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PACIFIC PLYWOOD HOLDINGS LIMITED

太平洋實業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 767)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting (the “**SGM**”) of Pacific Plywood Holdings Limited (the “**Company**”) will be held at Units 3301–3303, 33/F., West Tower Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 16 October 2015 at 10:30 a.m. to consider and, if thought fit, pass with or without amendments the following resolutions:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the conditional sale and purchase agreement dated 20 May 2015 (as supplemented by a supplemental agreement dated 10 July 2015) (the “**Agreement**”) (a copy of which is produced to the SGM marked “A” and initialed by the Chairman of the SGM for the purpose of identification) entered into between the Company as purchaser, Allied Summit Inc. as vendor (the “**Vendor**”) and Mr. Su Weibiao as guarantor in relation to the acquisition by the Company of 96% of the total issued shares of Katar Global Limited and all indebtedness, obligations and liabilities due, owing or incurred by Katar Global Limited and Century Fine Limited to the Vendor at a consideration of HK\$2,400 million (the “**Acquisition**”) upon the terms and subject to the conditions as set out in the Agreement and all the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) the board of directors of the Company (the “**Director(s)**”) (the “**Board**”) be and is hereby authorised to issue the zero coupon rate convertible notes (the “**Convertible Notes**”) in the principal amount of HK\$2,400 million upon the terms and subject to the conditions as set out in the Agreement to the Vendor (or its nominee(s)) for the purpose of satisfying the consideration for the Acquisition;

* *For identification purposes only*

- (c) the Board be and is hereby authorised to allot and issue new shares of the Company from time to time upon the exercise of the conversion rights attaching to the Convertible Notes (the “**Conversion Shares**”); and
- (d) any Director(s) be and is/are hereby authorised to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Agreement, the issue of the Convertible Notes and the issue and allotment of the Conversion Shares as he/they may consider necessary, desirable or expedient.”

By order of the Board
Pacific Plywood Holdings Limited
Huang Chuan Fu
Executive Director and Chairman

Hong Kong, 29 September 2015

Notes:

- (1) Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder.
- (2) The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (3) Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint Shareholders any one of such joint Shareholder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint holding.
- (5) The form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.

As at the date of this announcement, the Directors are:

Executive Directors

Mr. Huang Chuan Fu (*Chairman*)

Mr. Liang Jian Hua

Ms. Jia Hui

Mr. Jiang Yi Ren

Independent Non-executive Directors

Mr. Wong Chun Hung

Mr. Zheng Zhen

Mr. To Langa Samuelson

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.