

SECTION V: FORM OF PROXY

FORM OF PROXY

**IN THE HIGH COURT OF JUSTICE (OF ENGLAND AND WALES)
CHANCERY DIVISION
COMPANIES COURT**

IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

IN THE MATTER OF LION CITY RUN-OFF PRIVATE LIMITED
AND IN THE MATTER OF THE COMPANIES ACT 1985 (ENGLAND AND WALES)
No 2873 of 2005

IN THE MATTER OF LION CITY RUN-OFF PRIVATE LIMITED
AND IN THE MATTER OF THE COMPANIES ACT, CHAPTER 50 OF SINGAPORE
No OS542 of 2005

The numbers in brackets correspond to the numbered instructions contained on the page following this form.

I/We ⁽¹⁾.....(Enter the name of the Scheme Creditor including all former names) of.....(Enter the current address of the Scheme Creditor), being a Scheme Creditor of Lion City Run-Off Private Limited for the sum as shown in the grand total box on the Voting Form, HEREBY APPOINT ⁽²⁾ the chairman of the Creditors' Meeting or.....as my/our proxy to act for me/us at the Creditors' Meeting for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme referred to in the notice summoning the Creditors' Meeting, and at such Creditors' Meeting, or any adjournment thereof, to vote for me/us and in my/our names FOR the Scheme or AGAINST the Scheme (either with or without modification as my/our proxy may approve) as hereinafter indicated.

If you wish to instruct your proxy to vote for the Scheme, please sign the box marked "FOR". If you wish to instruct your proxy to vote against the Scheme, please sign the box marked "AGAINST". If you wish to leave your vote to the discretion of your proxy, please sign the box marked "AT DISCRETION", in which event you must appoint a person other than the chairman of the Creditors' Meeting to be your proxy, otherwise the Form of Proxy will be treated as invalid. If the box marked "AT DISCRETION" is marked together with one or both of the other boxes, the proxy will be treated as being entitled to vote at his discretion. If both the "FOR" and the "AGAINST" boxes are marked, but not the "AT DISCRETION" box, the Form of Proxy will be treated as invalid.

FOR the Scheme ⁽³⁾	AGAINST the Scheme ⁽³⁾	AT DISCRETION ⁽³⁾
.....
Signature	Signature	Signature
Name		
Position / Capacity ⁽⁴⁾		
Date		

For completion by the Company: Admitted to vote for USD

INSTRUCTIONS FOR COMPLETION OF THE FORM OF PROXY

You should read the instructions carefully. Failure to follow them may result in the proxy being rejected for voting purposes. Please note that the capitalized terms contained within these instructions and the Form of Proxy bear the same meanings as given to them in the Scheme.

All Scheme Creditors who wish to vote must complete a Voting Form. Scheme Creditors who wish to appoint someone else to vote on their behalf must also complete a Form of Proxy.

- (1) Enter the name and address of the Scheme Creditor in block capitals. If you are the duly authorised agent and/or attorney of a Scheme Creditor or a number of Scheme Creditors, complete a Form of Proxy in respect of each Scheme Creditor (photocopying the form as many times as necessary), and provide evidence (which must be satisfactory to the chairman of the Creditors' Meeting) of your authority to execute the Form of Proxy on each Scheme Creditor's behalf. Please note that each Scheme Creditor which is a company within a group of companies must complete a separate Form of Proxy, as a group submission is not permissible.
- (2) If you wish to appoint a person other than the chairman of the Creditors' Meeting as your proxy, delete the words "the chairman of the Creditors' Meeting" and enter the name of the person to be appointed. The person to be appointed as your proxy need not be a Scheme Creditor. If you appoint a proxy, that person must attend the meeting in order to vote on your behalf.
- (3) If you wish to instruct your proxy to vote for the Scheme, please sign the box marked "FOR". If you wish to instruct your proxy to vote against the Scheme, please sign the box marked "AGAINST". If you wish to leave your vote to the discretion of your proxy, please sign the box marked "AT DISCRETION", in which event you must appoint a person other than the chairman of the Creditors' Meeting to be your proxy, otherwise the Form of Proxy will be treated as invalid. If the box marked "AT DISCRETION" is marked together with one or both of the other boxes, the proxy will be treated as being entitled to vote at his discretion. If both the "FOR" and the "AGAINST" boxes are marked, but not the "AT DISCRETION" box, the Form of Proxy will be treated as invalid.
- (4) If you are the duly authorised representative of a corporation or a partnership or other unincorporated body of persons, or the duly authorised agent and/or attorney of a Scheme Creditor or a number of Scheme Creditors, enter the capacity in which you have signed the Form of Proxy (for example, director, partner or agent and/or attorney). A signature on a Form of Proxy and Voting Form in that capacity shall constitute the giving of a warranty that the signatory has been duly authorized by the relevant Scheme Creditor to execute the Form of Proxy and Voting Form on their behalf. If you are the duly authorised representative of a number of companies, a separate Form of Proxy (photocopying the form as many times as necessary) should be completed in respect of each company.

GENERAL NOTES

- (A) Please ensure that you also complete the Voting Form. The instructions for completion of the Voting Form accompany that form.
- (B) Any alteration to the Form of Proxy must be initialed by the person who signs it.
- (C) You are requested to return the Form of Proxy to Omni Whittington Asia Pacific Pte Ltd, 7 Temasek Boulevard #15-02, Suntec Tower One, Singapore 038987 or facsimile on +65 6434 2400 or email to lioncityrun-off@omniwhittington.com marked for the attention of Mr Andrew Campbell by 5:00pm Singapore time (10:00am British Summer Time) on 30 August 2005, although if not so returned, it may be handed to the chairman of the Creditors' Meeting at that meeting. Scheme Creditors are urged to return the Form of Proxy in advance of the Creditors' Meeting.
- (D) A dedicated helpdesk has been established to assist Scheme Creditors. The helpdesk is accessible by e-mail at lioncityrun-off@omniwhittington.com (marked for the attention of Andrew Campbell) or by telephone between the hours of 9:00am and 5:00pm Singapore time (2:00am to 10:00am British Summer Time) on +65 6334 9373.