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If you have sold or otherwise transferred all of your shares in Bowleven plc, you should pass this document (but not the accompanying personalised form of proxy) without delay to the purchaser or transferee, or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. New personalised forms of proxy can be obtained by contacting the Company's registrars' helpline on 0870 707 1284.



# **Bowleven plc**

*(Incorporated and registered in Scotland under the Companies Act 1985 with registered number SC225242)*

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**Notice of an extraordinary general meeting of the Company to be held at the Balmoral Hotel, 1 Princes Street, Edinburgh EH2 2EQ on Thursday, 11 December 2008 at 1.20 p.m. (or as soon thereafter as the annual general meeting of the Company to be convened for 1.00 p.m. on the same day and at the same place shall have concluded or been adjourned) is set out at the end of this document. A form of proxy for use at the Extraordinary General Meeting is enclosed with this document. Whether or not you intend to attend the Extraordinary General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed on it and return it to be received by Computershare Investor Services at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible but in any event not less than 48 hours before the time of the holding of the Extraordinary General Meeting.**

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# LETTER FROM THE CHAIRMAN



## Bowleven plc

*(Incorporated and registered in Scotland under the Companies Act 1985 with registered number SC225242)*

*Directors:*

Ronnie Hanna (Non-Executive Chairman)  
Kevin Hart (Chief Executive)  
John Brown (Finance Director)  
John Morrow (Chief Operating Officer)  
Peter Wilson (Commercial Director)  
Chief Tabetando (Executive Director of Bowleven and Chairman of EurOil Limited)  
Ed Willett (Exploration Director)  
Caroline Cook (Non-Executive Director)

*Registered Office:*

1 North St Andrew Lane  
Edinburgh  
EH2 1HX

6 November 2008

*To the holders of Ordinary Shares and, for information only, to the holders of options over Ordinary Shares*

Dear Shareholder,

### **1. Introduction**

The Company announced on 4 November that it is convening an extraordinary general meeting of the Company to be held at the Balmoral Hotel, 1 Princes Street, Edinburgh EH2 2EQ on Thursday, 11 December 2008 at 1.20 p.m. (or as soon thereafter as the annual general meeting of the Company to be convened for 1.00 p.m. on the same day and at the same place shall have concluded or been adjourned). Notice of the Extraordinary General Meeting is set out at the end of this document.

As discussed below, 2009 has the makings of being a defining year for the Company, with an extensive work programme proposed across the Group's entire portfolio. However, given the funding required for that proposed programme and the current backdrop of unprecedented turmoil and collapsing values in capital and commodity markets, the Directors consider that it is prudent for the Company to have, and to retain, maximum funding flexibility. Such flexibility would enable the Board to determine the most appropriate source, or combination of sources, of finance (whether debt funding, the proceeds of one or more farm-in(s) or an issue of equity) in respect of the Group's proposed work programme. In reaching any such determination, the Board will seek to strike the balance that they consider has the potential to deliver the most value for Shareholders, between the costs of the different sources of finance available and expected benefits of the various elements of the proposed work programme.

The resolution to be proposed at the Extraordinary General Meeting seeks authority for the Directors to raise finance by means of an issue of equity. If passed, the Resolution will increase the authorised share capital of the Company and authorise the Directors to make non pre-emptive offers of up to 250,000,000 new Ordinary Shares (representing up to approximately 287 per cent. of the issued share capital of the Company as at the date of this document). In other words, if passed, the Resolution would confer upon the Board extensive authority and power to seek to raise equity finance for the Group's proposed 2009 work programme.

The purpose of this letter is to provide you with information in respect of the resolution to be proposed at the Extraordinary General Meeting, to explain why the Board believes that the Resolution is in the best

interests of the Company and its Shareholders as a whole and to seek your approval of the Resolution. The actions that you should take to vote on the Resolution, and the recommendation of the Board, are set out in paragraphs 5 and 6 respectively of this letter.

