
This document is important and requires your immediate attention. If you are in doubt as to the action you should take you should seek advice from your stockbroker, bank manager, solicitor, tax adviser, accountant or other independent financial adviser. If you have sold or transferred all of your shares in European Convergence Property Company plc, please pass this document (including the Form of Proxy) at once to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee as soon as possible. Neither the Isle of Man Financial Supervision Commission nor any other regulatory body has reviewed this document.

EUROPEAN CONVERGENCE PROPERTY COMPANY PLC

*(Incorporated and registered in the Isle of Man under the Isle of Man Companies
Act 2006 with registered number 002085V)*

PROPOSALS RELATING TO THE CANCELLATION OF ADMISSION TO TRADING ON AIM

Notice of an Extraordinary General Meeting of the Company, to be held at the offices of Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB on 22 December 2010 at 10am, is set out at the end of this document. Whether or not you propose to attend the EGM, you are requested to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to be received by Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB as soon as possible and, in any event, no later than 48 hours before the appointed time for the EGM.

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Expected Timetable of Principal Events

Latest time and date for receipt of Forms of Proxy for the EGM	10am on 20 December 2010
EGM	10am on 22 December 2010
Cancellation of Ordinary Shares from trading on AIM	7am on 04 January 2011

Part 1

Letter from the Chairman of European Convergence Property Company plc

(incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006 with registered number 002085V)

Directors

Anderson Whamond (Chairman)
James Rosapepe
Donald McCrickard

Registered Office

Millennium House
46 Athol Street
Douglas
Isle of Man
IM1 1JB

23 November 2010

Dear Shareholder,

Proposals relating to the cancellation of admission to trading on AIM

Introduction

The Company divested and returned the majority of its assets to its shareholders early in 2008, and since then it has been looking to return value from its one remaining asset Mall Veliko Turnovo. Unfortunately that year also saw Global markets move dramatically downwards and while markets have recovered to some extent, the continuing economic crisis has caused a significant delay in the realisation of the value within Mall Veliko Turnovo.

The economic conditions within Bulgaria itself remain unstable and the Mall has been facing increasingly difficult trading conditions. Market rents are coming under considerable pressure and although the Manager is working hard to improve secondary income, the net cashflow is currently negative and is expected to remain so until next year.

The current market cap of the Company assuming a mid price of €0.02 is €1.25m.

The Manager has been working hard to reduce overall running costs within the Company and has already re-negotiated key contracts with its suppliers, and is looking to further reduce ongoing running costs where possible.

In view of the fact that the Company has only one remaining asset and, in the face of reducing cashflow, the Manager has recommended to the Board that maintaining the Company's admission to trading on AIM is an unnecessary expense. The Board has accepted this recommendation.

The purpose of this document is to place before Shareholders the proposal for the cancellation of the admission to trading on AIM of Ordinary Shares. If this proposal is not accepted by Shareholders, the Company will continue to trade on AIM.

The Proposal requires the approval of Shareholders. The purpose of this document is to convene the necessary EGM which will be held at the registered office of the Company at Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB on 22 December 2010 at 10am.

Cancellation of Admission to Trading on AIM

The Directors consider that it is not in the interests of Shareholders that the Company continues to incur the costs associated with maintaining the admission of Ordinary Shares to trading on AIM. Annual costs are currently £42,000 which equates to approximately 18% of the Company's administrative expenses.

Under the AIM Rules, it is a requirement that the Cancellation must be approved by not less than 75 per cent. of votes cast by Shareholders in a general meeting. Accordingly, the Proposal includes a special resolution to approve the application to the London Stock Exchange for Cancellation. If this resolution is approved with the requisite majority, it is expected that cancellation of dealings will take effect at 7am on 04 January 2010.

Extraordinary General Meeting and Resolution

The Extraordinary General Meeting has been convened for the purpose of seeking Shareholder approval for the Proposal. Shareholders will find at the end of this document a Notice convening the EGM and a Form of Proxy for use at the EGM. The EGM is convened for 10am on 22 December 2010 and will be held at Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB.

At the EGM, the following resolution will be proposed:

- A special resolution to cancel the admission of the Company's Ordinary Shares to trading on AIM in accordance with the AIM Rules.

Action to be Taken

A Form of Proxy is attached for use at the EGM. Whether or not you intend to be present at the EGM in person, you are requested to complete the attached Form of Proxy and return for the attention of Suzanne Jones, c/o Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB (Fax No: +44 (0)1624 692601) by no later than 10am on 20 December 2010.

The completion and return of a Form of Proxy will not preclude you from attending the EGM and voting in person if you so wish.

Recommendation

Your Board considers that the proposal described herein is in the best interests of the shareholders as a whole and accordingly, unanimously recommends that Shareholders vote in favour of the Resolution.

