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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 THE 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 9:00 a.m. on Monday, 19 March 2012 at Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as a special resolution of the Company:

#### **SPECIAL RESOLUTION**

“**THAT** 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:

- (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**”);
- (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 Shares 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 “**Issued Capital Reduction**”) 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**”);

\* *For identification purpose only*

- (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**”);
- (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
- (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.”

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

Hong Kong, 23 February 2012

*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 Shareholders 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. Ng Kwok Fai (Chairman), Mr. Huang Chuan Fu (Deputy Chairman), Mr. Liang Jian Hua, Ms. Jia Hui, Mr. Jiang Yi Ren, the non-executive Director is Mr. Chan Kin Sang, and the independent non-executive Directors are Mr. Cheng Po Yuen, Mr. Wong Chun Hung and Mr. Li Sui Yang.*

*In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.*