## **2. Background to and reasons for the proposal**

### ***Recent progress***

Following completion, in 2007, of its successful three well drilling campaign on the Etinde Permit in Cameroon, the Group has achieved considerable operational success. In particular, the Group:

- made the IF oil discovery in 2008, the first oil discovery in the Etinde Permit, with mean oil in place volumes estimated to be 137mmbbls;
- reached agreement in principle with the Cameroon authorities on the key terms of a production sharing contract (PSC) for the Etinde Permit, including a three year exploration phase from the date of signature of the PSC, with signature anticipated before the end of 2008;
- has progressed discussions with potential farm-in partners to the Etinde Permit and the EOV Permit;
- progressed its plans for development of the IE/ID gas and condensate discoveries in block MLHP-7;
- enhanced and expanded its resources and exploration portfolio;
- carried out a subsurface technical review of the EOV Field, including dynamic reservoir modelling, and secured an option over the floating production, storage and offloading facility Knock Taggart for the proposed development;
- has been awarded the PSC for the Bomono Permit; and
- raised approximately US\$76 million (net of expenses) by means of a placing of Ordinary Shares in April 2008.

Further details of these and other developments are contained in the announcement of the Company's preliminary results for the year ended 30 June 2008 released on 4 November. A copy of that announcement is available on the Company's website at [www.bowleven.com](http://www.bowleven.com).

The progress made by the Group across its entire asset portfolio and its expanded resource base has created what the Board considers to be an unprecedented number of quality investment opportunities for the business. The Group has also assembled a highly experienced team that the Directors believe is capable of delivering the objectives of the business through 2009 and beyond. The proposed work programme for the forthcoming year incorporates exploration activities, appraisal drilling and development and is discussed in more detail below under the heading "Proposed Work Programme".

The Group has never been better placed in terms of the opportunities available to it, and 2009 has the makings of being a defining year for Bowleven in terms of delivering material organic growth. However, the further exploration, appraisal and development activities planned to deliver this growth will require additional capital. Against a backdrop of unprecedented turmoil and collapsing values in capital and commodity markets, the Board considers that maintaining a robust financial base and retaining financial flexibility, with a variety of potential funding alternatives, is key to ensuring business progression such that the Group is in a position to exploit and monetise its opportunity-rich portfolio for the benefit of all stakeholders.

The Group continues to review all available funding options, including debt finance and the potential farm-out(s) of interest(s) in the Group's existing positions in the Etinde Permit and EOV Permit. As part of this review process, and in order to maintain maximum financial flexibility, the Company is proposing a resolution at the Extraordinary General Meeting to seek extensive authority to raise equity finance, most likely on a non pre-emptive basis, for the funding of its proposed 2009 work programme. A more detailed explanation of the funding options being actively considered by the Group is set out below under the heading "Funding of Proposed Work Programme".

### ***Proposed Work Programme***

The Directors consider that there is the potential to create significant Shareholder value in 2009 through an extensive work programme across the Group's portfolio. Ideally, this work programme would include:

- further appraisal work on block MLHP-7 of the Etinde Permit, including the drilling of appraisal wells on the IE/ID gas and condensate and IF oil structures;
- progressing each of the IE/ID, the IF and the EOJ Field development projects towards sanction;
- drilling high impact exploration wells on blocks MLHP-5 and/or MLHP-6 of the Etinde Permit, and the acquisition of additional 3D seismic data over part of block MLHP-6 adjacent to block MLHP-7 and possibly also over part of block MLHP-5;
- subject to project sanction by the Board (integral considerations for which are financing and partnership options and the overall macro-economic environment), proceeding with the development of the EOJ Field, with the target of first oil in early Q2 2010 and the drilling of the North West Kowe prospect in conjunction with the development drilling undertaken in respect of the EOJ Field;
- the acquisition of airborne survey and 2D seismic data over the Bomono Permit; and
- dependent on technical evaluation of the seismic data acquired and to be acquired over the area, the drilling of a number of exploration wells on the Epaemeno Permit.

The Board also believes that the signature of a PSC for the Etinde Permit, which is expected to occur before the end of 2008, will enhance Shareholder value by removing uncertainty over fiscal terms and providing an excellent framework to establish the commercial viability of the IE/ID and IF discoveries across the permit.

If financing for the entire proposed work programme is not available to the Group, then the Board will identify and undertake only those elements that they consider have the potential to deliver the most value for Shareholders.

