr Foster or Mr Baker.

Philip Palmer has applied for 278,571 Placing Shares at a total Placing Price of £19,500 and Christopher Foster has applied for 1,557,143 Placing Shares at a total Placing Price of £109,000.

7. OPTIONS AND WARRANTS

Mr Palmer and Mr Sharples have been granted options to subscribe for Ordinary Shares in the Company on the same basis as that applied to Mr Rogers, where fresh options would be granted on each fundraising by the Company. Each of Mr Palmer and Mr Sharples has agreed that their entitlement to new options on this footing will cease, although they will retain their existing options, which are comparable to those held by Mr Rogers mentioned above.

New option arrangements are to be introduced for the directors to recognise their contribution to the implementation of the Proposals and to provide an incentive to deliver an improvement in the value of the New Ordinary Shares. To this end the Company is to grant, subject to the Proposals, new options to the Directors. These options are to carry the right to subscribe for New Ordinary Shares at the Placing Price exercisable at any time in the period of ten years commencing on completion of the Proposals. The options cease to be exercisable 6 months after the person concerned ceases to be a director of the Company for any reason. The New Ordinary Shares to be issued under the options are to be adjusted on capitalisation or on a restructuring of the share capital, but are not affected by any further issues of shares. The options may not be transferred.

These options are to be granted to the Directors in respect of the members of Ordinary Shares shown opposite their respective names below:

<i>Name</i>	<i>No. of New Ordinary Shares</i>
Philip Palmer	857,142
Kevin Baker	357,142
Christopher Foster	357,142
Leon Sharples	357,142

In addition to the option rights referred to above, the Board has determined that further options to subscribe for New Ordinary Shares are to be granted to Mr Foster to recognise his efforts in assisting the Company in co-ordinating the Placing. Mr Foster is not to be paid any fees in cash in this respect (in order to conserve the cash resources of the Company), but rather will be granted an option to subscribe for 500,000 New Ordinary Shares at 1p per share (so that the difference between the exercise price and the Placing Price for the New Ordinary Shares the subject of this Option amounts to £30,000). This option is otherwise on the same terms as the options granted to the Directors mentioned above.

Mr Palmer took over responsibility as the Executive Chairman in February of this year and has continued to act in this capacity without additional remuneration as has Mr Sharples. In recognition of their contribution the Directors have agreed to grant to Mr Palmer and to Mr Sharples additional options under which each of them is entitled to subscribe for 450,000 New Ordinary Shares at 1p per share (so that the difference between the exercise price and the Placing Price for the New Ordinary Shares the subject of this option amounts to £27,000 in each case). These options are otherwise on the same terms as those granted to the Directors mentioned above.

8. SHARE CAPITAL REORGANISATION

The Board is concerned at the negative market sentiment regarding penny shares and believes that many smaller investors have been deterred from dealing Ordinary Shares as a result of the high bid-ask spread (which is currently in the region of 15 per cent). It is therefore proposed that every 100 Existing Ordinary Shares of 0.01 pence be consolidated into one New Ordinary Share. Based on price of 0.072 pence per existing Ordinary Share as at 4 June 2007 (the latest practicable date before the posting of this document), this implies a price per New Ordinary Share of about 7 pence.

Unless your holding of Ordinary Shares is exactly divisible by 100, you will be left with a fractional entitlement to the redesignated ordinary shares. These fractional entitlements will be aggregated and sold by the Company. Because the proceeds of the sale which would be due to each Shareholder will be so small (less than 7 pence), and the costs of issuing individual cheques to Shareholders relatively so great, the proceeds of the sale will be retained by the Company and used to offset the cost of undertaking the Share Capital Reorganisation.

New share certificates will be issued following the Share Capital Reorganisation representing the New Ordinary Shares or in the case of uncertificated holders, CRESTCO Limited will be instructed to credit the CREST participant's account with the New Ordinary Shares.

The New Ordinary Shares will have the same rights as those currently accruing to the Existing Ordinary Shares under the Company's Articles of Association, including those relating to voting and entitle the way in which Shareholders buy or sell Ordinary Shares has not been affected by the approval of the proposals set out in this document.

Shareholders or prospective investors in the Company should consult their professional advisers on whether an investment in an AIM security is suitable for them, or whether the tax treatment of shares traded on AIM is suitable for them, in both cases dependent on their personal circumstances.

