

**LANGBAR INTERNATIONAL LIMITED**  
**(A COMPANY INCORPORATED AND REGISTERED IN BERMUDA UNDER NUMBER EC33737)**

**Form of Proxy - Scheme Meeting**

MR A SAMPLE  
MR A SAMPLE  
DESIGNATION (IF ANY)

**In the High Court of Justice**

Chancery Division  
Companies Court  
No. of 200

In the matter of Langbar International Limited (a company incorporated and registered in Bermuda under number EC33737) and in the matter of the Companies Act 1985

Please read Paragraph 19 of the Explanatory Statement headed **Guidance notes on attendance at the Scheme Meeting and instructions for completion of the Form of Proxy and Claim Form** before completing this form.

**Langbar International Limited**  
**Form of Proxy for use by Scheme Creditors**

To be used at the Scheme Meeting (as defined in the Scheme referred to above) of Langbar International Limited (the "**Company**") to be held on 25 July 2006 at [TIME].

**Please follow steps 1 to 4 below.**

**A checklist is provided overleaf.**

**STEP 1: APPOINTMENT OF PROXY**

I/We, the above named Scheme Creditor(s) hereby appoint the following person to act for me/us on my/our behalf at the Scheme Meeting:

**the Chairman of the Scheme Meeting**

-or-

**the person named below**

If you wish to appoint a person other than the Chairman please delete the words "the Chairman of the Scheme Meeting" above and insert the full name and address of the person you wish to appoint as proxy instead.  
(BLOCK CAPITALS please)

for the purpose of considering and, if thought fit, approving with or without modification the proposed Scheme of Arrangement (the "**Scheme**") referred to in the notice convening the Scheme Meeting and to vote for me/us and in my/our name for the Scheme (either with, or without modification as my/our proxy may approve) or against the Scheme as indicated below. In relation to any other business to be put to the Scheme Meeting including any adjournment thereof I/we instruct my/our proxy to vote for me/us and in my/our name(s) or abstain from voting as my/our proxy shall think fit.

**STEP 2: CASTING YOUR VOTE**

If you wish your proxy to vote for the Scheme, sign in the box marked "FOR". If you wish your proxy to vote against the Scheme, sign in the box marked "AGAINST".

Scheme Creditors who are voting in respect of jointly held Securities must **each** sign by themselves or by their duly authorised agent(s) this Form of Proxy in order for the vote to be valid (and it is not possible for one such Scheme Creditor to vote "For" and the other to vote "Against" the Scheme). **Each** person listed at the top of this Form of Proxy must sign this Form of Proxy for himself or by his duly authorised agent. If the Securities are held on trust and the current trustees have not been identified at the top of this Form of Proxy, signature by the current trustees or their duly authorised agent(s) should be obtained (see notes 7 and 8 overleaf). For the purposes of the Proxy Form, "Securities" means any Common Shares or Depositary Interests held by you at the date of the Scheme Meeting.

By signing and returning this Proxy Form (each of) the undersigned represent(s) and warrant(s) as set out under the heading *Warranties* in the paragraph headed *Guidance notes on attendance at the Scheme Meeting and instructions for completion of the Form of Proxy and Claim Form* in the Scheme Circular.

**FOR the Scheme**

Signature (please sign in the box above)

Name (Block capitals)

Signature of joint holder (if any) (please sign in the box above)

Name (Block capitals)

**AGAINST the Scheme**

Signature (please sign in the box above)

Name (Block capitals)

Signature of joint holder (if any) (please sign in the box above)

Name (Block capitals)

**STEP 3: DATE THE FORM**

Date:

**STEP 4: PLEASE USE THE PRE-PAID ENVELOPE PROVIDED IF YOU POST THIS FORM.**

## Notes:

1. Any alteration to this Form of Proxy should be initialled by the person(s) who sign(s) it.
2. When complete, please return this Form of Proxy as soon as possible by post, in the pre-paid envelope provided, to the Company c/o DB Consultants Limited, 12 Curzon Street, Mayfair, London W1J 5HL or by hand only to DB Consultants Limited, 12 Curzon Street, Mayfair, London W1J 5HL and in any event so as to arrive no later than 48 hours before the time appointed for the holding of the Scheme Meeting. Completed Forms of Proxy may also be handed to the Chairman at the Scheme Meeting.
3. Lodging this Form of Proxy will not prevent a Scheme Creditor from attending the Scheme Meeting.

