



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 Unit 1903, 19/F, West Tower Shun Tak Centre, 168-200 Connaught Road Central,
Sheung Wan, Hong Kong on Friday, 6 May 2011 at 9 a.m.**

I/We ^(Note 1) _____
of ^(Note 1) _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.025 each in the capital of
the above-named company (the “**Company**”) HEREBY APPOINT ^(Note 3) _____
of ^(Note 3) _____

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 Unit 1903, 19/F, West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 6 May 2011 at 9 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.

Ordinary Resolution	For ^(Note 4)	Against ^(Note 4)
<p>THAT the conversion shares which may fall to be issued and allotted upon exercise of the conversion rights attached to the convertible redeemable bonds in the aggregate principal amount of HK\$48,000,000 due 2011 convertible into 12,000,000 new shares at the conversion price of HK\$4.00 per conversion share (the “Convertible Bonds”), being adjusted as a result of the rights issue on the basis of thirty (30) rights shares for every one (1) existing share in issue and held on the record date of 26 April 2011 at the subscription price of HK\$0.08 per rights share subject to the terms and conditions set out in the underwriting agreement dated 8 March 2011 to conversion price of HK\$0.274 per conversion share (the “Adjusted Conversion Price”) and the total number of the conversion shares which may fall to be issued and allotted upon exercise of the conversion rights attached to the Convertible Bonds based on the Adjusted Conversion Price be increased to 175,182,481 conversion shares be and are hereby approved</p>		

Dated _____ day of _____

Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) shall be inserted in BLOCK CAPITALS.
2. 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).
3. 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.
4. Please indicate with an “X” in the appropriate box beside the resolution how you wish the proxy to vote on your behalf.
5. This form of proxy must be signed by you and your attorney duly authorized in writing or, in case of a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorized.
6. 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.
7. 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 Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the meeting.

* For identification purpose only