

Provisional Allotment Letter No.
暫定配額通知書編號

IMPORTANT
重要提示

TERMS USED HEREIN SHALL HAVE THE SAME MEANINGS AS DEFINED IN THE PROSPECTUS (THE "PROSPECTUS") OF PACIFIC PLYWOOD HOLDINGS LIMITED (THE "COMPANY") DATED 27 APRIL 2011, UNLESS THE CONTEXT OTHERWISE REQUIRES.

THIS DOCUMENT IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES EXPIRES AT 4:00 P.M. ON FRIDAY, 13 MAY 2011.

If you are in any doubt as to the contents of this provisional allotment letter or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

Dealings in the Shares may be settled through CCASS operated by HKSCC and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

A copy of each of the Prospectus Documents, and having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrars of Companies" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance and a copy of the Prospectus will be filed with the Registrar of Companies in Bermuda prior to or as soon as reasonably practicable after publication of the Prospectus as required under the Companies Act. The Securities and Futures Commission of Hong Kong, the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda take no responsibility as to the contents of any of the Prospectus Documents.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement date of dealings in the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

除文義另有所指外，本文件所採用之詞彙與太平洋實業控股有限公司（「本公司」）於二零一一年四月二十七日刊發之招股章程（「招股章程」）所界定者具相同涵義。

本文件具有價值及可轉讓，並須 閣下立即處理。本文件及隨附之額外供股股份申請表格所載之建議於二零一一年五月十三日（星期五）下午四時正失效。

閣下如對本暫定配額通知書之內容或應採取之行動有任何疑問，應諮詢特許證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

買賣股份可透過香港結算管理之中央結算系統進行交收，閣下應就該等交收安排之詳情及有關安排對 閣下之權利及權益可能造成之影響，諮詢 閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

各份章程文件連同供股章程附錄三「送呈公司註冊處之文件」一段訂明之文件已根據公司條例第342C條向香港公司註冊處登記，供股章程副本亦將於供股章程刊發前或其後在合理實際可行情況下盡快根據公司法之規定送呈百慕達公司註冊處存檔。香港證券及期貨事務監察委員會、香港公司註冊處及百慕達公司註冊處對任何章程文件之內容概不負責。

香港交易及結算有限公司、聯交所及香港結算對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可由未繳股款及繳足股款供股股份各自於聯交所開始買賣日期或香港結算釐定之有關其他日期起，於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統內進行交收，所有在中央結算系統內進行之活動均依據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。



PACIFIC PLYWOOD HOLDINGS LIMITED
太平洋實業控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code: 767)

(股份代號：767)

Branch share registrar and transfer office
in Hong Kong:
香港股份過戶登記分處：

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓
1712-1716室

Registered office:
註冊辦事處：

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Head office and principal place of
business in Hong Kong:
總辦事處及香港主要營業地點：

Unit 1903, 19/F
West Tower Shun Tak Centre
168-200 Connaught Road Central
Sheng Wan
Hong Kong

香港上環干諾道中168-200號
信德中心西座
19樓1903室

27 April 2011
二零一一年四月二十七日

**RIGHTS ISSUE ON THE BASIS OF THIRTY RIGHTS SHARES FOR
EVERY ONE EXISTING SHARE HELD ON THE RECORD DATE**

AT HK\$0.08 PER RIGHTS SHARE

以每股供股股份0.08港元

按於記錄日期每持有一股現有股份
獲發三十股供股股份之基準進行供股

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址

[Empty box for shareholder name and address]

Total number of Shares registered in your name(s) on
Tuesday, 26 April 2011
Box A 甲欄
於二零一一年四月二十六日(星期二)以 閣下名義登記之股份總數

[Empty box for Box A]

Total number of Rights Shares provisionally allotted to you subject to payment in full on application by
not later than 4:00 p.m. on Friday, 13 May 2011
Box B 乙欄
暫定配發予 閣下之供股股份總數，該款項不遲於二零一一年五月十三日(星期五)下午四時正申請時繳足

[Empty box for Box B]

Total subscription monies payable
Box C 丙欄
HKS
港元

[Empty box for Box C]

To accept this provisional allotment in full, you must lodge this original document with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with a remittance in cheques or cashier's orders in Hong Kong dollars for the full amount shown in Box C above so as to be received by no later than 4:00 p.m. on Friday, 13 May 2011. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Pacific Plywood Holdings Limited — Rights Issue Account" and must be crossed "Account Payee Only". Instructions on transfer and splitting are set out overleaf. No receipt will be given for such remittance.

