

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, 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 document.*



*(incorporated in Bermuda with limited liability)*

**(Stock Code: 1768)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of Bracell Limited (the “**Company**”) will be held at Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 30 September 2016 at 11:30 a.m. (Hong Kong time) (or immediately after the meeting of the Scheme Shareholders as defined in the Scheme (set out in the scheme document of which this notice forms part) convened by the direction of the Supreme Court of Bermuda at the same place and on the same day shall have been concluded or adjourned, whichever is the later), for the purposes of considering and, if thought fit, passing the following resolution as a special resolution:

### **SPECIAL RESOLUTION**

**“THAT:**

- (a) for the purposes of giving effect to the scheme of arrangement dated 30 August 2016 (the “**Scheme**”), in the form of the print contained in the scheme document of which this notice forms part dated 30 August 2016, between the Company and the Scheme Shareholders (as defined in the Scheme), with any modifications thereof or additions thereto or subject to any conditions approved or imposed by the Court (as defined in the Scheme), on the Effective Date (as defined in the Scheme) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme);
- (b) the Company shall allot and issue at par such number of New Shares (as defined in the Scheme) as is equal to the number of Scheme Shares referred to in (a) above which are cancelled and extinguished to BHL Limited immediately upon and contemporaneously with the cancellation and extinguishment of the Scheme Shares referred to in (a) above on the Effective Date (as defined in the Scheme);
- (c) the Company shall apply the credit arising in its books of account as a result of the reduction of share capital referred to in (a) above in paying up in full at par the New Shares referred to in (b) above; and

- (d) any one of the directors of the Company be and is hereby authorised to do all acts and things as considered by him to be necessary or desirable in connection with the completion of the Scheme, including, without limitation, the giving or implementation of consent to any modifications of, or additions to, the Scheme, which the Court may see fit to impose and to do all other acts and things as considered by him to be necessary or desirable in connection with the Proposal (as defined in the Scheme) or in order to give effect to the transactions referred to above.”

By Order of the Board  
**Bracell Limited**  
**John Jeffrey YING**  
*Chairman*

Hong Kong, 30 August 2016

*Notes:*

1. Any member entitled to attend and vote at the SGM 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 **white** 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 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 SGM or any adjournment thereof (as the case may be).
3. Completion and return of the **white** form of proxy will not preclude a member from attending and voting at the SGM or any adjournment thereof (as the case may be) should the member so desires. In the event that the member attends the SGM after having lodged the **white** form of proxy, it will be deemed to have been revoked.
4. The register of members of the Company will be closed from Wednesday, 28 September 2016 to Friday, 30 September 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 SGM, 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 Tuesday, 27 September 2016.

*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.*