Yours faithfully,

Anderson Whamond
Chairman
for and on behalf of
European Convergence Property Company plc

Part 2

Definitions

The following definitions apply throughout this document unless the context otherwise requires:

"AIM"	a market of the London Stock Exchange
"AIM Rules"	the AIM Rules for Companies as published from time to time by the London Stock Exchange
"Board" or "Directors"	the directors of the Company
"Cancellation"	cancellation of the admission of the Company's Ordinary Shares to trading on AIM
"Company"	European Convergence Property Company plc
"EGM" or "Extraordinary General Meeting"	the extraordinary general meeting of the Company to be held on 22 December 2010 at 10am (or any adjournment thereof), notice of which is set out at the end of this document
"Form of Proxy"	the form of proxy for use by Shareholders in connection with the EGM
"London Stock Exchange"	London Stock Exchange plc
"Manager"	Charlemagne Capital (IOM) Limited
"Notice"	the notice convening the EGM which is set out at the end of this document
"Ordinary Shares"	ordinary shares of EUR€1.00 each in the capital of the Company
"Proposals"	the proposal for Cancellation
"Resolution"	the resolution to be proposed at the EGM
"Shareholders"	holders of Ordinary Shares

NOTICE OF EXTRAORDINARY GENERAL MEETING

European Convergence Property Company plc

*(incorporated and registered in the Isle of Man under the Isle of Man Companies
Acts 2006 with registered number 002085V)*

NOTICE is hereby given that an Extraordinary General Meeting of European Convergence Property Company PLC (the "**Company**") will be held at Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB on 22 December 2010 at 10am for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. That the admission of the Company's shares to trading on AIM be cancelled in accordance with Rule 41 of the AIM Rules for Companies published by the London Stock Exchange plc.

By Order of the Board
Galileo Fund Services Limited as
Registered Agent
Date: 23 November 2010

Registered Office
Millennium House, 46 Athol Street
Douglas
Isle of Man
IM1 1JB

NOTES:

- 1 A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him; a proxy need not be a member of the Company. In the case of joint holders, if more than one of such joint holders is present, only the person whose name stands first in the register of members in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- 2 A form of proxy accompanies this Notice. Completion and return of the form of proxy will not preclude a member from attending and voting at the EGM if he so wishes. In the event that a member who has lodged a form of proxy attends the EGM, his form of proxy will be deemed to have been revoked.
- 3 In order to be valid the form of proxy should be completed and deposited with Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB Attn: Suzanne Jones, (Fax No: +44 (0)1624 692601) not later than 48 hours before the time fixed for the EGM together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority.
- 4 The Company hereby specifies, pursuant to Regulation 22 of the Isle of Man Uncertificated Securities Regulations 2005, that only those persons entered on the register of members of the Company on the date and time that is 48 hours prior to the EGM shall be entitled to attend and vote at the EGM.
- 5 All defined terms used in the Notes to this Notice shall have the same meanings as in the Circular to Shareholders of the Company dated 23 November 2010 of which this Notice forms part.

EUROPEAN CONVERGENCE PROPERTY COMPANY PLC

(the "Company")

FORM OF PROXY

To be used for the Extraordinary General Meeting of the Company to be held at the offices of Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB on 22 December 2010 at 10am

I/We _____ ¹
of _____ ¹ being member(s) of
the Company, hereby appoint the Chairman of the meeting ² or _____
of _____ as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on 22 December 2010 at 10am and at any adjournment thereof.

I/We direct my/our proxy to vote in respect of the Resolution to be proposed at such Extraordinary General Meeting in the following manner³:-

SPECIAL RESOLUTION

That the admission to trading on AIM of the Company's Ordinary Shares be cancelled.

FOR	AGAINST	ABSTAIN

Signed by: _____

Date: _____

NOTES:

- 1 Full name(s) and address (es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- 2 If you wish to appoint a person other than the Chairman of the meeting as your proxy please delete the words "the Chairman of the meeting" and print the name and address of the person you wish to appoint in the space provided.
- 3 Please indicate with an "X" in the appropriate space beside the appropriate resolution how you wish your proxy to vote on your behalf on a poll. Except as otherwise instructed, your proxy will exercise his discretion as to how he votes or whether he abstains from voting.
- 4 This form of proxy must be signed by the member or his attorney duly authorised in writing, or if the appointer is a corporation the form of proxy must be executed under its common seal or under the hand of an officer of the corporation duly authorised on their behalf.
- 5 A member entitled to attend and vote is entitled to appoint one or more parties to attend and, on a poll, to vote instead of him. A proxy need not also be a member. In the case of joint holders, if more than one such joint holder is present, only the person whose name stands first in the Register of Members in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy. Where a corporation is to be represented at the meeting by a personal representative, such corporation must deposit a certified copy of the resolution of its directors or other governing body authorising the appointment at the Company's registered office not later than 48 hours before the time fixed for the meeting.
- 6 This form of proxy should be completed and deposited at the offices of Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB Attn: Suzanne Jones, (Fax No: +44 (0)1624 692601). To be valid the form of proxy must be received at the above address or fax number, not later than 48 hours before the time fixed for the meeting together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority.

