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If you sell or have sold or otherwise transferred all of your Camellia Shares, please send this document, together with the accompanying documents, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, this document and any accompanying documents should not be sent or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities laws or regulations including, but not limited to, the United States of America, Canada, Japan, Australia, the Republic of Ireland or South Africa.

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# **Camellia Plc**

*(Incorporated and registered in England and Wales with registered number 29559)*

**Proposed grant of authority to directors to allot  
up to 248,011 new ordinary shares of 10 pence each in Camellia Plc  
in connection with the proposal for Linton Park Plc  
to become a wholly-owned subsidiary of Camellia Plc**

**Proposed amendments to articles of association**

**and**

**Notice of Extraordinary General Meeting**

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**Your attention is drawn to the letter from the Chairman of Camellia which is set out on pages 5 to 8 of this Circular and the recommendation that you vote in favour of the resolutions to be proposed at the Extraordinary General Meeting referred to below.**

Notice of the Extraordinary General Meeting, to be held at The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW at 10.30 a.m. on 31 October 2005 (or as soon thereafter as the Linton Park Court Meeting convened for the same date and place shall have been concluded or adjourned), is set out at the end of this document. A form of proxy for use at the Extraordinary General Meeting is enclosed. To be valid, the form of proxy should be completed and returned in accordance with the instructions printed thereon to Camellia's registrars, Capita Registrars, so as to arrive as soon as possible and in any event no later than 10.30 a.m. on 29 October 2005.

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### Expected timetable of events

Latest time and date for receipt of forms of proxy	10.30 a.m. on 29 October 2005
Extraordinary General Meeting	10.30 a.m. on 31 October 2005

## Definitions

The following definitions apply throughout this Circular and the form of proxy unless the context requires otherwise:

“Amended Articles”	the proposed new articles of association of Camellia
“Business Day”	a day (other than a Saturday, Sunday or public holidays) when banks are generally open for business in London and Luxembourg
“Camellia”	Camellia Plc
“Camellia Board” or “Camellia Directors”	the directors of Camellia
“Camellia Group”	Camellia and its subsidiary undertakings (excluding the Linton Park Group)
“Camellia Shareholders”	holders of Camellia Shares
“Camellia Shares”	ordinary shares of 10 pence each in the capital of Camellia
“Circular”	this document
“Closing Price”	the closing middle market quotation as derived from the Daily Official List of the London Stock Exchange
“Court”	the High Court of Justice in England and Wales
“Existing Articles”	the existing articles of association of Camellia
“Extraordinary General Meeting”	the extraordinary general meeting of Camellia to be held at 10.30 a.m. on 31 October 2005 (or as soon thereafter as the Linton Park Court Meeting convened for the same date and place shall have been concluded or adjourned) or any adjournment thereof, notice of which is set out at the end of this document
“Linton Park”	Linton Park Plc
“Linton Park Board”	the directors of Linton Park
“Linton Park Court Meeting”	the meeting of Scheme Shareholders to consider the Scheme convened pursuant to an order of the Court under section 425 of the Companies Act 1985 to be held at 10.00 a.m. on 31 October 2005 (and any adjournment thereof), notice of which meeting is set out in the Scheme Document
“Linton Park Group”	Linton Park and its subsidiary undertakings
“Linton Park Shareholders”	holders of Linton Park Shares
“Linton Park Shares”	ordinary shares of 50 pence each in the capital of Linton Park
“Listing Rules”	the Listing Rules of the UK Listing Authority
“London Stock Exchange”	London Stock Exchange plc
“New Camellia Shares”	the new ordinary shares of 10 pence each in the capital of Camellia to be issued pursuant to the Proposal
“Official List”	the Official List of the UK Listing Authority
“Proposal”	the proposal set out in the Scheme Document for Linton Park to become a wholly-owned subsidiary of Camellia by way of the acquisition of all the issued ordinary share capital of Linton Park not already owned by Camellia, to be implemented by means of the Scheme
“Resolution 1”	the resolution numbered 1 set out in the notice convening the Extraordinary General Meeting which if passed will grant authority for the Camellia Directors to allot the New Camellia Shares
“Resolutions”	the resolutions numbered 1 and 2 set out in the notice convening the Extraordinary General Meeting