9. SHARE CERTIFICATES

Following the Share Capital Reorganisation, share certificates in respect of Existing Ordinary Shares, in the name of Buckland Group plc, will no longer be valid. Subject to the Resolutions being passed,

Shareholders will still be able to trade in New Ordinary Shares during the period between the passing of the Resolutions and the date on which Shareholders receive share certificates in respect of the New Ordinary Shares. During this period, all trades will be matched against the Company's share register.

10. CHANGE OF NAME

The Directors propose that the name of the Company be changed to "Cinpart plc"

11. EXTRAORDINARY GENERAL MEETING

There is attached to this circular the Notice convening an Extraordinary General Meeting of the Company at which the Resolutions will be proposed to restructure the share capital of the Company and to change the name of the Company.

The Resolutions that are to be proposed at the EGM can be summarised as follows:

Resolution 1 – To restructure the share capital

This resolution is to be proposed at the EGM as an ordinary resolution to consolidate all of the existing Ordinary Shares (both issued and unissued) into New Ordinary Shares of 1p each. Accordingly, as a result, for each 100 Ordinary Shares of 0.01p held by Shareholders, they will, following the consolidation, hold one New Ordinary Share of 1p in the capital of the Company.

Resolution 2 – To increase the authorised share capital of the Company by the creation of 42,078,214 New Ordinary Shares

Resolution 3 – To approve the Acquisition

This resolution is proposed at the EGM as an ordinary resolution to approve the acquisition of Gasignition Limited for the purpose of section 320 of the Act.

Resolution 4 – To authorise the Directors pursuant to section 80 of the Act

This resolution is proposed to authorise the Directors in accordance with section 80 of the Act to, *inter alia*, allot shares for the purpose of the Placing and the exchange of debt for equity referred to in paragraph 5 above.

Resolution 5 – To disapply the statutory pre-emption rights

This resolution is proposed to disapply the statutory pre-emption rights on an allotment of shares as set out in section 89 of the Act for the purpose of the allotment of shares as envisaged by Resolution 3, the options and for other purposes.

Resolution 6 – To change the name of the Company to "Cinpart plc"

12. ACTION TO BE TAKEN

The Form of Proxy for use by Shareholders at the Extraordinary General Meeting is enclosed. If you are unable to be present at the Extraordinary General Meeting, please complete and sign the Form of Proxy and return it to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, to be received as soon as possible and, in any event, by no later than forty-eight hours before the Extraordinary General Meeting.

You are entitled to appoint a proxy to attend and vote instead of you. However, the completion and return of the Form of Proxy will not prevent you from attending the Extraordinary General Meeting and voting in person if you wish to do so.

If you are in doubt with regard to your current shareholding in New Ordinary Shares or have any queries on the Share Capital Reorganisation you should contact the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU on the following telephone number: +44 (0)20 8639 2406, or from outside the UK +44 (0)20 8639 2423.

13. RECOMMENDATION

The Board believes that the Proposals being put to the Shareholders as described in this letter are in the best interests of the Shareholders. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting. The Directors intend to vote in favour of the Resolutions in respect of their own beneficial holdings amounting to 141,200,000 Ordinary Shares (representing approximately 15.2 per cent. of the Company's issued ordinary share capital).

Yours sincerely

Philip Palmer
Chairman

BUCKLAND GROUP PLC

(Registered in England and Wales, company number 013148295)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS NOW GIVEN that the Extraordinary General Meeting of Buckland Group plc will be held at the offices of Seymour Pierce, 20 Old Bailey, London EC2M 7EN at 11.00 a.m. on 29 June 2007 for the purpose of considering, and if thought fit, passing the following Resolutions of which Resolution Nos. 1 to 4 will be proposed as an Ordinary Resolutions and Resolution Nos. 5 and 6 will be proposed as a Special Resolutions.

ORDINARY RESOLUTIONS

1. **THAT** with effect of 5.00 pm on 29 June 2007 (“**the Record Date**”) every 100 issued ordinary shares of 0.01p each in the capital of the Company be consolidated and redesignated as one ordinary share of 1 pence, to carry the rights and to be subject to the restrictions set out in the articles of association of the Company provided that no Shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation be aggregated into whole shares and such numbers of shares so arising be sold by the Company and the net proceeds of sale be retained to the Company; and

THAT with effect of the Record Date every 100 authorised but unissued Ordinary Shares of 0.01p each be consolidated and redesignated as one ordinary share of 1p to carry the rights and be subject to the restrictions set out in the articles of association of the Company.