### ***Funding of Proposed Work Programme***

The Group has net cash of approximately US\$45 million and no debt as at the date of this document, and is funded for its current work commitments to at least the end of December 2009. Those current work commitments do not, however, include the proposed additional exploration, appraisal and development activities referred to above. As stated above, the Board is currently reviewing all available funding options for these proposed additional activities. At present three funding options are being actively pursued:

#### ***(a) Farm-out(s) of Etinde Permit and EOJ Permit***

The Group is in advanced discussions with a number of parties who have expressed an interest in farming-in to one, or both, of the Etinde Permit and the EOJ Permit. The Group will, however, only proceed with a farm-in on either asset on terms which the Board considers attractive and value accretive for Shareholders. Subject to receipt of such offers and following the signing of the PSC for the Etinde Permit, the Board would aim to sign a conditional agreement to farm-out an interest in one, or both, of those permits. A farm-in to the Etinde Permit or the EOJ Permit would also reduce the Group's share of the estimated costs of the proposed work programme in respect of the relevant permit by virtue of the farm-in partner being required to fund its proportionate share of those activities beyond the effective date of any such transaction.

Shareholders should also be aware that a farm-out of one or both permits may require prior Shareholder approval (in accordance with the AIM Rules for Companies) before it can be implemented. If such approval is required, you will be sent a separate circular containing details of the terms of the farm-in offer(s) and convening an extraordinary general meeting at which your approval in respect of any proposed transaction(s) will be sought.

(b) *Debt Finance*

Separately, the Group is also exploring the possibility of securing debt funding for part of its proposed work programme. It is currently in discussions with a number of banks and financial institutions in relation to the possible provision of such funding. Although those discussions continue constructively, the uncertain outlook within the banking industry demonstrates the importance to the Group of retaining flexibility in its fundraising options.

(c) *Equity Fundraising*

As discussed above, the Directors consider that it is prudent for the Company to have, and to retain, funding flexibility to enable the Board to select the most appropriate source, or combination of sources, of finance in respect of the Group's proposed 2009 work programme. Accordingly, the Board wishes to be able to raise equity finance by means of an offering of Ordinary Shares.

The resolution to be proposed at the Extraordinary General Meeting seeks that authority. If passed, the Resolution will increase the authorised share capital of the Company and authorise the Directors to make non pre-emptive offers of up to 250,000,000 new Ordinary Shares (representing up to approximately 287 per cent. of the issued share capital of the Company as at the date of this document). In other words, if passed, the Resolution would confer upon the Board extensive authority and power to seek to raise equity finance for the Group's proposed additional 2009 work programme.

Such an authority would give the Board the flexibility to supplement the proceeds of any acceptable farm-in offer received with equity finance. The authority would also give the Board the option to decline any unattractive farm-in offer(s) received in respect of the Etinde Permit and EOV Permit and instead to pursue an equity issue to finance the proposed 2009 work programme (possibly alongside debt funding). In short, the reason for proposing the Resolution now is to seek to obtain flexibility in terms of the Group's ability to access capital in the short term to allow it to proceed with its proposed 2009 work programme.

As regards the extent of any equity financing required in respect of the proposed 2009 work programme, the Board expects to be in a position to evaluate that funding requirement following the Company's receipt and assessment of any farm-in offer(s) for the Etinde Permit and the EOV Permit and the signature of the new PSC for the Etinde Permit. However, the Board currently believes it is unlikely that the Group will raise finance exclusively by means of an equity issue, assuming that progress on the proposed farm-outs is maintained. Depending upon the outcome of the other funding options being actively pursued by the Company, the Board may conclude that no equity fundraising is required at that time.

If the Resolution is passed, I can confirm that the Board will only exercise the authority conferred by it to raise equity finance:

- to the extent that the Group does not secure, in a timely manner and on terms which the Board considers attractive and value accretive, the full amount of required funding for its proposed 2009 work programme by means of the farm-out of one, or both, of the Etinde Permit and the EOV Permit and/or debt finance;
- if the Board considers at the relevant time that that is the course of action which is most likely to promote the success of the Company for the benefit of Shareholders as a whole; and
- if the fundraising proceeds by means of a non pre-emptive offering of Ordinary Shares, at a price per Ordinary Share which is not discounted by more than 10 per cent. from the middle market price of an Ordinary Share at the time of pricing of the proposed non pre-emptive offering.

The authority is also limited in time and, to the extent not used by the Board before then, will expire on 31 March 2009.

This proposal already has the informal support of several institutional shareholders who have indicated an intention to vote in favour of the Resolution. Further information on the Resolution is set out in paragraph 4 below.

### **3. Current trading and prospects**

The Company announced on 4 November its preliminary results for the year ended 30 June 2008. A copy of that preliminary results announcement is available on the Company's website at [www.bowleven.com](http://www.bowleven.com). In that announcement, Kevin Hart and I made the following statement:

*“Next year has the makings of being a defining year for Bowleven as we seek to increase our resource base through further successful exploration. Of even greater importance will be our goal to appraise and sanction project development on our EOV, IE/ID and IF discoveries. We believe we have a world class team capable of achieving these objectives with the goal of delivering material organic growth and value creation for both host governments and our shareholders.”*

There has been no change in the outlook for the Group since that announcement.

