

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, immediately.

If you have sold or otherwise transferred all your holding of Ordinary Shares or Depositary Interests you should immediately forward this document, including the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some only of your holding of Ordinary Shares or Depositary Interests, you should contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

A registration statement relating to the American depositary shares (“ADSs”) of the Company has been filed with the United States Securities and Exchange Commission but has not yet become effective. The ADSs may not be subscribed for or sold, nor may offers to subscribe for or buy the ADSs be accepted, prior to the time the registration statement becomes effective. This document is being provided to you solely for the purposes of considering the resolutions to be voted upon at the Extraordinary General Meeting to be held on Tuesday, 10 November 2015. This document does not constitute an offer, or the solicitation of an offer, to buy or to subscribe for, nor shall there be any sale or subscription of, the Ordinary Shares, Depositary Interests or ADSs, in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company, which contains a unanimous recommendation from the Directors that you vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting.



HUTCHISON CHINA MEDITECH LIMITED

和黄中国医药科技有限公司

*(Incorporated and registered in the Cayman Islands with limited liability, registered number CR-106733)
(AIM Code: HCM)*

**Potential Equity Raise in connection with
a Potential Offering of American Depositary Shares
and
Notice of Extraordinary General Meeting**

Notice of an Extraordinary General Meeting of Hutchison China MediTech Limited, which is to be held at 4th Floor, Hutchison House, 5 Hester Road, Battersea, London SW11 4AN on Tuesday, 10 November 2015 at 10:00 a.m., is set out on page 10 of this document. Whether or not you intend to attend the Extraordinary General Meeting you are encouraged to complete and return the attached Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, as soon as possible and, in any event, so as to be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom no less than 48 hours before the time appointed for holding the Extraordinary General Meeting.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute violation of the securities laws of any such jurisdiction.

This document contains forward-looking statements with respect to the Company and the proposals set out in this document. These statements involve known and unknown risks and uncertainties as they relate to and depend on circumstances that occur in the future. Such risks and uncertainties include, among other things, the possibility that the Offering will not be completed within a particular time frame or at a particular amount, or at all, including as a result of regulatory, market or other factors. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to update or revise the information contained in this document, whether as a result of new information, future events or circumstances or otherwise.

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Expected Timetable of Principal Events

Despatch of this document, the Notice of Extraordinary General Meeting and the Form of Proxy:	16 October 2015
Latest time for lodging transfer documents in order to attend and vote at the Extraordinary General Meeting:	5:00 p.m. on 6 November 2015
Latest time and date for receipt of Forms of Proxy:	10:00 a.m. on 8 November 2015
Closure of the register of members for determining the entitlement to attend and vote at the Extraordinary General Meeting:	9 November 2015 to 10 November 2015 (both days inclusive)
Extraordinary General Meeting:	10:00 a.m. on 10 November 2015

Notes:

All of the times referred to in this document refer to London time.

The timing of the events in the above timetable and in the rest of this document is indicative only and may be subject to change.



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*(Incorporated and registered in the Cayman Islands with limited liability, registered number CR-106733)
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LETTER FROM THE CHAIRMAN OF HUTCHISON CHINA MEDITECH LIMITED

Directors:

Mr. Simon To (Executive Director and Chairman)

Mr. Christian Hogg (Executive Director and Chief Executive Officer)

Mr. Johnny Cheng (Executive Director and Chief Financial Officer)

Mr. Shigeru Endo (Non-executive Director)

Mr. Christian Salbaing (Non-executive Director)

Ms. Edith Shih (Non-executive Director and Company Secretary)

Mr. Michael Howell (Independent Non-executive Director)

Professor Christopher Huang (Independent Non-executive Director)

Mr. Christopher Nash (Independent Non-executive Director)

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

16 October 2015

Dear Shareholder

POTENTIAL EQUITY RAISE IN CONNECTION WITH A POTENTIAL OFFERING OF AMERICAN DEPOSITARY SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. Introduction

The Company has announced today that it is evaluating the feasibility of a potential issuance of new Ordinary Shares (the “**Equity Raise**”) in connection with a potential listing of ADSs representing such Ordinary Shares on Nasdaq (the “**Offering**”) and in that regard is seeking Shareholders’ approval to enable the Directors to proceed with the Equity Raise.

