



# 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 3301-3303, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central,  
Sheung Wan, Hong Kong on Friday, 16 October 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 special general meeting of the Company (the “SGM”) to be held at Units 3301-3303, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 16 October 2015 at 10:30 a.m. 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.	<p>(a) the conditional sale and purchase agreement dated 20 May 2015 (as supplemented by a supplemental agreement dated 10 July 2015) (the “Agreement”) (a copy of which is produced to the SGM marked “A” and initialed by the Chairman of the SGM for the purpose of identification) entered into between the Company as purchaser, Allied Summit Inc. as vendor (the “Vendor”) and Mr. Su Weibiao as guarantor in relation to the acquisition by the Company of 96% of the total issued shares of Katar Global Limited and all indebtedness, obligations and liabilities due, owing or incurred by Katar Global Limited and Century Fine Limited to the Vendor at a consideration of HK\$2,400 million (the “Acquisition”) upon the terms and subject to the conditions as set out in the Agreement and all the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;</p> <p>(b) the board of directors of the Company (the “Director(s)”) (the “Board”) be and is hereby authorised to issue the zero coupon rate convertible notes (the “Convertible Notes”) in the principal amount of HK\$2,400 million upon the terms and subject to the conditions as set out in the Agreement to the Vendor (or its nominee(s)) for the purpose of satisfying the consideration for the Acquisition;</p> <p>(c) the Board be and is hereby authorised to allot and issue new shares of the Company from time to time upon the exercise of the conversion rights attaching to the Convertible Notes (the “Conversion Shares”); and</p> <p>(d) any Director(s) be and is/are hereby authorised to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Agreement, the issue of the Convertible Notes and the issue and allotment of the Conversion Shares as he/they may consider necessary, desirable or expedient.</p>		

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