### **Any Scheme Creditor who attends the Scheme Meeting should bring with him the Admission Card**

4. A person duly appointed proxy under this form need not be a Scheme Creditor, but must attend the Scheme Meeting to represent you.
5. The entire voting value of the relevant Scheme Claims will be deemed to have been voted in the manner indicated above. Any Scheme Creditors ***in particular those who are trustee(s) or nominee(s)*** who wish to vote in respect of part only of their voting value or to vote part of such value in one way and part in another should contact the Company at [info@langbar.com](mailto:info@langbar.com) to request a Special Form of Proxy. This Special Form of Proxy should be used instead of this Form of Proxy.
6. In the case of joint Scheme Creditors (other than trustees) all must sign this Form of Proxy by themselves or by their duly authorised agent(s).
7. If the appointor is a corporation, this Form of Proxy should be under its Common Seal or signed by an officer or attorney duly authorised. If the appointor is/are trustee(s) this Form of Proxy should be signed by or on behalf of the person(s) duly authorised pursuant to the terms of the relevant trust instrument.
8. If the description of the Scheme Creditors includes a reference to the current trustees of any trust declared in relation to the Securities referred to, you should ensure that this Form of Proxy is signed by the current trustee(s) of that trust or with their authority under the terms of the relevant trust instrument.

## Checklist

1. Please check that you have appointed either the Chairman of the Scheme Meeting or a named person to be your proxy. If you wish to appoint the Chairman of the Scheme Meeting as your proxy you need take no action at Step 1. If you appoint a person other than the Chairman of the Scheme Meeting, please delete the words "the Chairman of the Scheme Meeting" and ensure that the details provided of your own proxy are complete.
2. Please ensure that you have voted "FOR" or "AGAINST" the Scheme by signing the appropriate box. Each joint holder must sign.
3. Please ensure that the Form of Proxy is dated.
4. If you return the completed Form of Proxy by post, please use the pre-paid envelope provided.

# YOUR GUIDE TO COMPLETING FORM(S) OF PROXY

## Please use this guide to help you complete correctly your Form of Proxy

You do not have to attend the Scheme Meeting in order to vote on the Scheme. You can appoint another person to vote on your behalf. This person is called a proxy. Your appointed proxy will vote in accordance with your wishes and can be either the Chairman of the Scheme Meeting or another named person.

You should complete the Form of Proxy.

For detailed instructions on how to cast your vote please read the paragraphs of the Scheme Circular headed *Guidance notes on attendance at the Scheme Meeting and Instructions for completion of the Form of Proxy and Claim Form* on page 26. However, for a quick guide to completing the Form of Proxy, please read the instructions in the next section.

Once you have completed the Form of Proxy, please either:

- (a) return the Form using the pre-paid envelope provided; OR
- (b) bring the Form and your admission card to the Scheme Meeting.

## HOW TO VOTE

### 1. STEP 1 - APPOINTMENT OF PROXY

You are not required to attend the Scheme Meeting to vote.

You can simply appoint a proxy and return the Form of Proxy relevant to you in the pre-paid reply envelope provided.

To appoint the Chairman of the Scheme Meeting as your Proxy you need take no action other than to complete steps two, three and four on this form.

If, however, you wish to appoint someone else, other than the Chairman, as proxy to cast your vote at the Scheme Meeting please insert their name and postal address in the box provided.

### 2. STEP 2 - CASTING YOUR VOTE

To vote for the Scheme, single Scheme Creditors must sign and print their name in the boxes provided in the section marked "FOR the Scheme". Joint Scheme Creditors must complete the boxes marked "*Signature of joint holder if any (please sign in the box above)*". Please note that joint Scheme Creditors must cast the same vote.

To vote against the Scheme, single Scheme Creditors must sign and print their name in the boxes provided in the section marked "AGAINST the Scheme". Joint Scheme Creditors must complete the boxes marked "*Signature of joint holder if any (please sign in the box above)*". Please note that joint Scheme Creditors must cast the same vote.

3. **STEP 3 - DATE THE FORM**

Please date this form in the section marked "Step 3: date the form".

4. **STEP 4 - PLEASE USE THE ENVELOPE PROVIDED TO POST THIS FORM**

To be valid, your Form of Proxy must be completed properly. Please check your completed Form of Proxy against the guidance instructions above. Return the Form of Proxy in the pre-paid reply envelope. Returning a Form of Proxy does not preclude you from attending the Scheme Meeting and voting in person. Remember you do not need to attend the Scheme Meeting in order to vote.

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