The Company has publicly filed today a registration statement with the United States Securities and Exchange Commission in relation to the potential Offering (the “**Form F-1 Registration Statement**”). The potential Offering will be made only by means of an effective Form F-1 Registration Statement. As at the date of this circular, the Company has not yet set a definite timetable or decided on further details of the potential Offering and there can be no assurance that the potential Offering will be completed. The number of offering shares and offering price of the potential Offering have not yet been determined. The Directors will assess various factors, including market conditions, in considering whether to formally launch the transaction.

Any equity securities of the Company listed on Nasdaq as part of the potential Offering will be in the form of ADSs. ADSs are negotiable instruments issued by a depositary bank that represent ownership of Ordinary Shares. They are designed to facilitate the purchase, holding and sale of Ordinary Shares by investors who wish to trade on Nasdaq. ADSs are similar to Depositary Interests in that each ADS will represent a fixed number of Ordinary Shares (the exact ratio of ADSs to Ordinary Shares will be determined during the Offering process), save that ADSs will be denominated in US Dollars.

To facilitate the Equity Raise, it is proposed that resolutions will be put to the Extraordinary General Meeting as follows:

- to authorise the Directors to issue and allot new Ordinary Shares with an aggregate nominal amount not exceeding US\$18,485,632; and

- to waive pre-emption rights in connection with the potential issue and allotment of new Ordinary Shares pursuant to that authority,

with such authority and power conferred by these resolutions to expire at the conclusion of the 2016 annual general meeting of the Company (such resolutions, together with the Equity Raise, the “**Proposal**”).

The purpose of this letter is to set out the background to and reasons for the Proposal and to explain why the Directors believe the Proposal to be in the best interests of the Company and its Shareholders as a whole and, further, to seek your approval for the Resolutions at the Extraordinary General Meeting. Your attention is drawn to paragraph 7 below which contains a unanimous recommendation from the Directors that you vote in favour of the Resolutions.

2. **Background to the Proposal**

The potential Equity Raise and Offering are intended to support the implementation of the Company’s current drug development plans. It is the belief of the Directors that the United States represents one of the most important markets for the development of the Company’s drug candidates, and the United States also has a large number of specialist healthcare investors. The Directors believe that the Company should obtain exposure to the United States capital markets to increase its profile amongst United States investors and seek to benefit from the additional liquidity that the Directors believe a listing on Nasdaq should provide. In summary, given the nature of the business of the Group, the Directors believe that the Equity Raise and Offering together comprise an appropriate and beneficial route for the Company to take.

Although the final size of the Equity Raise is yet to be determined, if the potential Equity Raise and Offering do proceed, the Company intends to use the net proceeds of the Equity Raise, together with the cash generated by its operations, primarily to advance the clinical development of its multiple drug candidates. In particular, the Company expects to apply these net proceeds as follows:

- (a) to accelerate and broaden clinical development of the drug candidates for which it retains all worldwide rights, specifically to advance:
 - (i) HMPL-523 through Phase I and Proof-of-Concept studies, expected to be conducted in Australia, the United States and China, in rheumatoid arthritis, lupus and haematological cancer;
 - (ii) sulfatinib through NDA submission in China and through Phase I and Proof-of-Concept studies, expected to be conducted in the United States, in neuroendocrine tumours, and through Phase I and Proof-of-Concept studies, expected to be conducted in China, in thyroid cancer;
 - (iii) epitinib through NDA submission in China and Phase I and Proof-of-Concept studies, expected to be conducted in the United States, in non-small cell lung cancer with brain metastasis; and
 - (iv) theliatinib through Phase I and Proof-of-Concept studies, expected to be conducted in China and the United States, in head and neck cancer and oesophageal cancer;
- (b) to support its share of the development costs of its partnered clinical drug candidates, including to advance:
 - (i) savolitinib through NDA submission globally in papillary renal cell carcinoma and EGFR tyrosine kinase inhibitor-refractory non-small cell lung cancer and through Proof-of-Concept studies globally in gastric cancer and VEGFR tyrosine kinase inhibitor-refractory clear cell renal cell carcinoma;
 - (ii) fruquintinib through NDA submission in colorectal cancer and non-small cell lung cancer in China and through Proof-of-Concept in gastric cancer in China and to advance fruquintinib through Proof-of-Concept in non-small cell lung cancer in the United States either independently or in partnership with Eli Lilly subject to the exercise of its global option; and
 - (iii) HMPL-004 through an interim analysis in a global Phase III study in mild-to-moderate ulcerative colitis;