“Scheme”	the proposed scheme of arrangement under section 425 of the Companies Act 1985 between (i) Linton Park and (ii) the Scheme Shareholders, as set out in Part III of the Scheme Document
“Scheme Document”	the document, being the formal scheme document, to be posted by Linton Park to Linton Park Shareholders setting out the terms and conditions of the Proposal and the Scheme and including an explanatory statement under section 426 of the Companies Act 1985
“Scheme Shares”	the Linton Park Shares which are subject to the Scheme, as described in more detail in the Scheme Document
“Scheme Shareholders”	the holders of Scheme Shares
“UK Listing Authority”	the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000

## Part I

### Letter from the Chairman of Camellia

*Camellia Plc*

*(Registered in England and Wales with number 29559)*

*Directors:*

M.C. Perkins, FCA (*Chairman*)

P.A. Leggatt, MBE

A.K. Mathur, FCA (*Finance Director*)

D.A. Reeves, MSc (*Non-executive director*)

A.S.M.O Subhan, M Phil

C.P.T. Vaughan-Johnson, FCIB (*Independent non-executive director*)

*Registered Office:*

Linton Park

Linton

Maidstone

Kent, ME17 7AB

29 September 2005

*To Camellia Shareholders*

Dear Shareholder,

**Proposed grant of authority to directors to allot up to 248,011 ordinary shares of 10 pence each in connection with the proposal for Linton Park to become a wholly-owned subsidiary of Camellia and proposed changes to the articles of association**

#### **1. Introduction**

On 7 June 2005, the Camellia Board and the Linton Park Board announced that they were engaged in preliminary discussions regarding a possible merger of the two companies and that it was intended that this merger would be effected by Camellia acquiring the remaining approximately 20.84 per cent. of the issued share capital of Linton Park not already owned by Camellia.

Further to that announcement, it was announced on 28 September 2005 that an agreement had been reached between the Camellia Board and Linton Park on the terms of a recommended proposal for Linton Park to become a wholly-owned subsidiary of Camellia by way of the acquisition by Camellia of those shares in Linton Park which it does not already own. This Proposal is to be implemented by way of a scheme of arrangement under section 425 of the Companies Act 1985.

Further details of the Proposal and information relating to Linton Park are included in the Scheme Document, which has been posted to Linton Park Shareholders, and a copy of that document is enclosed for your information.

I am writing to you to explain the reasons, and to seek your approval, for the Resolutions which will be proposed at the Extraordinary General Meeting to be held on 31 October 2005. These Resolutions are being unanimously supported and recommended by the Camellia Directors.

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

Linton Park has been closely associated with Camellia since Walter Duncan & Goodricke Limited, an indirect subsidiary of Camellia, acquired a stake in Linton Park in 1976. The Camellia Group subsequently acquired further shares in Linton Park and it gained control of Linton Park having increased its shareholding to in excess of 50 per cent. of the issued share capital by 1993. Linton Park has been treated as a subsidiary of Camellia for some time, both in an accounting sense and in practical terms, with a number of key functions being shared between the Camellia Group and the Linton Park Group.

The relationship between the Camellia Group and the Linton Park Group has now reached a stage where there is a commercial rationale to merge the two groups. Against this background, the



capital of Camellia (representing the maximum number of New Camellia Shares to be allotted to the Scheme Shareholders in the event that the Proposal is implemented), which represents 9.56 per cent. of the issued Camellia Shares on 28 September 2005, being the last practicable date prior to the date of this document. The authority granted by Resolution 1, if passed, will lapse 15 months from the date of the Extraordinary General Meeting or, if earlier, on the date of the next annual general meeting of Camellia. The Camellia Directors have no current intention to use the authority to allot Camellia Shares other than in relation to the allotment of the New Camellia Shares pursuant to the Proposal.

The New Camellia Shares will be issued to Scheme Shareholders credited as fully paid on identical terms to, and will rank *pari passu* with, the existing issued Camellia Shares, including the right to receive and retain all dividends and other distributions declared, paid or made after the Scheme becomes effective including, for the avoidance of doubt, the right to receive the final dividend to be paid by Camellia in respect of the year ending 31 December 2005, but excluding the interim dividend for that year announced on 28 September 2005. The New Camellia Shares will be in registered form and will be capable of being held in uncertificated form.

