



# 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 Units 3301-03, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 18 December 2013 at 10:00 a.m.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.001 each in the  
capital of the above-named Company (the "Company") HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
of <sup>(Note 3)</sup> \_\_\_\_\_

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 Units 3301-03, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 18 December 2013 at 10:00 a.m. and to vote for me/us and on my/our behalf in respect of such resolution as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	<p><b>"THAT:</b></p> <p>(a) the general mandate granted to the directors of the Company ("Directors") to allot, issue and deal with the unissued shares of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 21 June 2013 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);</p> <p>(b) subject to paragraph (d) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with the unissued shares ("Shares") in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;</p> <p>(c) the approval in paragraph (b) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;</p> <p>(d) the aggregate nominal amount of share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (b) above, otherwise than pursuant to</p> <p>(i) a Rights Issue (as hereinafter defined in paragraph (e) below);</p> <p>(ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;</p> <p>(iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company and other relevant regulations in force from time to time; or</p> <p>(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;</p> <p>shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and</p> <p>(e) for the purposes of this resolution:</p> <p>"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or</p> <p>(iii) the date upon which the authority set out in this resolution revoked or varied by way of ordinary resolution of the Company in general meeting; and</p> <p>"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong)."</p>		
2.	<p><b>"THAT</b> subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of options which may be granted under the Company's share option scheme adopted by the Company on 12 June 2012 (the "Share Option Scheme"), the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the "Refreshed Limit") and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose."</p>		

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2013

Signature <sup>(Note 5)</sup> \_\_\_\_\_

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 purpose only