- (c) to progress pre-clinical drug candidates, specifically to advance:
 - (i) HMPL-689 through Phase I and Proof-of-Concept studies, expected to be conducted in Australia, the United States and China, in haematological cancer;
 - (ii) HMPL-453 through Phase I and Proof-of-Concept studies, expected to be conducted in Australia, the United States and China, in bladder cancer; and
 - (iii) other drug candidates through pre-clinical studies and into Phase I clinical trials;
- (d) to build production facilities to produce both clinical and commercial supply of its drug candidates; and
- (e) to repay certain of its existing term loan from Scotiabank (Hong Kong) Limited.

Although the Company expects that the majority of the net proceeds from the Equity Raise, if the potential Equity Raise and Offering do proceed, would be used to advance the clinical development of its multiple drug candidates, the precise amounts allocated to each of the expenditure items listed above will only be determined once the final size of the Equity Raise is known.

The Company expects to use the remainder of the net proceeds (if any) to provide funding for working capital and other general corporate purposes, such as acquiring the commercial rights to other drug products and expanding its research organisation and infrastructure.

If the potential Equity Raise and Offering do proceed, the expected usage of the Equity Raise net proceeds represents the Directors' intentions based upon their current plans and the Company's business conditions. Due to the many variables inherent in the development of its drug candidates at this time, such as the timing of patient enrolment and evolving regulatory requirements, the Directors cannot currently predict the stage of development they expect to achieve for the Company's pre-clinical and clinical trial and drug candidates with the net proceeds of the Equity Raise. The amounts and timings of the actual expenditure to be incurred by the Company may vary significantly depending on numerous factors, including the results of the pre-clinical and clinical trial of its drug candidates, its operating costs and expenditures and the amount of cash generated by its operations. Accordingly, the Directors will have broad discretion over the usage of the net proceeds and investors will be relying on the judgment of the Directors regarding the application of the net proceeds. Pending such usage, the Directors intend to invest these net proceeds in high-quality, investment-grade, short-term fixed income instruments.

Pending the execution of the potential Offering, the Company has sufficient resources and support to pursue the current research and development of its drug candidates.

The Directors recognise the importance of the Company's existing shareholder base and plan to retain admission of the Ordinary Shares to trading on AIM alongside the listing of the ADSs on Nasdaq. Notwithstanding the planned listing of the ADSs on Nasdaq, the Company will continue to be subject to the AIM Rules. The Company's nominated adviser is Panmure Gordon (UK) Limited.

Accordingly, Shareholders will continue to be able to deal in Depositary Interests and/or Ordinary Shares on AIM and following the listing of the ADSs on Nasdaq will, subject to certain restrictions that apply where such Shareholders are affiliates of the Company, also be able to deal in ADSs on Nasdaq. Shareholders should consult their own legal advisers as to whether they are affiliates of the Company but, generally, Shareholders should note that Directors, certain officers and Shareholders holding more than 10 per cent. of the issued Ordinary Shares are considered to be affiliates for these purposes.

