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# IN THE SUPREME COURT OF BERMUDA CIVIL JURISDICTION COMMERCIAL COURT

2016: NO. 304

## IN THE MATTER OF

## **BRACELL LIMITED**

and

## IN THE MATTER OF

## **SECTION 99 OF THE COMPANIES ACT 1981**

#### NOTICE OF COURT MEETING

**NOTICE IS HEREBY GIVEN** that, by an order (the "**Order**") dated 25 August 2016 made in the above matter, the Court has directed a meeting (the "**Court Meeting**") of the Scheme Shareholders (as defined in the Scheme mentioned below) to be convened and held for the purpose of considering and, if thought fit, approving (with or without modifications) a scheme of arrangement (the "**Scheme**") proposed to be made between Bracell Limited (the "**Company**") and the Scheme Shareholders (as defined in the Scheme mentioned above) and that the Court Meeting will be held at Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 30 September 2016 at 11:00 a.m. (Hong Kong time) at which place and time all the Scheme Shareholders are invited to attend.

A copy of the Scheme and a copy of the explanatory statement explaining the Scheme pursuant to Section 100 of the Companies Act 1981 are incorporated in the scheme document of which this notice forms part. A copy of the scheme document can also be obtained by the Scheme Shareholders from 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.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A **pink** form of proxy for use at the Court Meeting is enclosed with the scheme document.

In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

It is requested that **pink** forms appointing proxies be lodged with 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, by 11:00 a.m. on Wednesday, 28 September 2016, but if the forms are not so lodged they may be handed to the Chairman of the Court Meeting at the Court Meeting.

By the Order, the Court has appointed John Jeffrey YING or, failing him, Jeffrey LAM Kin Fung or, failing him, any other director of the Company to act as Chairman of the Court Meeting and has directed the Chairman to report the results of the Court Meeting to the Court.

The Scheme will be subject to the subsequent approval of the Court.

Dated this 30th day of August 2016.

By order of the Court Conyers Dill & Pearman Limited Clarendon House 2 Church Street Hamilton HM 11 Bermuda

Attorneys for the Company

As at the date of this document, the Bracell 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.