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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)**

**POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD  
AT 10:30 A.M. ON 16 OCTOBER 2015**

The Board is pleased to announce that the ordinary resolution as set out in the notice of SGM contained in the Circular (as defined herein) was duly approved by the Independent Shareholders by way of poll at the SGM held at 10:30 a.m. on 16 October 2015.

Reference is made to the circular of the Company dated 29 September 2015 (the “**Circular**”) in relation to the Acquisition. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

**POLL RESULTS OF THE SGM**

The SGM was held at 10:30 a.m. on 16 October 2015 for the Independent Shareholders to consider the ordinary resolution to approve the Sale and Purchase Agreement and the transactions contemplated thereunder. Details of the ordinary resolution were set out in the notice of the SGM contained in the Circular.

The Board is pleased to announce that the ordinary resolution as set out in the notice of SGM contained in the Circular was duly approved by the Independent Shareholders by way of poll at the SGM held at 10:30 a.m. on 16 October 2015.

\* *For identification purposes only*

The Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking. The poll results of the ordinary resolution are as follows:

Ordinary resolution		Number of votes (%)	
		For	Against
1.	<p>(a) the conditional sale and purchase agreement dated 20 May 2015 (as supplemented by a supplemental agreement dated 10 July 2015) (the “<b>Agreement</b>”) (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 “<b>Vendor</b>”) 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 “<b>Acquisition</b>”) 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;</p> <p>(b) the board of directors of the Company (the “<b>Director(s)</b>”) (the “<b>Board</b>”) be and is hereby authorised to issue the zero coupon rate convertible notes (the “<b>Convertible Notes</b>”) 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;</p> <p>(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 “<b>Conversion Shares</b>”); and</p> <p>(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.</p>	56,011,674 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the ordinary resolution, the ordinary resolution was duly approved at the SGM.

As at the date of the SGM, the number of issued shares of the Company was 2,782,102,650 Shares, and the total number of Shares entitling the holders to attend and vote on the ordinary resolution at the SGM was 1,160,882,895 Shares, representing approximately 41.73% of the total issued share capital of the Company. The Vendor, being the controlling shareholder of the Company who was interested in 1,621,219,755 Shares, representing approximately 58.27% of the issued share capital of the Company and its associate were required to abstain, and had abstained, from voting in relation to the ordinary resolution at the SGM. Save as disclosed above, there was no Share entitling the Shareholders to attend and vote only against the ordinary resolution at the SGM and no Shareholder was required to abstain from voting in relation to the ordinary resolution at the SGM.

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

Hong Kong, 16 October 2015

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.*