It should be noted that the Underwriting Agreement contains provisions entitling the Underwriter, by notice in writing to the Company, to terminate the Underwriting Agreement on the occurrence of certain events, which have been set out in the paragraph headed "Termination of the Underwriting Agreement" under the section headed "Underwriting Agreement" in the "Letter from the Board" of the Prospectus before such day specified in the Underwriting Agreement. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

It should be noted that the Shares had been dealt in on an ex-rights basis since Friday, 15 April 2011. Dealings in the Rights Shares in their nil-paid form will take place from Friday, 29 April 2011 to Monday, 9 May 2011 (both days inclusive). If the conditions of the Rights Issue are not fulfilled and/or waived at or before 4:00 p.m. on Wednesday, 18 May 2011 (or such later time and/or date as the Company and the Underwriter may determine), the Underwriting Agreement shall terminate and the Rights Issue will lapse. Any persons contemplating buying or selling Shares up to the date on which all the conditions of the Rights Issue are fulfilled and/or waived, and any dealing in the Rights Shares in their nil-paid form between Friday, 29 April 2011 to Monday, 9 May 2011 (both days inclusive), bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealing in the Shares or the Rights Shares in their nil-paid form are recommended to consult their own professional advisers.

閣下如全數接納本暫定配額，必須將本文件正本連同以港元繳付上列丙欄所示數額之全部款項（以支票或銀行本票形式），不遲於二零一一年五月十三日（星期五）下午四時正送交本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。支票須由香港之持牌銀行開出，或銀行本票則須由香港之持牌銀行發出，註明抬頭人為「Pacific Plywood Holdings Limited — Rights Issue Account」及必須以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆之指示載於背頁。所有繳款將不獲發收據。

敬請注意，包銷協議載有條文，包銷商有權於發生若干事故時（該等事故已載於供股章程之「董事會函件」內「包銷協議」一節中「終止包銷協議」一段）在包銷協議中訂明之有關日期前向本公司發出書面通知終止包銷協議。倘包銷商終止包銷協議或包銷協議不能成為無條件，則供股將不會進行。

敬請注意，股份已由二零一一年四月十五日（星期五）起按除權基準買賣。未繳股款供股股份將於二零一一年四月二十九日（星期五）至二零一一年五月九日（星期一）（包括首尾兩日）進行買賣。倘供股之條件未能於二零一一年五月十八日（星期三）下午四時正（或本公司與包銷商可能釐定之有關較後時間及/或日期）或之前達成及/或獲豁免，則包銷協議將告終止及供股將失效。任何人士擬於所有供股條件達成及/或獲豁免之前買賣股份，及於二零一一年四月二十九日（星期五）至二零一一年五月九日（星期一）（包括首尾兩日）期間內買賣任何未繳股款供股股份，均須承擔供股未必能成為無條件或未必進行之風險。擬買賣股份或未繳股款供股股份之任何股東或其他人士，務請諮詢彼等之專業顧問。

NO RECEIPT WILL BE GIVEN
所有繳款將不獲發收據

* For identification purpose only
僅供識別

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THIS DOCUMENT.

在轉讓本文件代表之供股股份認購權利時，每宗買賣均須繳付從價印花稅。除出售外，餽贈或轉讓實益擁有之權益亦須繳付從價印花稅。在辦理本文件之登記手續前，須出示已繳付從價印花稅之證明。

FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

Form B

表格乙

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of its/his/her/their rights to subscribe for the Rights Shares comprised herein)
(只供有意全數轉讓其/彼/彼等可認購本表格所列供股股份權利之合資格股東填寫及簽署)

To: The Directors
Pacific Plywood Holdings Limited
致：太平洋實業控股有限公司*
列位董事

Dear Sirs,
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this provisional allotment letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：
本人/吾等謹將本暫定配額通知書所列本人/吾等可認購供股股份之權利全數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of Shareholder(s) (all joint Shareholders must sign)
股東簽署(所有聯名股東均須簽署)

Date 日期: _____

Ad valorem stamp duty is payable by the transferor(s) if this form is completed.
如已填妥本表格，轉讓人須繳付從價印花稅。

REGISTRATION APPLICATION FORM

登記申請表格

Form C

表格丙

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares are being transferred)
(只供獲轉讓可認購供股股份權利之人士填寫及簽署)

To: The Directors
Pacific Plywood Holdings Limited
致：太平洋實業控股有限公司*
列位董事

Dear Sirs,
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms set out in this provisional allotment letter and the accompanying Prospectus and subject to the memorandum of association and the Bye-laws of the Company.

