



Bracell Limited

(incorporated in Bermuda with limited liability)

(Stock Code: 1768)

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

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s)^(Note 2) of US\$0.05 each in the capital of Bracell Limited
(the "Company"), HEREBY APPOINT the Chairman of the SGM or^(Note 3) _____
of _____

as my/our proxy to attend the special general meeting of the Company (the "SGM") (or any adjournment thereof) to 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. (or as soon thereafter as the meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 30 August 2016 (the "Scheme Document")) 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) for the purpose of considering and, if thought fit, passing the following resolution as set out in the notice convening the SGM, and to vote for me/us at the SGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the implementation of the scheme of arrangement dated 30 August 2016 between the Company and the Scheme Shareholders (as defined in the Scheme Document), including the related reduction of the issued share capital of the Company, the increase in the share capital of the Company, and the issue of the new shares in the Company as more particularly set out in the Notice of SGM.		

Dated this _____ day of _____ 2016 Signature^(Note 5) _____

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 SGM is preferred, please strike out the words "the Chairman of the SGM 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 SGM WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") IN THE BOX MARKED "AGAINST".** 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 SGM 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 SGM, 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 SGM or any adjournment thereof (as the case may be). Completion and delivery of this form of proxy will not preclude a member from attending and voting in person at the SGM 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.