

Notice of General Meeting

Notice is hereby given that a General Meeting of The Clapham House Group PLC ("the Company") will be held at 10.00am on 6 January 2011 at Suite C, 2nd Floor, 1 Lindsey Street, London, EC1A 9HP for the purpose of considering and, if thought fit, passing the following Resolutions which will be proposed as Special Resolutions:

Special Resolutions

1. That the Company be re-registered as a private limited company under the Companies Act 2006 under the name of GBK Restaurants Limited.
2. That, with effect from the Company's re registration as a private limited company, the regulations contained in the printed document produced to the meeting and signed by the Chairman for purposes of identification be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company.

BY ORDER OF THE BOARD

Nicholas Wong ACA

Company Secretary
Suite C
1 Lindsey Street
London EC1A 9HP

17 December 2010

Notes

1. Shareholders entitled to attend and vote at the General Meeting may appoint a proxy or proxies to attend and speak on their behalf. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company.
2. To appoint more than one proxy you may photocopy the proxy form which accompanies this notice. Investors who hold their shares through a nominee may wish to attend the General Meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker.
3. Completion of the proxy form will not prevent a shareholder from attending and voting at the General Meeting if subsequently he/she finds they are able to do so. To be effective, it must be deposited at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by not later than 10.00am on 4 January 2011 or, in the case of an adjournment, 48 hours prior to the time of the adjourned General Meeting (Saturdays and Public Holidays excluded).
4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
5. Representatives of shareholders which are corporations attending the General Meeting should produce evidence of their appointment by an instrument executed in accordance with section 44 of the Companies Act 2006 or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 65 of the Company's Articles of Association.
6. In order to facilitate voting by corporate representatives at the General Meeting, arrangements will be put in place at the General Meeting so that (i) if a corporate shareholder has appointed the chairman of the General Meeting as its corporate representative to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the General 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 with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the General Meeting but the corporate shareholder has not appointed the chairman of the General 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 directions 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) for further details of this procedure.
7. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those holders of ordinary shares in the capital of the Company registered in the register of members of the Company at 10.00am on 4 January 2011 (being 48 hours prior to the time fixed for the General Meeting) shall be entitled to attend and vote at the General Meeting in respect of such number of shares registered in their name at that time. Changes to entries in the register of members after 10.00am on 4 January 2011 shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.