### **4. Extraordinary General Meeting**

A notice convening the Extraordinary General Meeting is set out at the end of this document. The resolution to be proposed at the Extraordinary General Meeting, which comprises three parts, is summarised below. For the Resolution to be passed, not less than 75 per cent. of votes cast must be in favour.

The first part of the Resolution proposes an increase in the authorised share capital of the Company from £12,000,000 to £45,000,000 by the creation of an additional 330,000,000 Ordinary Shares (representing an increase in the authorised share capital of the Company of approximately 275 per cent.).

The second part of the Resolution proposes to grant the Directors a general authority pursuant to section 80 of the Act to allot relevant securities (within the meaning of the Act) up to an aggregate nominal value of £25,000,000 (representing up to 250,000,000 new Ordinary Shares, being up to approximately 287 per cent. of the nominal issued share capital of the Company as at date of this document).

The third part of the Resolution proposes to confer upon the Directors a general power to allot securities for cash on a non pre-emptive basis (for example, by means of an accelerated bookbuilt placing of Ordinary Shares) up to a maximum nominal amount equal to £25,000,000 (representing up to 250,000,000 new Ordinary Shares, being up to approximately 287 per cent. of the nominal issued share capital of the Company as at the date of this document).

If the Resolution is passed, the authority and power conferred by the second and third parts of the Resolution will, to the extent not used, expire on 31 March 2009.

### **5. Action to be taken**

A form of proxy for use at the Extraordinary General Meeting is enclosed. Whether or not you intend 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 on it and then to return it to the Company's Registrars, Computershare Investor Services, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Completed forms of proxy should be returned to the Company's registrars as soon as possible but, in any event, so as to be received not less than 48 hours before the time of the holding of the Extraordinary General Meeting. The completion and return of a form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person should you so wish.

## **6. Recommendation**

The Directors of Bowleven consider that the resolution to be proposed to Shareholders at the Extraordinary General Meeting is in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolution, as they intend to do in respect of an aggregate of 1,491,193 Ordinary Shares which they hold (representing approximately 1.71 per cent. of the current issued share capital of the Company).

Yours sincerely

A handwritten signature in dark ink, appearing to read 'Ronnie Hanna', written in a cursive style.

Ronnie Hanna  
*Non-Executive Chairman*

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

The following definitions and technical terms apply throughout this document, unless the context otherwise requires:

“2D seismic data”	two dimensional seismic data;
“3D seismic data”	three dimensional seismic data;
“Act”	the Companies Act 1985 as amended, or the Companies Act 2006, as the context requires;
“Board” or “Directors”	the directors of the Company;
“Bomono Permit”	the production sharing contract between the Republic of Cameroon and EurOil dated 12 December 2007 in respect of the area of approximately 2,328km <sup>2</sup> , which includes blocks OLHP-1 and OLHP-2 onshore Cameroon or, as the context may require, the contract area to which this production sharing contract relates;
“Cameroon”	the Republic of Cameroon;
“the Company” or “Bowleven”	Bowleven plc;
“condensate”	the heavier hydrocarbon fractions in a natural gas reservoir that condense into liquid as they are produced;
“EOV Field”	the oil discovery at the East Orovinyare field within the EOV Permit;
“EOV Permit”	EOV Permit No. G5-92, Gabon, constituted by the exploitation and production sharing contract between the Republic of Gabon and GGPC Gabon (EOV) Limited (an indirectly wholly-owned subsidiary of the Company) dated 16 February 2004 or, as the context may require, the contract area to which this production sharing contract relates;
“Epaemeno Permit”	Epaemeno Permit No. G4-211, Gabon, constituted by the exploitation and production sharing contract between the Republic of Gabon and GGPC Gabon (Epaemeno) Limited (an indirectly wholly-owned subsidiary of the Company) dated 17 November 2004 or, as the context may require, the contract area to which this production sharing contract relates;
“Etinde Permit”	the permit granted by the Republic of Cameroon in respect of the area of approximately 2,314km <sup>2</sup> , which includes blocks MLHP-5, MLHP-6 and MLHP-7, within the Rio del Rey and Douala basins, Cameroon, or, as the context may require, the contract area to which this permit relates;
“EurOil”	EurOil Limited, a wholly-owned subsidiary of the Company;
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at the Balmoral Hotel, 1 Princes Street, Edinburgh EH2 2EQ on 11 December 2008 at 1.20 p.m. (or as soon thereafter as the annual general meeting of the Company to be convened for 1.00 p.m. on the same day and at the same place shall have concluded or been adjourned);
“Gabon”	the Republic of Gabon;

