



# 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 Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen's Road Central, Hong Kong on Monday, 19 March 2012 at 9:00 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\$0.025 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 Joint Professional  
Centre, Unit 1, G/F., The Center, 99 Queen's Road Central, Hong Kong on Monday, 19 March 2012 at 9:00 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.

Special Resolution	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
<p><b>"THAT</b> subject to compliance with the requirements under section 46(2) of the Companies Act 1981 of Bermuda (as amended) and the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below), with effect from 9:00 a.m. on the business day following the day on which this resolution is passed by shareholders of the Company:</p> <p>(a) every ten (10) existing issued and unissued shares of HK\$0.025 each (the "Existing Share") in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.25 each (the "Consolidated Share") (the "Share Consolidation");</p> <p>(b) following the Share Consolidation, the issued share capital of the Company be reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.24 on each of the issued Consolidated Share in the share capital of the Company such that the nominal value of each issued Consolidated Share be reduced from HK\$0.25 to HK\$0.01 (the "New Share") and the nominal value of all Consolidated Shares in the authorized share capital of the Company be reduced from HK\$0.25 each to HK\$0.01 each resulting in the reduction of the authorized share capital of the Company from HK\$400,000,000 divided into 1,600,000,000 Consolidated Shares to HK\$16,000,000 divided into 1,600,000,000 shares of a nominal value of HK\$0.01 each (the "Authorized Capital Reduction");</p> <p>(c) subject to and forthwith upon the Capital Reduction becoming effective, the authorized share capital be increased from HK\$16,000,000 (divided into 1,600,000,000 shares of a nominal value of HK\$0.01 each (the "New Shares") to HK\$400,000,000 (divided into 40,000,000,000 New Shares) by the creation of 38,400,000,000 New Shares (the "Increase in Authorized Share Capital", together with the Share Consolidation, the Issued Capital Reduction and the Authorized Capital Reduction, the "Capital Reorganization");</p> <p>(d) the amount of credit arising from the Issued Capital Reduction be transferred to the contributed surplus account of the Company and the directors of the Company (the "Directors") be and are hereby authorized to apply amount standing to the credit of the contributed surplus account in such manner as they consider appropriate, including but not limited to setting off against the accumulated losses of the Company from time to time (the "Authorization"); and</p> <p>(e) any one or more of the Directors be and is/are hereby authorized for and on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things which he/they consider necessary, desirable or expedient for the implementation of, and giving effect to, the Capital Reorganization, the Authorization and the transaction(s) contemplated thereunder."</p>		

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

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

#### Notes:

- Full name(s) and address(es) shall be inserted in BLOCK CAPITAL.
- 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