

The Steam Car Club of Great Britain Ltd.

EGM 10th May 2009



Dear Member.

We apologise for the slight delay in sending you this proxy form, however on dispatch we received information of some members' intention to call an EGM on 7 May. Therefore we have revised our EGM notification in order to offer you our response. The documentation submitted by Mr Herbert with his original requisition for an EGM was considered dubious by your Board. Therefore the Board asked Mr Herbert to provide additional information to validate this requisition. To date the Board have not received any response from Mr Herbert to our request on this matter. He has also failed to provide us with an accompanying statement to, or reason for these resolutions. He & his supporting signatories have failed to validate their submission. Independently we have written to all the signatories that support his requisition & have to date received only three out of 45 responses, all of whom at the time were & are lapsed members of our club. In addition, your board have had to suspend the membership of one or more former Directors & one or more former members due to gross misconduct & as this EGM has been called by one or more currently suspended members, all of these members are amongst the signatories. Therefore apart from Mr Herbert not responding to our request, your board considers their call for an EGM Invalid.

YOUR BOARD DO NOT ACCEPT MR HERBERT'S CONTENTIONS BUT THINK IT IS IMPORTANT TO BRING THIS MATTER TO AHEAD. The Board therefore intend to go ahead with our already scheduled EGM & hereby distribute the resolutions for that meeting which will take place 2pm 10th May Coventry Motor Museum, including the special resolutions submitted by Mr Barry Herbert in line with the requirements of our Articles of Association.

The Board must state at this time we have still not been able to validate the requisition for the EGM or these resolutions, submitted by Mr Herbert but we will continue to work to do so.

We urge you to cast your votes on this matter via the attached proxy form or attend the meeting in anticipation that Mr Herbert will fulfil his duties in time. Your Board will continue to fight for your club & we ask you to vote **'against'** these destructive resolutions. We will distribute full information & supporting statements when or if we receive them. Members are informed that the two 'Special' resolutions submitted by Mr Herbert, in line with our Articles of Association, will require a minimum of 75% + 1 of the voting members to succeed. Members are informed that all proxy votes will be checked by an independent verifier (to be confirmed) & only this single proxy form will be accepted.

We appreciate that this situation, caused by the former directors resignation & subsequent undertaking to 'destroy' our Club, needs to finally be resolved. Your Board's attempts at reconciliation have failed so we now ask you to clearly express your wishes on this matter.

Your Board would like members to be aware that currently we are involved in an investigation of serious theft of company assets at this time. We would hope to be able to present members with full details of the outcome of this investigation at our forthcoming EGM.

Voting Instructions:

Every member's vote is important:

Your Board proposes a resolution at the EGM declaring the proposed meeting on the 7th May invalid, & seeking members support for their decision to suspend members whose only wish is to destroy the SCCGB Ltd. By voting for resolution 1 the Board are asking for a vote of confidence from the membership. If you wish to nominate a proxy in favour of your Board please use Mr Gerry Stoneman

Proxy Forms should be returned to the Company Secretary by Friday 8th May 2009 Sally-Ann Dod, Middleton Lodge Farm, Astrop Road, Middleton Cheney, Banbury OX17 2PJ

Proxy / Voting Form

I _____ of _____ being a member No. _____ of the above-named company, hereby appoint _____ as my proxy, & failing him/her I appoint _____ to vote in my name & on my behalf at the extraordinary general meeting of the company to be held on 10th May 2009 & any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution	For	Against
Resolution 1: The Board declares the EGM meeting proposed by members on 7 May Invalid. Further the Board's decision to suspend members whose only wish is to destroy the SCCGB Ltd. By voting 'For' this resolution the Current Board are asking for a vote of confidence by it's members.		
Resolution 2: (Special Resolution) That the Assets of the Company be distributed in accordance with the wishes of the members and that the members are asked to advise the Board their wishes in this respect.		
Resolution 3: (Special Resolution) That once the assets have been distributed in accordance with members' wishes that the company ceases to trade and is ultimately struck off the Companies House Register in accordance with the current company law.		

Unless otherwise instructed, the proxy may vote as he/she thinks fit or **abstain** from voting. This vote supersedes any previous vote prepared by me of an earlier date.

Signed: _____ Date: _____