



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 4202-03, 42nd Floor, The Center, 99 Queen's Road Central, Sheung Wan,
Hong Kong on Thursday, 27 July 2017 at 10:30 a.m.

I/We^(Note 1) _____
of ^(Note 1) _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.001 each in the capital of Pacific Plywood Holdings Limited
(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 (the "SGM") to be held at Units 4202-03, 42nd Floor, The Center, 99 Queen's Road Central, Hong Kong on Thursday, 27 July 2017 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 ^(Note 4)	Against ^(Note 4)
1.	<p>(a) subject to the fulfillment of the conditions therein, the modification deed dated 27 August 2016 (as amended and supplemented by a supplemental deed thereto dated 4 October 2016 and a second supplemental deed thereto dated 7 June 2017) entered into between the Company and Allied Summit Inc. (the "CN Modification Deed") in relation to the proposed amendment of certain terms and conditions of the convertible notes (the "Proposed CN Amendments") in an aggregate outstanding principal amount of HK\$2,182,400,000 due in 2020 issued by the Company on 20 October 2015 (the "Convertible Notes") (a copy of the CN Modification Deed has been produced to the SGM marked "A" and signed by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;</p> <p>(b) subject to The Stock Exchange of Hong Kong Limited (the "Stock Exchange") consenting to the Proposed CN Amendments and that the Stock Exchange granting approval for the listing of, and permission to deal in, the Conversion Shares (as defined below), the issue of the Conversion Shares (as defined below) to the CN Holder(s) (as defined in the circular of the Company dated 6 July 2017 (the "Circular")) upon the exercise of the conversion rights attached to the Convertible Notes be and are hereby approved and confirmed;</p> <p>(c) the directors of the Company (the "Directors") be and are hereby granted a specific mandate to allot and issue ordinary shares of HK\$0.001 each in the share capital of the Company (the "Conversion Shares") at the conversion price of HK\$0.2 per Conversion Share (subject to adjustments according to the terms of the Convertible Notes (as amended modified or supplemented from time to time (including the amendments pursuant to the Proposed CN Amendments) and any extension thereof)) upon exercise of the conversion rights attaching to the Convertible Notes; and</p> <p>(d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the CN Modification Deed and the transactions contemplated thereunder, as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.</p>		
2.	<p>(a) the first right granted by Allied Summit Inc. (the "CN Chargon") to Huarong Financial Services Asset Management L.P. (the "Offeror") that if the CN Chargon wishes to transfer or dispose of all or part of the Convertible Notes (as amended modified or supplemented from time to time (including the amendments pursuant to the Proposed CN Amendments) and any extension thereof) or any interests therein to any independent third party, the CN Chargon shall serve on the Offeror a notice in writing of its wish to do so and the Offeror may give notice in writing to the CN Chargon if it or its nominee intends to purchase the relevant Convertible Notes based on the same terms (the "Right of First Offer") be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Right of First Offer and the respective transactions contemplated thereunder, as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.</p>		
3.	<p>(a) the proposed adoption of the Revised Business Model (as defined in the Circular) by the Company in the operation of the P2P lending business and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Revised Business Model (as defined in the Circular) and the transactions contemplated thereunder, as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.</p>		
4.	<p>(a) subject to the passing of the resolution number (3) above and the Revised Business Model (as defined in the Circular) having become effective, the termination of Mr. Su's Undertaking (as defined in the Circular) be and is hereby approved, confirmed and ratified; and</p> <p>(b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the termination of Mr. Su's Undertaking (as defined in the Circular) and the transactions contemplated thereunder, as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.</p>		

Dated _____ day of _____ 2017

Signature ^(Note 5) _____

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/E, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than Tuesday, 25 July 2017 at 10:30 a.m. (Hong Kong Time).
- 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.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the SGM (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for the Purposes, and to such parties who are authorised by law to request the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, and any such request should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

By mail to: hkinfo@computershare.com.hk

This document is made in English and Chinese. In case of any inconsistency, the English version shall prevail.

* For identification purpose only