敬啟者：
本人/吾等謹請董事將表格甲中乙欄所列之供股股份數目登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及隨附之供股章程所載條款，以及在貴公司之組織章程大綱及細則規限下，接納此等供股股份。

Existing Shareholder(s)
please mark "X" in this box
現有股東請在本欄內填上「X」符號

To be completed in BLOCK LETTERS in ENGLISH. Joint applicants should give the address of the first named applicant only.
請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址。

Name of applicant in English 申請人英文姓名	Family Name (姓氏)	Other Name (名字)	Name in Chinese 中文姓名	
Name of applicant or name(s) of joint applicant(s) in English (if any) 申請人或聯名申請人英文姓名(如有)				
Address in English 英文地址				
Occupation 職業			Tel. No. 電話號碼	
Dividend instructions 股息指示				
Name and address of bank 銀行名稱及地址	Bank Account Number 銀行賬戶號碼			
	BANK 銀行		BRANCH 分行	

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicant(s) (all joint applicants must sign)
申請人簽署(所有聯名申請人均須簽署)

Date 日期: _____

Ad valorem stamp duty is payable by the transferee(s) if this form is completed.
如已填妥本表格，承讓人須繳付從價印花稅。
Names of Chinese applicants must be given both in English and in Chinese characters.
華裔申請人須填寫中英文姓名。

* for identification purpose only
僅供識別



PACIFIC PLYWOOD HOLDINGS LIMITED
太平洋實業控股有限公司*
(於百慕達註冊成立之有限公司)
(股份代號: 767)

敬啟者:

緒言

根據本暫定配額通知書隨附之有關供股之供股章程所載條款及其條件規限下,董事已按於記錄日期(即二零一一年四月二十六日(星期二))營業時間結束時在本公司股東名冊上以閣下名義登記每一(1)股現有股份可獲發三十(30)股供股股份之基準,向閣下暫定配發本暫定配額通知書前頁所載數目之供股股份。閣下於當日持有之股份數目載於本暫定配額通知書甲欄,而暫定配發予閣下之供股股份總數則載於本暫定配額通知書乙欄。

供股股份一經配發、發行及繳足,將在各方面與當時之現有股份享有同等權益。繳足股款供股股份之持有人將有權收取所有於供股股份以繳足股款形式配發及發行當日後所宣派、作出或派付之未來股息及分派。

供股章程及任何有關申請表格並未亦不會根據香港及百慕達以外之任何司法權區之任何適用證券法例或同等法例註冊或存案。

本公司並未辦理任何手續以獲准在香港以外任何地區或司法權區提呈供股股份、或派發供股章程或任何有關申請表格。因此,在香港以外任何地區或司法權區接獲供股章程或任何有關申請表格之人士,均不得視之為申請供股股份之要約或邀請,除非於相關司法權區可毋須遵守任何登記或其他法律或監管規定而合法作出該要約或邀請。

於香港以外地區接獲供股章程或任何有關申請表格且有意根據供股章程承購供股股份之任何人士(包括但不限於代名人、代理及信託人),須自行全面遵守有關地區之法例(包括就遵守該地區或司法權區規定之任何其他正式手續而取得任何政府或其他同意),以及支付該地區或司法權區就供股所須支付之任何稅項、徵費及其他款項。凡任何人士接納供股,即表示該人士向本公司聲明及保證,其已遵守該等當地法例及規定。倘閣下對本身之情況有任何疑問,應諮詢閣下之專業顧問。

接納手續

閣下如欲全數承購供股股份之暫定配額,須將本暫定配額通知書整份連同丙欄所示於申請時應繳付之全數股款(以支票或銀行本票形式),不遲於二零一一年五月十三日(星期五)下午四時正送交本公司之香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。所有股款須以港元繳付,支票須由香港之持牌銀行賬戶開出,或銀行本票則須由香港之持牌銀行發出,並須註明抬頭人為「Pacific Plywood Holdings Limited — Rights Issue Account」及以「只准入抬頭人賬戶」方式劃線開出。繳付上述股款將表示閣下根據本暫定配額通知書及供股章程之條款,並在本公司之組織章程大綱及公司細則規限下接納供股股份之暫定配額。所有繳款將不獲發收據。

敬請注意,除非本暫定配額通知書已經填妥並連同丙欄所示之適當股款如上文所述於二零一一年五月十三日(星期五)下午四時正之前由原承配人或已獲有效轉讓權利之任何人士一併交回,否則閣下之暫定配額及一切認購供股股份之權利將視作不獲接納並予以註銷。本公司可全權酌情將一份已交回但並未根據有關指示填妥之暫定配額通知書當為有效及對自行或由代表遞交通知書之人士具約束力。填妥及交回暫定配額通知書將會構成向本公司或有關人士作出保證及聲明,表示已經(或將會)就暫定配額通知書(及據此作出任何接納)妥為遵從香港以外之一切有關地區之所有登記、法律及監管規定。

