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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 a special general meeting (the “**SGM**”) of Pacific Plywood Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Tuesday, 14 December 2010 at Joint Professional Centre, Unit 1, G/F., The Centre, 99 Queen’s Road Central, Hong Kong for the purposes of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the conditional agreement (the “**Agreement**”) dated 29 October 2010 between Pacific Plywood Holdings Limited (the “**Vendor**”) and Global Axis Limited (the “**Purchaser**”) pursuant to which, inter alia, the Vendor agreed to sell and the Purchaser agreed to purchase all the issued shares in the capital of the Disposal Target (as defined in the Company’s circular dated 25 November 2010) for a consideration of HK\$5,000,000 (a copy of the Agreement having been produced to this meeting marked “A”, initialed by the chairman of the meeting for identification) be and is hereby confirmed, approved and ratified; and
- (b) the directors of the Company (“**Directors**”) be and are hereby authorised to take such actions and execute such documents to effect the Agreement and transactions contemplated under the Agreement and to sign or execute such other documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they may consider necessary or desirable for the purposes of giving effect to the Agreement.”

By order of the Board
Pacific Plywood Holdings Limited
Sardjono Widodo
Executive Director

Hong Kong, 25 November 2010

* *For identification purpose only*

Registered office:
Canon's Court
22 Victoria Street
Hamilton, HM12
Bermuda

Head office and principal place of business:
Room 1405, 14/F.
Admiralty Center Tower 1
18 Harcourt Road, Admiralty
Hong Kong

Notes:

1. A form of proxy for the SGM is enclosed herewith.
2. 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.
3. 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.
4. 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.
5. 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.
6. The form of proxy and (if required by the board of Directors (the “**Board**”) of the Company) 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, 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.

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

As at the date of this announcement, the executive Directors are Dr. Budiono Widodo (Chairman), Mr. Sardjono Widodo (Managing Director), Ms. Jia Hui, Mr. Huang Chuan Fu, Mr. Jiang Yi Ren and Mr. Liang Jian Hua and the independent non-executive Directors are Mr. Chan Kin Sang, Mr. Wong Chun Hung and Mr. Cheng Po Yuen.

This announcement will remain on the website of The Stock Exchange of Hong Kong Limited and the website of the Company for at least 7 days from the date of its posting.