A document setting out certain information addressing questions concerning the potential Offering and trading of ADSs on Nasdaq, and explaining how to convert Ordinary Shares and Depositary Interests into ADSs (and vice versa), will be prepared for the benefit of Shareholders (the "FAQs"). Shareholders are encouraged to review the FAQs, which will be available for viewing on the Company's website at www.chi-med.com following the listing of the ADSs on Nasdaq, and to consult their stockbroker, solicitor, accountant or other independent financial adviser in the event of any doubt.

3. The Potential Offering

In relation to the potential Offering, the Company has filed the Form F-1 Registration Statement. The Form F-1 Registration Statement, which has not yet become effective, anticipates an offer of new Ordinary Shares in the form of ADSs. A precise determination of the number of Ordinary Shares to be offered by the Company has not yet been made.

The ADSs are negotiable instruments to be issued by a depository bank (the “**ADS Depository**”), that will represent ownership of Ordinary Shares. Each ADS will represent a fixed number of underlying Ordinary Shares deposited with the ADS Depository. This number will be determined by the Directors during the Offering process.

The Company will also make an application for the new Ordinary Shares to be issued in connection with the potential Equity Raise to be admitted to trading on AIM. As noted above, application has been made to Nasdaq for the ADSs representing such Ordinary Shares to be listed on the Nasdaq Stock Market upon effectiveness of the Form F-1 Registration Statement. The new Ordinary Shares issued as a result of the Equity Raise will rank *pari passu* with the existing Ordinary Shares of the Company.

The final price and size of the Equity Raise are yet to be determined. The Directors will assess the precise size of the Equity Raise and the price of the ADSs in consultation with the Joint Bookrunners during the Offering process.

The Equity Raise is conditional, *inter alia*, on the passing of the Resolutions at the Extraordinary General Meeting. Further details on the Extraordinary General Meeting and the Resolutions are set out in paragraph 5 below.

Shareholders and potential investors should note that the potential Offering may or may not proceed, and accordingly are advised to exercise caution when dealing in the securities of the Company.

4. Presentation of Financial Information

The consolidated financial statements of the Group included in the Form F-1 Registration Statement have been prepared in accordance with US GAAP, while the historical consolidated financial statements of the Group previously published were prepared in accordance with IFRS. The Board wishes to change the accounting standards it adopts in the preparation of the consolidated financial statements of the Group from IFRS to US GAAP following the completion of the potential Offering.

5. Extraordinary General Meeting

The Extraordinary General Meeting is to be held on Tuesday, 10 November 2015 at 10:00 a.m for the purpose of seeking Shareholders’ approval to the Resolutions. The Notice of Extraordinary General Meeting is set out at the end of this document.

Resolution 1 contained in the Notice of Extraordinary General Meeting is an ordinary resolution which will, if passed, authorise the Directors in effect to allot Ordinary Shares with an aggregate nominal amount not exceeding US\$18,485,632 and Resolution 2 is a special resolution which will empower the Directors to allot those Ordinary Shares without first offering them to Shareholders. The authority and power conferred by these Resolutions will expire at the conclusion of the 2016 annual general meeting of the Company. It is the intention of the Directors to exercise the authority and power conferred by Resolutions 1 and 2 only in connection with the Equity Raise and not otherwise. For the avoidance of doubt, the Company has not as yet determined the precise size of the Equity Raise and may not necessarily allot the maximum aggregate nominal amount of Ordinary Shares authorised pursuant to Resolutions 1 and 2.

6. Action to be Taken

A Form of Proxy is enclosed for use by Shareholders at the Extraordinary General Meeting. Whether or not Shareholders intend to be present at the Extraordinary General Meeting they are asked to complete, sign and return the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom no less than 48 hours before the time appointed for holding the Extraordinary General Meeting. The completion and return of a Form of Proxy will not preclude Shareholders from attending the Extraordinary General Meeting and voting in person should they wish to do so. Accordingly, whether or not Shareholders intend to attend the Extraordinary General Meeting in person they are urged to complete and return the Form of Proxy as soon as possible.