轉讓

閣下如欲轉讓閣下根據本暫定配額通知書所有獲暫定配發之供股股份認購權利,須填妥轉讓及提名表格(表格乙),並將本暫定配額通知書交予承讓閣下權利或經手轉讓權利之人士。承讓人其後須填妥及簽署登記申請表格(表格丙),並須不遲於二零一一年五月十三日(星期五)下午四時正將本暫定配額通知書整份連同丙欄所示於申請時應繳付之全數股款(以支票或銀行本票形式)一併交回本公司之香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。所有股款須以港元繳付,支票須由香港之持牌銀行賬戶開出,或銀行本票則須由香港之持牌銀行發出,並須註明抬頭人為「Pacific Plywood Holdings Limited — Rights Issue Account」及以「只准入抬頭人賬戶」方式劃線開出。敬請注意,閣下轉讓可認購有關供股股份之權利予承讓人及承讓人接納該等權利,均須繳付印花稅。

分拆

閣下如只欲接納根據本暫定配額通知書所獲配發之部分暫定配額或欲轉讓部分獲暫定配發可認購供股股份之權利或欲轉讓該等權利予超過一位人士,須不遲於二零一一年五月四日(星期三)下午四時三十分將本暫定配額通知書交回本公司之香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。本公司之香港股份過戶登記分處將會註銷原有之暫定配額通知書及按所需數額另發新暫定配額通知書。新暫定配額通知書將於閣下交回原有之暫定配額通知書後第二個營業日於本公司之香港股份過戶登記分處領取。分拆暫定配額毋須支付費用。

終止

敬請注意,包銷協議載有條文,包銷商有權於發生若干事故時(該等事故已載於供股章程之「董事會函件」內「包銷協議」一節中「終止包銷協議」一段)在包銷協議中訂明之有關日期前向本公司發出書面通知終止包銷協議。倘包銷商終止包銷協議或包銷協議不能成為無條件,則供股將不會進行。

支票或銀行本票

所有支票及銀行本票將於收訖後即時過戶,而有關股款所賺取之利息(如有)將撥歸本公司所有。填妥及送交或交回本暫定配額通知書連同繳付所接納之供股股份股款之支票或銀行本票,即構成申請人對該支票或銀行本票於首次過戶時即可兌現之保證。如支票或銀行本票在首次過戶時未能兌現,有關申請將不獲受理。其時,有關保證配額及所有相關權利將視作不獲接納並予以註銷。

供股股份股票

待供股之條件達成後,預期所有繳足股款供股股份之股票將於二零一一年五月二十三日(星期一)或之前以平郵方式寄予應得人士(倘為聯名持有人,則寄予本公司股東名冊登記之排名首位持有人)之登記地址,郵誤風險概由收件人自行承擔。

閣下將會就有效申請及發行予閣下之全部繳足股款供股股份及/或額外供股股份(如有)獲發一張股票。

申請額外供股股份

閣下如欲申請認購閣下所獲暫定配發之供股股份以外之任何供股股份,須按照隨附之額外供股股份申請表格上印備之指示填妥及簽署該表格,連同為申請認購額外供股股份應繳之全部股款而獨立開出或發出之支票或銀行本票,不遲於二零一一年五月十三日(星期五)下午四時正送交本公司之香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。所有股款須以港元繳付,支票須由香港之持牌銀行賬戶開出,或銀行本票則須由香港之持牌銀行發出,並須註明抬頭人為「Pacific Plywood Holdings Limited — Excess Application Account」及必須以「只准入抬頭人賬戶」方式劃線開出。所有繳款將不獲發收據。

一般事項

送交本暫定配額通知書及(如適用者)已由獲發本暫定配額通知書之人士簽署之轉讓及提名表格後,即確實證明送交上述文件之人士有權處理本暫定配額通知書及收取分拆之暫定配額通知書及/或有關供股股份之股票。供股章程副本可向本公司之香港股份過戶登記分處香港中央證券登記有限公司索取,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

本暫定配額通知書及其中所載建議之所有接納事宜均須受香港法律管轄並按香港法律詮釋。

此致

列位合資格股東 台照

代表
太平洋實業控股有限公司*
執行董事及副主席
黃傳福
謹啟

二零一一年四月二十七日

* 僅供識別