



**Bracell Limited**

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

**PROXY FORM  
 FOR USE AT THE COURT MEETING  
 TO BE HELD ON 30 SEPTEMBER 2016 (OR AT ANY ADJOURNMENT THEREOF)**

Form of proxy for use at the Court Meeting (or at any adjournment thereof) convened by the direction of the Supreme Court of Bermuda of the Scheme Shareholders (as defined in the Scheme referred to below) holding ordinary share(s) of US\$0.05 each in the capital of Bracell Limited (the "Company").

IN THE SUPREME COURT OF BERMUDA CIVIL JURISDICTION COMMERCIAL COURT

2016 No. 304

In the Matter of Section 99 of the Companies Act 1981 of Bermuda  
 and in the Matter of BRACELL LIMITED

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
 of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ share(s)<sup>(Note 2)</sup> of US\$0.05 each in the capital of  
 the Company, HEREBY APPOINT the Chairman of the Court Meeting or<sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_  
 as my/our proxy to attend the Court Meeting (or any adjournment thereof) convened by the direction of the Supreme Court of Bermuda of the Scheme Shareholders to 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. for the purpose of considering and, if thought fit, approving (with or without modifications) the Scheme of Arrangement referred to in the notice convening the Court Meeting (the "Scheme") and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (with or without modifications, as my/our proxy may approve) or against the Scheme as indicated below, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme <sup>(Note 4)</sup>	AGAINST the Scheme <sup>(Note 4)</sup>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016      Signature<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Court Meeting is preferred, please strike out the words "the Chairman of the Court Meeting or" and insert the name and address of the proxy desired in the space provided. Any member may appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK ("√") IN THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK ("√") IN THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. On a poll, a member present by proxy is entitled to one vote for every fully-paid share held. A member entitled to more than one vote need not cast all his votes in the same way. A tick ("√") in the relevant box indicates that the votes attached to all the shares stated above as held by you will be cast accordingly. A number in the relevant box indicates that the votes attached to the number of shares referred to in the box will be cast accordingly.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under seal, or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint holders of any share, any one of such joint holders may vote, either in person or by proxy or in the case of a corporation by its duly authorised representative, in respect of such share at the Court Meeting as if he were solely entitled thereto, but if more than one of such joint holders be present in person or by proxy or in the case of a corporation by its duly authorised representative at the Court Meeting, then one of the persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be delivered at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Court Meeting or any adjournment thereof (as the case may be). This form of proxy may alternatively be handed to the Chairman of the Court Meeting at the Court Meeting. Completion and delivery of this form of proxy will not preclude a member from attending and voting in person at the Court Meeting or any adjournment thereof (as the case may be) should he so wish. In such event, this form of proxy shall be deemed to be revoked.