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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 10:00 a.m. on Wednesday, 3 October 2012 at Units 3301–3303, 33/F., West Tower Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong for the purposes of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the subscription agreement (the “**Subscription Agreement**”) dated 26 June 2012 and the supplemental agreement dated 4 September 2012 (the “**Supplemental Agreement**”) (a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) and entered into between the Company and China Environmental Energy Investment Limited (the “**Issuer**”) in relation to the subscription by the Company of the convertible notes with the aggregate principal amount of HK\$95,000,000 (the “**Convertible Notes**”) to be issued by the Issuer and the transactions contemplated thereunder are hereby approved, ratified and confirmed;
- (b) the exercise of the conversion rights attaching to the Convertible Notes or part thereof by the Company or its nominee(s) as the holder(s) of the Convertible Notes at any time after completion of the Subscription Agreement (as supplemented by the Supplemental Agreement) are hereby approved (the “**Possible Conversion**”); and

* *For identification purposes only*

- (c) any one or more of the directors of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents on behalf of the Company which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement (as supplemented by the Supplemental Agreement), the Possible Conversion and the transactions contemplated thereunder and all acts by the directors of the Company as aforesaid be and are hereby approved, ratified and confirmed.”

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

Hong Kong, 14 September 2012

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

*Head office and principal place
of business:*
Units 3301–3303, 33/F.
West Tower Shun Tak Centre
168–200 Connaught Road Central
Sheung Wan, Hong Kong

Notes:

1. Any shareholder of the Company (the “**Shareholders**”) 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 authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized 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 of Directors) 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 Shops 1712–1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, 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. Ng Kwok Fai (*Chairman*)
Mr. Huang Chuan Fu (*Deputy Chairman*)
Mr. Liang Jian Hua
Ms. Jia Hui
Mr. Jiang Yi Ren

Independent non-executive Directors

Mr. Cheng Po Yuen
Mr. Wong Chun Hung
Mr. Li Sui Yang

Non-executive Director

Mr. Chan Kin Sang