



# 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 Annual General Meeting to be held at Units 3301–3303, 33/F., West Tower Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Thursday, 4 June 2015 at 10:30 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 Pacific Plywood Holdings Limited (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 annual general meeting of the Company to be held at Units 3301–3303, 33/F., West Tower Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Thursday, 4 June 2015 at 10:30 a.m. (the “Annual General Meeting”) and to vote for me/us and on my/our behalf in respect of such resolutions as indicated below, and if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS |  | For <sup>(Note 4)</sup> | Against <sup>(Note 4)</sup> |
|----------------------|--|-------------------------|-----------------------------|
| 1.                   | To receive and adopt the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2014.  |                         |                             |
| 2.                   | (A) To re-elect Mr. Huang Chuan Fu as executive director.  |                         |                             |
|                      | (B) To re-elect Mr. Wong Chun Hung as independent non-executive director.  |                         |                             |
|                      | (C) To re-elect Mr. Zheng Zhen as independent non-executive director.  |                         |                             |
|                      | (D) To re-elect Mr. To Langa Samuelson as independent non-executive director.  |                         |                             |
|                      | (E) To authorise the board of directors of the Company (the “Board”) to fix directors’ remuneration.   |                         |                             |
| 3.                   | To re-appoint ZHONGLEI (HK) CPA Company Limited as the auditor of the Company until the conclusion of the next annual general meeting, and to authorise the Board to fix its remuneration.   |                         |                             |
| 4.                   | (A) Ordinary Resolution No. 4(A) of the notice of Annual General Meeting (to give a general mandate to the directors of the Company to issue additional shares of the Company).  |                         |                             |
|                      | (B) Ordinary Resolution No. 4(B) of the notice of Annual General Meeting (to give a general mandate to the directors of the Company to repurchase shares of the Company).  |                         |                             |
|                      | (C) Ordinary Resolution No. 4(C) of the notice of Annual General Meeting (to extend the general mandate granted to the directors of the Company pursuant to Ordinary Resolution No. 4(A) to issue additional shares of the Company not exceeding the number of shares repurchased by the Company under Ordinary Resolution No. 4(B). |                         |                             |

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2015 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/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 delivery of this form of proxy will not preclude you from attending and voting in person at the meeting and in such event, this form of proxy shall be deemed to be revoked.

\* For identification purposes only