2. **THAT**, conditional upon the passing of Resolution 1, the authorised share capital of the Company be increased from £6,463,855 to £8,447,274.10 by the creation of 198,341,910 New Ordinary Shares.
3. **THAT** the acquisition of Gasignition Limited on the terms and conditions described in the circular of the Company of 6 June 2007 of which this notice forms part (“**Circular**”) be approved for the purpose of section 320 of the Companies Act 1985, as amended (“**the Act**”).
4. **THAT**, conditional upon the passing of Resolutions 1 and 2 the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Act to exercise all powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) provided that this authority shall be limited to:
 - (a) the allotment of up to 12,857,142 New Ordinary Shares pursuant to the Placing (as such terms are defined in the Circular);
 - (b) that allotment of 7,285,714 New Ordinary Shares in satisfaction of an aggregate of £510,000 of indebtedness owing by the Company;
 - (c) the allotment of up to 3,328,568 New Ordinary Shares in connection with the options granted to the directors of the Company as described in the Circular; and
 - (d) the allotment (other than pursuant to paragraphs (a), (b) and (c) above) of relevant securities up to an aggregate nominal amount of £250,000,

and unless previously renewed, revoked, varied or extended, this authority shall expire on the date which is 5 years from the date of the passing of this resolution except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

5. **THAT** subject to and conditional upon the passing of Resolutions 1, 2 and 4, in substitution for all previous authorities, the Directors of the Company be hereby empowered to allot equity securities (as defined in section 94(2) of the Act) as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of New Ordinary Shares in connection with an offer of shares open for acceptance for a period fixed by the Board to holders of shares on the register of members of the Company on a date fixed by the Board in proportion (as near as may be) to their respective holdings of such shares or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with any:
 - (i) fractional entitlements; and
 - (ii) directions from any holders of New Ordinary Shares to deal in some other manner with their respective entitlements; and
 - (iii) legal or practical problems arising in any overseas territory; and
 - (iv) the requirements of any regulatory body or stock exchange; and
 - (b) the allotment of up to 12,857,142 New Ordinary Shares pursuant to the Placing;
 - (c) the allotment of up to 7,285,714 New Ordinary Shares in satisfaction of an aggregate of £510,000 indebtedness owing by the Company;
 - (d) the allotment of 3,328,568 New Ordinary Shares in connection with the exercise warrants and options granted to the Directors of the Company as described in the Circular; and
 - (e) the allotment (otherwise than pursuant to sub-paragraphs (a), (b), (c) and (d) above of New Ordinary Shares up to an aggregate nominal value of £500,000,

and hereby conferred shall expire on the date from the date of the passing of this resolution, and so that the Company may before such expiry make an offer or agreement which will or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if such power conferred hereby had not expired.

6. **THAT** the name of the Company be changed to “Cinpart plc”.

Dated: 6 June 2007

By order of the Board

Registered office: 14 New Street, London EC2M 4HE

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. A form of proxy is enclosed for the use of members unable to attend the meeting.
2. To be valid, the form of proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at the offices of the Company's registrars no fewer than 48 hours before the time appointed for holding the meeting or adjourned meeting to which it relates or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. Deposit of the form of proxy does not prevent a member from attending and voting in person at the meeting or an adjournment of the meeting or on a poll.
3. Copies of directors' service contracts with the Company may be inspected at the Company's registered office on any weekday (Saturdays, Sundays and public holidays excluded) and will also be available to members on 29 June 2007 at the offices of Seymour Pierce, 20 Old Bailey, London EC4M 2EN for at least 15 minutes prior to the Extraordinary General Meeting and until the conclusion of the meeting.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, 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 27 June 2007. Entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, 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 meeting. If, however, the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the register of members at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
5. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holdings.
6. In accordance with paragraph 29 of Schedule 13 to the Companies Act 1985 (the "Act"), the register of directors' interests in the share capital of the Company (maintained under section 325 of the Act) will be available for inspection at the commencement, and during the continuance, of the Extraordinary General Meeting.

