

SUTTON HARBOUR HOLDINGS PLC
(Registered in England No: 2425189)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Sutton Harbour Holdings plc will be held at the Duke of Cornwall Hotel, Millbay Road, Plymouth, Devon on Wednesday 11 July 2007 at noon, for the transaction of the following business:

Resolution 1

To receive and adopt the Directors' Report and the audited Accounts for the year ended 31 March 2007.

Resolution 2

To approve payment of a final dividend of 2.55p per ordinary share.

Resolution 3

To re-elect Sheridan Kay Brimacombe as a Director.

Resolution 4

To re-elect Timothy Frederick Scott Bacon as a Director.

Resolution 5

To re-appoint KPMG Audit Plc as Auditors and to authorise the Directors to determine their remuneration.

Resolution 6

As Special Business to consider the following Resolution to approve the increase in authorised share capital which will be proposed as an Ordinary Resolution.

Upon the recommendation of Directors that the authorised share capital of the company be increased to £25,000,000 by the creation of 60,000,000 additional shares of 25p each.

Resolution 7

To be proposed if Resolution 6 is passed. As Special Business to consider the following Resolution to approve the proposed bonus issue which will be proposed as an Ordinary Resolution.

Upon the recommendation of the Directors and in accordance with Article 153 of the Company's Articles of Association, to capitalise the sum of £5,000,000 standing to the credit of the Share Premium Account of the Company and £1,310,408.75 from the Profit and Loss Account, and accordingly to set such sum free for distribution among the Members in the proportion of one new ordinary share of 25p for every ordinary share of 25p held by that Member on 28th August 2007.

Resolution 8

As Special Business to consider the following Resolution to approve electronic communications with shareholders which will be proposed as a Special Resolution.

That:

(a) the Company may send or supply any document or information to members that is required or authorised to be sent or supplied by the Company:

(i) under the Companies Acts (as defined in section 2 of the Companies Act 2006 (the 2006 Act)); or

(ii) pursuant to the Company's Articles of Association; or

(iii) pursuant to any other rules or regulations to which the Company may be subject;

by making it available on a website or by other electronic means;

(b) the relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts are made available on a website or by other electronic means, shall also apply, with any necessary changes, when any document or information is sent or supplied under the Company's Articles of Association or other rules or regulations to which the Company may be subject; and

(c) this resolution shall supersede any provision of the Articles of Association to the extent that it is inconsistent with this resolution.

8 June 2007

Registered Office:
North Quay House
Sutton Harbour
Plymouth PL4 0RA

By Order of the Board
NATASHA GADSDON
Secretary

Notes:

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not also be a Shareholder.
2. To be effective, the Form of Proxy must be deposited at the offices of the Company's registrars, Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH not less than 48 hours before the time fixed for the meeting. A proxy card is enclosed.

Dear Shareholder

I have pleasure in enclosing the annual report and accounts for the year ended 31 March 2007, together with the Notice of Meeting of the Annual General Meeting to be held at noon on Wednesday 11th July 2007 at the Duke of Cornwall Hotel, Plymouth. A proxy card is enclosed and I would encourage you to lodge a proxy card as soon as possible even if you intend to attend the meeting. Some additional explanation of resolutions that will be proposed at the meeting is given below.

Resolution to propose increase in authorised share capital

The company currently has authorised share capital of 40,000,000 ordinary 25p shares (nominal value £10,000,000). To enable the one-for-one capitalisation issue to take place, as described above, and to provide greater authorised share capital for any shares issues in the future a resolution to increase authorised share capital to 100,000,000 ordinary 25p shares is proposed (See Resolution 6). Resolution 7 will only be proposed only insofar as Resolution 6 is passed at the meeting.

Resolution to propose Bonus Issue

In my recent Chairman's Statement I notified shareholders that the Board proposes a one-for-one share capitalisation and that an appropriate resolution would be put to shareholders at the Annual General Meeting. The proposal takes the form of a simple one-for-one bonus issue so that shareholders will be issued with one new share for every share held on 28th August 2007. The new shares will be issued after the proposed final dividend is paid on 24th August 2007 and the new shares will therefore not rank for this dividend. (See Resolution 7).

If this resolution is passed, resolutions previously passed, and unexpired, giving authority to issue shares for assets or in accordance with the Inland Revenue Approved SAYE Employee Share Scheme will be amended to reflect the one-for-one share issue.

Resolution to propose electronic communications with shareholders

With effect from 20 January 2007, new company legislation, which is set out in the Companies Act 2006, was introduced to facilitate, among other things, electronic communications between companies and their shareholders. The principal change to the previous legislation is that a company is may now send or supply documents or information to its members by publishing such documents or information on a website provided that each member has been asked individually by the company to agree to such method of communication and the company has not received a negative response within 28 days of such a request being made. Resolution 8 is to allow the Company to take advantage of this new method of communication.

Shareholders will find enclosed with this letter, a separate letter giving further details of the Company's proposals as regards electronic communications which all shareholders are urged to read. Shareholders should note that, even if Resolution 9 is passed, they will remain entitled to receive documents or information from the Company in hard copy format where they so request.

Resolution to re-elect Timothy Bacon as a director

In my Chairman's Statement, I advised shareholders that Tim Bacon would be relinquishing his executive duties before the end of the calendar year, but will then remain on the Board as a Non-Executive Director. Having completed a three year term of office he is proposed for re-election as a director of the Company.

Yours faithfully

Ellen Winsor
Chairman