

CITY LIFE PCC LIMITED
(the "Company")
Company Number: 43271

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Shareholders of the Company will be held at Frances House, Sir William Place, St Peter Port, Guernsey on Wednesday 7 September 2011 at 2.00pm or, if there are insufficient Shareholders present in person or by proxy to constitute a quorum on 22 September 2011 at the same time and place, for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions:-

ORDINARY BUSINESS

- 1** To receive and consider the Financial Statements and Directors' Report for the year ended 31 December 2010
- 2** To re-appoint Ernst & Young as auditors of the Company.
- 3** To authorise the Directors to fix the remuneration of the Company's auditors.

By Order of the Board

ARDEL FUND SERVICES LIMITED
Corporate Secretary

Dated: 30 June 2011

Registered Office: Frances House, Sir William Place, St Peter Port, Guernsey, GY1 4HQ

Notes:

1. A shareholder entitled to attend and vote is entitled to appoint one or more proxies to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to a meeting to exercise the rights attached to different shares. A proxy need not also be a shareholder. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A form of proxy is attached which, if required, should be completed in accordance with the instructions.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

If you do not intend to attend the meeting please complete and return the form of proxy as soon as possible.

4. The instrument appointing a proxy and the power of attorney or other authority (in the case of a corporation either under its common seal or under the hand of an officer or attorney so authorised) (if any) under which it is signed or a notarially certified copy of such power of attorney, in order to be valid, must be deposited at the registered office of the Company, Frances House, Sir William Place, St. Peter Port, Guernsey GY1 4HQ, no later than 48 hours before the time appointed for the Annual General Meeting (or any adjourned meeting). The lodging of a form of proxy by a Shareholder does not prevent that Shareholder from attending and voting if they wish. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. A form of proxy for use at the Annual General Meeting and which will remain valid for any adjournment thereof is enclosed. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote.
6. To change your proxy instructions simply submit a new proxy form using the methods set out above and in the notes to the proxy form. Note that the cut-off date and time for receipt of a proxy form (see above) also apply in relation to amended instructions; any amended proxy form received after the relevant cut-off date and time will be disregarded. If you submit more than one valid proxy form, the form received last before the latest time for the receipt of proxies will take precedence.
7. The quorum necessary for the Annual General Meeting shall be two holders present or represented by proxy. If within half an hour from the time appointed for the Annual General Meeting a quorum is not present, the Annual General Meeting shall be adjourned for until 22 September 2011 to be held at the same place and same time and no further notice will be given. At any such adjourned meeting those holders of shares of the Company who are present shall be a quorum.

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FORM OF PROXY

Form of Proxy for use by holders of Ordinary Shares at the Annual General Meeting of the Company as set out in the Notice of the meeting to be held at Frances House, Sir William Place, St Peter Port, Guernsey on Wednesday 7 September 2011 at 2.00pm and at any adjournment(s) thereof.

I/We,
(Full name(s) in block capitals)

of
(Address in block capitals)

hereby

1 appoint the Chairman of the meeting *(see Note 2 below)* ; **or**

2

as my/our proxy to attend, and on a poll, vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 7 September 2011 at 2.00pm and at any adjournment thereof.

I/We wish my/our proxy to vote as indicated below in respect of the ordinary resolutions to be proposed at the meeting. *Please indicate which way you wish your proxy to vote by marking "X" in the appropriate box alongside each resolution (see Note 3 below).*

ORDINARY RESOLUTIONS

	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1. To receive and consider the Financial Statements and Directors Report for the year ended 31 December 2010				
2. To re-appoint Ernst & Young as auditors of the Company.				
3. To authorise the Directors to fix the remuneration of the Company's auditors.				

Signature *(See Note 1 below)* Date.....2011

NOTES:

1. In the case of joint holdings the signature of any holder is sufficient but the vote of the senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the other joint holders; for this purpose seniority shall be determined by the order in which the names stand in the register of members.
2. If you wish to appoint a proxy other than the Chairman you should delete the words "the Chairman of the Meeting or failing him", insert your own choice in the space provided and initial the amendment. A proxy need not be a member of the Company but must attend the meeting to represent you. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
3. Please indicate by marking "X" in the appropriate space how you wish your votes to be cast. Unless so instructed the proxy will vote or abstain as he/she thinks fit. You may if you wish vote some only of your shares or split your vote. Unless you specify otherwise a vote in favour or against a resolution will be deemed to be a vote in respect of all the shares registered in your name.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised.
5. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
6. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
7. A member of the Company may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you). Please also indicate if the proxy form is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.
8. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company at Frances House, Sir William Place, St. Peter Port, Guernsey GY1 4HQ ; and
 - received by the Company no later than 2.00pm on Monday 5th September 2011, 48 hours before the start of the meeting.
9. Any instrument appointing a proxy or power of attorney or any other authority under which the proxy form is signed (or a notarially certified copy of such power or authority) must be included with the proxy form.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

Upon completion please return this Form of Proxy to the following address to arrive no later than 48 hours before the scheduled start of the Meeting:-

Ardel Fund Services Limited
Frances House
Sir William Place
St. Peter Port
Guernsey
GY1 4HQ