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## **BHL Limited**

*(incorporated in Bermuda with limited liability)*



*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 1768)**

### **JOINT ANNOUNCEMENT PROPOSED PRIVATISATION OF BRACELL LIMITED BY BHL LIMITED BY WAY OF A SCHEME OF ARRANGEMENT**

### **REVISED CANCELLATION CONSIDERATION AND REVISED RSU OFFER**

**Joint Financial Advisers to BHL Limited**



**Financial Adviser to the Company**

**Morgan Stanley**



**Independent Financial Adviser to  
the Independent Board Committee of the  
Company**



#### **REVISED CANCELLATION CONSIDERATION**

The Offeror proposes to amend the terms of the proposal to privatise Bracell by way of a scheme of arrangement under Section 99 of the Companies Act involving cancellation of all the Scheme Shares and allotment and issue of new Shares to the Offeror.

The Offeror hereby announces that the cash consideration under the Revised Proposal will be increased from HK\$1.78 (being the Original Cancellation Consideration) to HK\$2.28 per Scheme Share cancelled, which represents a premium of approximately 28.1% to the Original Cancellation Consideration under the Proposal.

As at the date of this announcement, there are 3,421,420,250 Shares in issue, of which 557,923,500 Shares are Scheme Shares held by the Scheme Shareholders (representing approximately 16.31% of the issued share capital of Bracell). The aggregate Revised Cancellation Consideration payable for all Scheme Shares under the Revised Proposal is HK\$1,272,065,580.

Save as disclosed in this announcement, all the proposed terms and conditions of the Proposal remain unchanged and will apply to the Revised Proposal.

## REVISED RSU OFFER

Under the Revised RSU Offer, the Offeror will offer the RSU Holders cash equal to the “see-through” price (which is HK\$2.28, being equal to the Revised Cancellation Consideration, as there is no exercise price for the RSUs) for each RSU that the RSU Holders hold.

As at the date of this announcement, there were 525,000 RSUs granted, but not yet vested, under the RSU Scheme. The amount of cash required to fully implement the Revised RSU Offer assuming 100% acceptance by the RSU Holders would be HK\$1,197,000.

Save as disclosed in this announcement, all the proposed terms and conditions of the RSU Offer remain unchanged and will apply to the Revised RSU Offer.

## FINANCIAL RESOURCES

The Offeror intends to finance the cash required for the Revised Proposal and the Revised RSU Offer by its internal cash resources. Credit Suisse and Anglo Chinese are satisfied that sufficient financial resources are available to the Offeror for the full implementation of the Revised Proposal and the Revised RSU Offer in accordance with their respective terms.

**WARNING: Shareholders and/or potential investors should be aware that the implementation of the Revised Proposal will only become effective upon all the Conditions being satisfied or validly waived (as applicable) and thus the Scheme may or may not become effective. Shareholders and/or potential investors should therefore exercise caution when dealing in Shares. Persons who are in doubt as to the action they should take should consult their licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional adviser.**

Reference is made to the announcement jointly issued by Bracell and the Offeror on 17 June 2016 in accordance with Rule 3.5 of the Takeovers Code (the “**Rule 3.5 Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Rule 3.5 Announcement.

## INTRODUCTION

Further to the Rule 3.5 Announcement, on 3 August 2016, the Offeror advised the Bracell Board of its intention to revise its proposal to privatise Bracell by way of a scheme of arrangement under Section 99 of the Companies Act involving cancellation of all the Scheme Shares and allotment and issue of new Shares to the Offeror.

## REVISED CANCELLATION CONSIDERATION

The Offeror hereby announces that the cash consideration under the Revised Proposal will be increased from HK\$1.78 (being the Original Cancellation Consideration) to HK\$2.28 per Scheme Share cancelled, which represents a premium of approximately 28.1% to the Original Cancellation Consideration under the Proposal.

As at the date of this announcement, there are 3,421,420,250 Shares in issue, of which 557,923,500 Shares are Scheme Shares held by the Scheme Shareholders. The Offeror does not hold any Shares as at the date of this announcement. Persons acting in concert with the Offeror hold 2,863,496,750 Shares in aggregate (representing approximately 83.69% of the issued share capital of Bracell) as at the date of this announcement.