Application will be made for the New Camellia Shares to be admitted to the Official List and to be admitted to trading on the London Stock Exchange's market for listed securities. Application will also be made to list the New Camellia Shares on the Luxembourg Stock Exchange. Assuming that the Proposal is implemented in accordance with the expected timetable set out in the Scheme Document, then it is expected that admission of the New Camellia Shares to the Official List and to the Luxembourg Stock Exchange will become effective, and that dealings in the New Camellia Shares will commence, on 17 November 2005.

#### **5. Proposed changes to the Existing Articles**

The Existing Articles were adopted in 1999. Since that time there have been a number of changes in company law and practice; in addition, the regulatory regime applicable to listed companies has also undergone a number of significant changes. The Camellia Board, therefore, believes that it is appropriate that the Existing Articles should be amended and a summary of the material amendments proposed to be made is set out in Part II of this document.

The resolution numbered 2 set out in the notice convening the Extraordinary General Meeting at the end of this document is being proposed as a special resolution to adopt the Amended Articles.

The Amended Articles will be available for inspection at the registered office of Camellia, at the offices of Travers Smith, 10 Snow Hill, London EC1A 2AL and at the offices of the Luxembourg listing agent, Banque Générale du Luxembourg S.A., 50, avenue J.F. Kennedy, L-2951 Luxembourg, during normal business hours on any weekday (Saturday and public holidays excepted) from the date of dispatch of this document until the close of the Extraordinary General Meeting and at the place of the Extraordinary General Meeting for a period of at least 15 minutes prior to the meeting and during the meeting itself.

#### **6. Interim results for the six months ended 30 June 2005**

The interim results of Camellia for the six months ended 30 June 2005 were announced on 28 September 2005 and a copy of such interim results is enclosed with this Circular.

#### **7. Extraordinary General Meeting**

The Resolutions described in paragraphs 4 and 5 above require the approval of Camellia Shareholders at the Extraordinary General Meeting to be held at 10.30 a.m. on 31 October 2005 (or as soon thereafter as the Linton Park Court Meeting convened for the same date and place shall have been concluded or adjourned) at The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW. The notice convening the Extraordinary General Meeting is set out at the end of this document.

Camellia Holding AG (which currently holds 1,421,000 Camellia Shares, representing approximately 54.76 per cent. of the issued Camellia Shares) has confirmed to Camellia that it intends to vote in favour of the Resolutions.

#### **8. Action to be taken**

Shareholders will find enclosed a form of proxy to be used in connection with the Extraordinary General Meeting. Whether or not you intend to be present at the meeting, please complete and sign

the form of proxy and return it by post or hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by post, using the reply-paid service provided, so as to arrive as soon as possible and in any event no later than 10.30 a.m. on 29 October 2005. The completion and return of a form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish.

**9. Recommendation**

The Camellia Board considers the terms of the Proposal to be in the best interests of Camellia and the Camellia Shareholders as a whole and, therefore, unanimously recommends that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings, which amount, in aggregate, to 900 Camellia Shares representing approximately 0.03 per cent. of the issued Camellia Shares.

Yours sincerely,

**M C Perkins**  
**Chairman**

## Part II

### Summary of material amendments to the Existing Articles

#### **Article 42 – Transfer of shares**

The Amended Articles remove the requirement that all transfers of shares be effected “in writing”, allowing for transfers to be conducted via electronic means.

#### **Article 62 – Notice of general meetings**

The Amended Articles provide that notice for general meetings may be served by electronic communications where allowed by statute.

#### **Article 93 – Appointment of proxies**

The Amended Articles provide that the directors may permit the appointment of a proxy by electronic communications to such address(es) as specified by Camellia. For shares held in uncertificated form, the directors may permit appointments of proxy by means of an electronic Uncertificated Proxy Instruction (“UPIs”) and permit amendments or revocations of any such UPI to be made by like means.

The notice of appointment of proxy by any means (including electronic communications) must be received at the appropriate address not less than 48 hours before the time appointed for holding the meeting.

#### **Article 131 – Associate and other directors**

The Amended Articles provide that the directors may appoint any other persons to any post with such descriptive title including that of director (whether as associate, executive, group, divisional, departmental, deputy, assistant, local or advisory director or otherwise) as the directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties and may remove from such post any person so appointed. A person so appointed shall not be a director for the purposes of the Amended Articles or, *inter alia*, the Companies Act 1985, and accordingly shall not be a member of the board or of any committee thereof.

