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PACIFIC PLYWOOD HOLDINGS LIMITED

太平洋實業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 767)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Pacific Plywood Holdings Limited (the “**Company**”) will be held at Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong at 9:00 a.m. on Tuesday, 15 November 2011 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 13 October 2011 entered into among the Company, Best Harvest Asia Limited (the “**Vendor**”), a wholly-owned subsidiary of the Company, and Favor Way Investments Limited (the “**Purchaser**”) pursuant to which, *inter alia*, the Vendor agreed to dispose of and the Purchaser agreed to acquire the 510,000 shares of HK\$1.00 each in the issued share capital of Delta Wealth Finance Limited (“**Delta Wealth**”), representing 51% of the issued share capital of Delta Wealth and the shareholders’ loan of HK\$44,236,125 pursuant to a deed of assignment of loan (the “**Deed of Assignment of Loan**”) (a copy each of the Sale and Purchase Agreement and the Deed of Assignment of Loan having been produced to the SGM marked “A” and “B” respectively and initialled by the chairman of the SGM for identification purpose) and all transactions contemplated under the Sale and Purchase Agreement be and are hereby confirmed, approved and ratified; and
- (b) any director of the Company be and is hereby authorised to take such actions and execute such documents to effect the Sale and Purchase Agreement and the transactions contemplated under the Sale and Purchase Agreement and to sign or execute such other documents or agreements or deeds on behalf of the Company and to do such other

* *For identification purpose only*

things and to take all such actions as he/she may in his/her discretion consider necessary or desirable for the purposes of giving effect to the Sale and Purchase Agreement.”

By order of the Board
Pacific Plywood Holdings Limited
Huang Chuan Fu
Executive Director and Deputy Chairman

Hong Kong, 31 October 2011

Registered office:
Canon's Court
22 Victoria Street
Hamilton, HM12
Bermuda

Head office and principal place of business:
Unit 1903, 19/F.,
West Tower Shun Tak Centre
168–200 Connaught Road Central
Sheung Wan, Hong Kong

Notes:

1. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a Shareholder.
2. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint Shareholders any one of such joint Shareholder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Shareholders of the Company in respect of the joint holding.
5. The form of proxy and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered 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 the holding of the SGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.

As at the date of this announcement, the executive Directors are Mr. Liang Jian Hua (Chairman), Mr. Huang Chuan Fu (Deputy Chairman), Ms. Jia Hui and Mr. Jiang Yi Ren and the independent non-executive Directors are Mr. Chan Kin Sang, Mr. Cheng Po Yuen and Mr. Wong Chun Hung.