

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Bracell Limited (the “Company”) will be held at Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 16 May 2016 at 4:00 p.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2015.
2. To declare a final dividend of HK3.0 cents per share for the year ended 31 December 2015.
3. (A) To re-elect Mr. John Jeffrey YING as a Director;  
(B) To re-elect Mr. David YU Hon To as a Director;  
(C) To re-elect Mr. LOW Weng Keong as a Director; and  
(D) To authorize the board of Directors (the “Board”) to fix the Director’s remuneration.
4. To re-appoint PricewaterhouseCoopers as the auditor and to authorize the Board to fix its remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

- (A) “**THAT** a general mandate be and is hereby unconditionally given to the Directors to allot, issue and deal with shares of the Company (the “Shares”) or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers, provided that the aggregate nominal value of Shares allotted or agreed to be allotted by the Directors other than pursuant to:
  - (a) a rights issue;
  - (b) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company;

- (c) the vesting of restricted share units (the “**RSUs**”) granted pursuant to the Pre-IPO RSU Scheme and the Post-IPO RSU Scheme adopted by the Company on 8 November 2010;
- (d) the exercise of options granted pursuant to the share option scheme adopted by the Company on 8 November 2010; or
- (e) a specific authority granted by the shareholders of the Company (the “**Shareholders**”) in general meeting,

shall not exceed 20% of the total nominal value of the share capital of the Company in issue at the date of the passing of this Ordinary Resolution No. 5(A).

This general mandate to issue Shares will expire:

- (i) at the conclusion of the next annual general meeting of the Company; or
- (ii) at the end of the period within which the Company is required by any applicable laws or the Bye-laws of the Company to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.”

- (B) “**THAT** a general unconditional mandate be and is hereby granted to the Directors to exercise all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, with a total nominal value of not more than 10% of the total nominal value of the share capital of the Company in issue at the date of the passing of this Ordinary Resolution No. 5(B), and the said approval shall be limited accordingly.

This general mandate to repurchase Shares will expire:

- (i) at the conclusion of the next annual general meeting of the Company; or
- (ii) at the end of the period within which the Company is required by any applicable laws or the Bye-laws of the Company to hold its next annual general meeting; or
- (iii) when varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.”

(C) “**THAT** conditional upon the passing of Ordinary Resolutions Nos. 5(A) and 5(B) as set out in the notice of AGM, the general mandate granted to the Directors pursuant to Ordinary Resolution No. 5(A) as set out in the notice of AGM and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into Shares) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the Shares purchased or repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 5(B) as set out in the notice of AGM, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

(D) “**THAT** (a) the maximum number of new Shares that may underlie the RSUs granted pursuant to the Post-IPO RSU Scheme during the period from the date of the passing of this Ordinary Resolution 5(D) until the earliest of

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the end of the period within which the Company is required by any applicable laws or the Bye-laws of the Company to hold its next annual general meeting;  
or

(iii) the variation or revocation by an ordinary resolution of the Shareholders in general meeting (the “**Applicable Period**”),

shall be 330,458,266 and (b) the Board has the power to allot, issue and deal with Shares underlying the RSUs granted pursuant to the Post-IPO RSU Scheme during the Applicable Period as and when the RSUs vest.”

By Order of the Board  
**Bracell Limited**  
**Winnie LUI Mei Yan**  
*Company Secretary*

Hong Kong, 12 April 2016

Notes:

1. Any member entitled to attend and vote at the AGM shall be entitled to appoint one or more proxies to attend and vote. A proxy need not be a member of the Company.
2. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the AGM or any adjournment thereof (as the case may be).
3. Completion and return of the proxy form will not preclude a member from attending and voting at the AGM or any adjournment thereof (as the case may be) should the member so desires. In the event that the member attends the AGM after having lodged the proxy form, it will be deemed to have been revoked.
4. The register of members of the Company will be closed from 12 May 2016 to 16 May 2016, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 11 May 2016.
5. The register of members of the Company will be closed on 24 May 2016, on which no transfer of Shares will be effected. In order to qualify for the proposed final dividend (subject to Shareholders' approval at the AGM), all transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 23 May 2016.
6. In respect of Ordinary Resolution No. 3 above, Messrs. John Jeffrey YING, David YU Hon To and LOW Weng Keong shall retire from office at the AGM and, being eligible, offer themselves for re-election.
7. In respect of Ordinary Resolutions Nos. 5(A) and 5(B) above, the Board wishes to state that there are no immediate plans to issue any new Shares or repurchase any Shares pursuant to the relevant general mandates. The general mandates to be sought from the Shareholders are in compliance with the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
8. In respect of Ordinary Resolution No. 5(D) above, any directors and employees of the Group who are eligible to participate in the Post-IPO RSU Scheme and who hold Shares should abstain from voting on Ordinary Resolution No. 5(D).

*As at the date of this announcement, the Board comprises Mr. TEY Wei Lin (Chief Executive Officer) as an Executive Director; and Mr. John Jeffrey YING (Chairman), Mr. Jeffrey LAM Kin Fung, Mr. David YU Hon To, Mr. LIM Ah Doo, Mr. LOW Weng Keong and Mr. Armin MEYER as Independent Non-executive Directors.*