#### **Article 194 – Notices**

The Amended Articles provide that where Camellia and a shareholder have agreed, any notice or other document (excluding a share certificate) may be sent via electronic communications. Such communications may include the posting of documents on a website where suitable notification of the availability of such documents is made.

Any notice or documentation given or sent by Camellia by electronic communications shall be deemed to have been given at the expiration of 48 hours from the time it is sent to an address supplied by the shareholder, or, in the case of documents posted on a website, at the expiration of 48 hours of notice of such publication.

#### **Article 211 – Indemnity**

The Amended Articles provide that Camellia may indemnify every director (and every director of an associated company) against all losses or liabilities which he may sustain or incur in the execution of his duties as a director providing that no such indemnity shall extend to any liability incurred by a director (i) to Camellia; (ii) to pay a fine in criminal/regulatory proceedings; (iii) in defending any criminal proceedings in which he is convicted; (iv) in defending any civil proceedings brought by Camellia in which judgment is awarded against him; or (v) in connection with any application to the court from relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of Camellia which is refused, where, in the case of (iii) to (v), such decision has become final.

Camellia may provide any director with funds to meet expenditure incurred by him (i) in defending any civil or criminal proceedings brought against him in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to Camellia; or (ii) in connection with any application to the court for relief from liability under section 144(3) or (4) of the Companies Act 1985 or for negligence, default, breach of duty or breach of trust in relation to the affairs of

Camellia, and Camellia shall be permitted to do anything which would otherwise be prohibited under section 330 of the Companies Act 1985 to enable a director to avoid incurring such expenditure. If such director is convicted or judgment is given against him or if the court refuses to grant relief, the director shall become liable to repay to Camellia the full amount of any such funds provided to him along with any liability incurred by Camellia to avoid a director incurring any such expenditure.

The Amended Articles also provide that Camellia may indemnify every auditor of Camellia against any liability incurred by him in defending any proceedings in which judgment is given in his favour in relation to the affairs of Camellia.

**Article 212 – Insurance**

The Amended Articles provide that Camellia shall be entitled to purchase and maintain insurance for the benefit of any directors, officers, employees or auditors of Camellia or of any associated or group company or any trustees of any pension fund in which employees of Camellia or any such other company are interested. Such insurance may include insurance against any liability incurred in respect of any act or omission in the actual or purported execution of their duties in relation to Camellia and/or any other such company or pension fund.

# CAMELLIA PLC

(Registered in England and Wales No. 29559)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Camellia Plc (the “Company”) will be held at The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW on 31 October 2005 at 10.30 a.m. (or as soon thereafter as the Linton Park Court Meeting convened for the same date and place shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions, of which the resolution numbered 1 will be proposed as an Ordinary Resolution and the resolution numbered 2 will be proposed as a Special Resolution:

### ORDINARY RESOLUTION

1. **THAT** for the purposes of section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):
  - (a) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £24,801.10 to such persons and at such times and on such terms as they think proper during the period expiring at the end of fifteen months from the date of the passing of this resolution or, if earlier, on the date of the next annual general meeting of the Company; and
  - (b) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution,

and so that all previous authorities of the Directors pursuant to the said section 80 be and are hereby revoked.

### SPECIAL RESOLUTION

2. **THAT**, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the meeting, and for the purpose of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

BY ORDER OF THE BOARD

M.D. Conway

*Secretary*

Date: 29 September 2005

*Registered Office:*

Linton Park  
Linton  
Maidstone  
Kent ME17 4AB

Notes:

- (i) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, to vote in his place. A proxy need not be a member of the Company.
- (ii) To be valid the enclosed form of proxy for the Extraordinary General Meeting, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy thereof, must be deposited by 10.30 a.m. on 29 October 2005 at the offices of the Company’s registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- (iii) Completion of the form of proxy will not prevent you from attending and voting in person.
- (iv) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members as at 10.30 a.m. on 29 October 2005 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the aforesaid general meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the register of members after 10.30 a.m. on 29 October 2005 or, in the event that the meeting is adjourned, in the register of members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (v) 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 holding.