The Revised Cancellation Consideration of HK\$2.28 per Scheme Share represents:

- a premium of approximately 37.3% over the closing price of HK\$1.66 per Share on 3 August 2016, being the last trading day prior to the date of this announcement;

- a premium of approximately 44.3% over the closing price of HK\$1.58 per Share on the Last Trading Day;
- a premium of approximately 98.0% over the average closing price of approximately HK\$1.15 per Share based on the daily closing prices as quoted on the Stock Exchange for the 7 trading days up to and including the Last Trading Day;
- a premium of approximately 132.0% over the average closing price of approximately HK\$0.98 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- a premium of approximately 138.5% over the average closing price of approximately HK\$0.96 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day;
- a premium of approximately 157.4% over the average closing price of approximately HK\$0.89 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Last Trading Day;
- a premium of approximately 159.9% over the average closing price of approximately HK\$0.88 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Trading Day; and
- a discount of approximately 6.4% to the audited consolidated net asset value attributable to Shareholders per Share of US\$0.314 (approximately HK\$2.44) as at 31 December 2015.

The aggregate Revised Cancellation Consideration payable for all Scheme Shares under the Revised Proposal is HK\$1,272,065,580.

Save as disclosed in this announcement, all the proposed terms and conditions of the Proposal remain unchanged and will apply to the Revised Proposal.

**WARNING: Shareholders and/or potential investors should be aware that the implementation of the Revised Proposal will only become effective upon all the Conditions being satisfied or validly waived (as applicable) and thus the Scheme may or may not become effective. Shareholders and/or potential investors should therefore exercise caution when dealing in Shares. Persons who are in doubt as to the action they should take should consult their licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional adviser.**

This announcement does not constitute an offer to sell or an invitation to purchase or subscribe for any securities or a solicitation of any vote or approval in any jurisdiction. This announcement does not constitute a prospectus or a prospectus equivalent document. Shareholders are advised to read carefully the formal documentation in relation to the Revised Proposal once it has been despatched.

## **REVISED RSU OFFER**

Under the Revised RSU Offer, the Offeror will offer the RSU Holders cash equal to the “see-through” price (which is HK\$2.28, being equal to the Revised Cancellation Consideration, as there is no exercise price for the RSUs) for each RSU that the RSU Holders hold.

As at the date of this announcement, there were 525,000 RSUs granted, but not yet vested, under the RSU Scheme. The amount of cash required to fully implement the Revised RSU Offer assuming 100% acceptance by the RSU Holders would be HK\$1,197,000.

Save as disclosed in this announcement, all the proposed terms and conditions of the RSU Offer remain unchanged and will apply to the Revised RSU Offer.

## FINANCIAL RESOURCES

The total cash consideration required for the Revised Proposal and the Revised RSU Offer (assuming 100% acceptance by the RSU Holders) is HK\$1,273,262,580.

The Offeror intends to finance the cash required for the Revised Proposal and the Revised RSU Offer by its internal cash resources. Credit Suisse and Anglo Chinese are satisfied that sufficient financial resources are available to the Offeror for the full implementation of the Revised Proposal and the Revised RSU Offer in accordance with their respective terms.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

<b>“Original Cancellation Consideration”</b>	the original consideration of HK\$1.78 in cash for every Scheme Share under the Proposal as set out in the Rule 3.5 Announcement
<b>“Revised Cancellation Consideration”</b>	the consideration of HK\$2.28 in cash for every Scheme Share cancelled under the Revised Proposal
<b>“Revised Proposal”</b>	the revised proposal by the Offeror to privatise Bracell by way of the Scheme as set out in this announcement
<b>“Revised RSU Offer”</b>	a revised offer to be made by or on behalf of the Offeror to the RSU Holders
<b>“RSU Offer Price”</b>	the “see-through” price for each RSU (which is HK\$2.28, being equal to the Revised Cancellation Consideration, as there is no exercise price for the RSUs), such amount being payable in cash by the Offeror to the RSU Holders under the Revised RSU Offer

*For the purposes of this announcement, the exchange rate of US\$1.00 = HK\$7.76 has been used for currency translation, where applicable. Such exchange rate is for illustration purposes only and does not constitute representations that any amount in US\$ or HK\$ has been, could have been or may be converted at such rate.*

By order of the board of

**BHL Limited**

George Thomas Dantas  
*Director*

By order of the board of

**Bracell Limited**

John Jeffrey YING  
*Chairman*

Hong Kong, 3 August 2016

*As at the date of this announcement, the Bracell Board comprises the following directors:*

*Non-executive Bracell Directors:*

John Jeffrey YING (Chairman)\*

Jeffrey LAM Kin Fung\*

David YU Hon To\*

LIM Ah Doo\*

LOW Weng Keong\*

Armin MEYER\*

\* *Independent non-executive Bracell Directors*

*Executive Bracell Director:*

TEY Wei Lin (Chief Executive Officer)

*George Thomas Dantas and Lee Chong, the Offeror Directors, and Mr. Sukanto Tanoto, the Ultimate Controlling Shareholder as sole shareholder of the Offeror, jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Bracell Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Bracell Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The Bracell Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement relating to the Bracell Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement by the Bracell Group have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in the announcement misleading.*