7. Directors' Recommendation

The Directors consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole and the Directors unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting as they intend to do in respect of their own direct or indirect shareholdings representing, in aggregate, 3.1 per cent. of the issued Ordinary Share capital of the Company.

Yours faithfully

For and on behalf of

Hutchison China MediTech Limited

Simon To

Chairman of the Board

DEFINITIONS

In this document, the following words and expressions shall, except where the context requires otherwise, have the following meanings:

“ADS Depository”	has the meaning given in paragraph 3 (The Offering) of this document;
“AIM”	AIM, the market of that name operated by London Stock Exchange;
“AIM Rules”	the rules and guidance for companies whose shares are admitted to trading on AIM entitled “AIM Rules for Companies” published by the London Stock Exchange, as amended from time to time;
“American Depository Shares” or “ADSs”	the American depository shares to be registered and issued by the ADS Depository and each representing a fixed number (yet to be determined) of Ordinary Shares (or a right to receive Ordinary Shares);
“Board” or “Directors”	the board of directors of the Company whose names are set out on page 3 of this document;
“Company”	Hutchison China MediTech Limited, a company incorporated and registered in the Cayman Islands with limited liability and registered number CR-106733 (AIM Code: HCM);
“CREST”	an electronic settlement system for United Kingdom and Irish securities operated by Euroclear UK & Ireland Limited for the paperless settlement of securities in uncertificated form;
“Depository Interests”	dematerialised depository interests each representing an entitlement to Ordinary Shares which may be traded through CREST in dematerialised form;
“EGFR”	epidermal growth factor receptor;
“Equity Raise”	has the meaning given in paragraph 1 (Introduction) of this document;
“Extraordinary General Meeting”	the extraordinary general meeting of the Company convened on Tuesday, 10 November 2015 at 10:00 a.m., notice of which is set out on page 10 of this document;
“FAQs”	has the meaning given in paragraph 2 (Background to the Proposal) of this document;
“Form F-1 Registration Statement”	has the meaning given in paragraph 1 (Introduction) of this document;
“Form of Proxy”	the form of proxy enclosed with this document for use in connection with the Extraordinary General Meeting;
“Group”	the Company and its subsidiaries;
“IFRS”	International Financial Reporting Standards as issued by the International Accounting Standards Board;
“Joint Bookrunners”	Bank of America Merrill Lynch and Deutsche Bank Securities (in alphabetical order), in their capacities as joint global coordinators and joint bookrunners for the Equity Raise;
“London Stock Exchange”	London Stock Exchange plc;
“Nasdaq”	the Nasdaq Stock Market;
“NDA submission”	a request for approval to market a drug containing evidence of safety and efficacy which is demonstrated by extensive pre-clinical and clinical testing;
“Notice of Extraordinary General Meeting”	the notice of the Extraordinary General Meeting which is set out on page 10 of this document;

“Offering”	has the meaning given in paragraph 1 (Introduction) of this document;
“Ordinary Shares”	the fully paid ordinary shares in the capital of the Company which have a nominal value of US\$1 each, and “Ordinary Share” means any one of them;
“Phase I”	a preliminary clinical trial for clinical pharmacology and body safety, conducted to observe the human body tolerance for new medicine and pharmacokinetics, so as to provide a basis for determining the prescription plan;
“Phase III”	a clinical trial stage to verify the clinical effectiveness, the purpose of which is to test and determine the clinical effectiveness and safety of the medicine used on patients with targeted indication, to evaluate the benefits and risks thereof and, eventually, to provide sufficient basis for review of the medicine registration application;
“Proof-of-Concept”	a clinical trial conducted to establish the clinical effectiveness and safety of the new medicine used on patients with the targeted indication. Generally Proof-of-Concept trials are categorised as either Phase Ib or Phase II trials, which are clinical trials conducted in a larger patient population than for a Phase I trial, but in a smaller patient populations than Phase III registration application trials;
“Proposal”	has the meaning given in paragraph 1 (Introduction) of this document;
“Resolutions”	the Resolutions set out in the Notice of Extraordinary General Meeting;
“Shareholders”	holders of Ordinary Shares;
“United States”	the United States of America;
“US\$” or “US Dollars”	the lawful currency of the United States;
“US GAAP”	the United States generally accepted accounting principles; and
“VEGFR”	vascular endothelial growth factor receptor.