“Group”	the Company and its subsidiaries and subsidiary undertakings;
“mmbbls”	million barrels;
“Ordinary Shares”	ordinary shares of 10p each in the capital of the Company;
“PSC”	production sharing contract;
“Resolution”	the special resolution to be proposed at the Extraordinary General Meeting;
“Shareholder”	a holder of Ordinary Shares;
“tcf”	trillion cubic feet; and
“US\$”	United States Dollars.

## **Bowleven plc**

*(Incorporated and registered in Scotland under the Companies Act 1985 with registered number SC225242)*

### **Notice of Extraordinary General Meeting**

Notice is hereby given that an extraordinary general meeting of Bowleven plc will be held at the Balmoral Hotel, 1 Princes Street, Edinburgh EH2 2EQ on Thursday, 11 December 2008 at 1.20 p.m. (or as soon thereafter as the annual general meeting of the Company to be convened for 1.00 p.m. on the same day and at the same place shall have concluded or been adjourned) to consider and, if thought fit, pass the following resolution, which will be proposed as a special resolution:

### **Special Resolution**

THAT:

1. the authorised share capital of the Company be increased from £12,000,000 to £45,000,000 by the creation of an additional 330,000,000 ordinary shares of 10p each in the capital of the Company (“**Ordinary Shares**”), such shares to rank *pari passu* in all respects with the existing Ordinary Shares and all such shares to have the rights and be subject to the restrictions set out in the articles of association of the Company;
2. in addition and without prejudice to the existing authority under section 80 of the Companies Act 1985 (as amended) (the “**Act**”) granted to the directors pursuant to the special resolution of the Company passed at the extraordinary general meeting of the Company held on 18 December 2006, the directors be generally and unconditionally authorised pursuant to and in accordance with section 80 of the Act to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount equal to £25,000,000, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) on 31 March 2009, save that the Company may, before this authority expires or is replaced or revoked, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry or replacement or revocation and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired or, as the case may be, been replaced or revoked; and
3. in addition and without prejudice to any existing power under section 95(1) of the Act conferred upon the directors by special resolution 6 proposed at the annual general meeting of the Company held on 11 December 2008, the directors be empowered, pursuant to section 95(1) of the Act, to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by the second part of this resolution, as if section 89(1) of the Act did not apply to any such allotment, such power to expire on 31 March 2009, save that the Company may, before this power expires or is replaced or is revoked, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry or replacement or revocation and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired or as the case may be, been replaced or revoked.

Dated: 6 November 2008

For and on behalf of the Board

*Registered Office:*

1 North St Andrew Lane  
Edinburgh  
EH2 1HX



Peter G Wilson  
*Company Secretary*

## Notes

1. A member of the Company who is entitled to attend and vote at the meeting called by the foregoing notice may appoint a proxy to attend the meeting and speak and vote on his or her behalf. A member may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company. A form of proxy for use in connection with the meeting is enclosed and, if used, should be completed and signed and sent or delivered in accordance with the instructions contained therein so as to be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time of the holding of the Extraordinary General Meeting (or, as the case may be, adjourned extraordinary general meeting). To appoint more than one proxy, additional proxy forms can be obtained by contacting the Company's registrars' helpline on 0870 707 1284 or you may photocopy the enclosed form of proxy. All forms should be signed and returned in the same envelope. Appointment of a proxy will not preclude a member from attending and/or voting in person at the meeting.
2. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company as at 6.00 p.m. (UK time) on 9 December 2008 or, in the event that the meeting is adjourned, on the register of members at 6.00 p.m. (UK time) on the day falling two days before the date of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the shares registered in their name at that time. Changes to the entries on the register of members after 6.00 p.m. (UK time) on 9 December 2008 or, in the event that the meeting is adjourned, on the register of members at 6.00 p.m. (UK time) on the day falling two days before the date of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary.
3. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting instructions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.
4. A member may not use any electronic address provided either in this notice of general meeting or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.