



PACIFIC PLYWOOD HOLDINGS LIMITED

太平洋實業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 767)

Form of proxy for use at the special general meeting to be held at Unit 3301-03, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 4 October 2013 at 9:30 a.m..

I/We (Note 1) _____
of (Note 1) _____
being the registered holder(s) of (Note 2) _____
shares of HK\$0.001 each in the capital of the Pacific Plywood Holdings Limited (the "Company"), HEREBY APPOINT (Note 3) of _____

or failing him, the Chairman of the meeting, to act for me/us as my/our proxy at the special general meeting of the Company to be held at Unit 3301-03, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 4 October 2013 at 9:30 a.m. and to vote for me/us and on my/our behalf of such resolution as indicated below, and if no such indication is given, as my/our proxy thinks fit.

	FOR (Note 4)	AGAINST (Note 4)
ORDINARY RESOLUTION		
"THAT		
(a) subject to and conditional upon (i) fulfillment or waiver (as applicable) of the conditions of the Underwriting Agreement (as defined below); (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Rights Shares (as defined below) (in their nil-paid and fully-paid forms) and the Bonus Shares (as defined below); and (iii) the Underwriting Agreement not being terminated in accordance with its terms, the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved; For the purpose of this resolution, "Rights Issue" means the proposed issue by way of right of not less than 1,112,841,060 new Shares and not more than 1,119,309,218 new Shares (the "Rights Shares") at a subscription price of HK\$0.18 per Rights Share to the qualifying shareholders (the "Qualifying Shareholders") of the Company whose names appear on the register of members of the Company at the date by reference to which entitlement under the Rights Issue will be determined (other than those shareholders (the "Non-Qualifying Shareholders") with addresses on the register of members of the Company are outside Hong Kong whom the directors of the Company (the "Director(s)"), after making enquiries, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of two (2) Rights Shares for every one (1) Share held and otherwise pursuant to and subject to the fulfillment of the conditions set out in the underwriting agreement (the "Underwriting Agreement") (a copy of which has been produced to this meeting marked "A" and initiated by the chairman of this meeting for the purpose of identification) dated 19 August 2013 and entered into between the Company and Kingston Securities Limited ("Kingston");		
(b) any Director be and is hereby authorised to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue notwithstanding that (a) the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or Non-Qualifying Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the Bye-laws of the Company ("Bye-laws") or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and (b) Rights Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Non-Qualifying Shareholders (as the case may be) will be made available for subscription under forms of application for excess Rights Shares;		
(c) the entering into the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Rights Shares, if any, by Kingston) be and are hereby approved;		
(d) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder;		
(e) the issue (the "Bonus Issue") of new Shares (the "Bonus Shares"), credited as fully paid, to the first registered holder of the Right Share(s) on the basis of one (1) Bonus Share for every one (1) Rights Share taken up under the Rights Issue be and is hereby approved;		
(f) any Director be and is hereby authorised to allot and issue the Bonus Shares pursuant to or in connection with the Bonus Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the existing shareholders of the Company and, in particular, the Directors be and are hereby authorised to make such exclusion or other arrangements in relation to fractional entitlements or Non-Qualifying Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the Bye-laws or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and		
(g) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Bonus Issue (including the appropriation of such sum from the Company's reserve accounts or funds or credits of the profits and loss account in paying up in full the Bonus Shares) or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Bonus Issue and the transactions contemplated thereunder."		

Dated this _____ day of _____ 2013.

Signature (Note 5) _____

Notes:

- Full name(s) and address(es) shall be inserted in BLOCK CAPITALS.
- Please insert the number of share registered in your name(s), if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. If not completed, the Chairman of the meeting will act as your proxy.
- Please indicate with an "X" in the appropriate box beside the resolution how you wish the proxy to vote on your behalf.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other joint holder(s) of the shares. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the meeting.

* For identification purposes only