HUTCHISON CHINA MEDITECH LIMITED

和黄中国医药科技有限公司

(the "Company")

(Incorporated and registered in the Cayman Islands with limited liability, registered number CR-106733)
(AIM Code: HCM)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held at 4th Floor, Hutchison House, 5 Hester Road, Battersea, London SW11 4AN on Tuesday, 10 November 2015 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution:

ORDINARY RESOLUTION

1. **THAT:**

- (a) subject to paragraphs (b) and (c) of this Resolution and in accordance with the articles of association of the Company (the "**Articles**"), the exercise by the board of directors of the Company (the "**Board**") during the period expiring at the conclusion of the 2016 annual general meeting of the Company (the "**Relevant Period**") of all the powers of the Company (the "**Shares**") and to allot, issue or grant securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall not extend beyond the Relevant Period but shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers after the end of the Relevant Period; and
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted, issued or granted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a) of this resolution shall not exceed US\$18,485,632.

SPECIAL RESOLUTION

2. **THAT**, conditional on the passing of Resolution 1, pursuant to article 12(4) of the Articles and in addition to all existing authorities under that article, the Board be and are generally empowered to allot Equity Shares (within the meaning of article 12(4) of the Articles) during the Relevant Period (save that the Board may make or grant offers, agreements, options and warrants pursuant to such authority and power during the Relevant Period which would or might require the exercise of such authority and powers after the end of the Relevant Period) for cash pursuant to the authority and power conferred by Resolution 1 as if article 12(4) did not apply to any such allotment, provided that this authority and power shall be limited to the allotment of Equity Shares in connection with the Equity Raise (as defined in the circular to shareholders of the Company dated 16 October 2015).

The register of members of the Company will be closed from 9 November 2015 to 10 November 2015, both days inclusive.

By Order of the Board

Registered Office:
P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Edith Shih
Director and Company Secretary

16 October 2015

Notes

- (1) *In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the share registrar of the Company, Computershare Investor Services (Jersey) Limited of Queensway House, Hilgrove Street, St Helier, Jersey, Channel Islands JE1 1ES no later than 5:00 p.m. on 6 November 2015.*
- (2) *Subject to notes 3 and 7 below, only members are entitled to attend and vote at the meeting.*
- (3) *A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member) to attend, speak and, on a poll, vote instead of that member. A proxy need not be a member of the Company. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.*
- (4) *A form of proxy is enclosed. When appointing more than one proxy, complete a separate form of proxy in relation to each appointment. Additional forms of proxy may be obtained by contacting Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom or the form of proxy may be photocopied. State clearly on each form of proxy the number of shares in relation to which the proxy is appointed.*
- (5) *To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom no less than 48 hours before the time appointed for holding the meeting.*
- (6) *At the meeting, the chairman of the meeting will exercise his power under article 69 of the articles of association of the Company to put each of the resolutions to the vote by way of a poll.*
- (7) *In the case of holders of depositary interests representing Shares in the Company, a form of instruction must be completed in order to appoint Computershare Company Nominees Limited, the custodian of the Company in respect of the Depositary Interests (the "Depositary Interests Custodian"), to vote on the holder's behalf at the meeting or, if the meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed form of instruction (and any power of attorney or other authority under which it is signed) must be delivered to the offices of the Depositary Interests Custodian, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom, by no less than 96 hours before the time fixed for the meeting or any adjourned meeting.*
- (8) *A member which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.*
- (9) *As at 15 October 2015 (being the last working day prior to the publication of this notice), the Company's issued share capital consisted of 56,514,368 Shares of US\$1 each, carrying one vote each. So, the total voting rights in the Company as at that date are 56,514,368.*

