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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult an exchange participant or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Pacific Plywood Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**REFRESHMENT OF GENERAL MANDATE
AND
NOTICE OF SPECIAL GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**

 **BRIDGE PARTNERS**

BRIDGE PARTNERS CAPITAL LIMITED

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 4 to 11 of this circular. A letter from the Independent Board Committee is set out on page 12 of this circular. A letter from Bridge Partners containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 13 to 20 of this circular.

A notice convening the SGM to be held at Units 3301–3303, 33/F., West Tower Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 22 October 2012 at 10:00 a.m. or any adjournment thereof is set out on pages 21 to 23 of this circular. Whether or not you are able to attend the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the SGM or any adjournment thereof (as the case may be) should you so wish.

* *For identification purposes only*

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DEFINITIONS

In this circular, unless the context requires otherwise, capitalized terms shall have the following meanings:

“AGM”	the annual general meeting of the Company held on 12 June 2012
“Allied Summit”	Allied Summit Inc., a substantial Shareholder (as defined in the Listing Rules) of the Company
“associate”	shall have the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Bonus Issue”	the issue of the Bonus Shares on the basis of five (5) Bonus Shares for every one (1) Rights Share taken up under the Rights Issue
“Bonus Share(s)”	the bonus Share(s) to be allotted and issued pursuant to the Bonus Issue
“Company”	Pacific Plywood Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Existing General Mandate”	the general mandate duly approved and granted by the Shareholders at the AGM to the Directors to allot, issue and deal with a maximum of 34,241,263 new Shares (or 273,930,107 Old Shares prior to the Share Consolidation becoming effective on 10 September 2012), representing 20% of the issued share capital of the Company as at the date of the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Board, comprising all the independent non-executive Directors, namely Mr. Wong Chun Hung and Mr. Cheng Po Yuen, established to advise the Independent Shareholders in respect of the Refreshment of General Mandate

DEFINITIONS

“Independent Financial Adviser” or “Bridge Partners”	Bridge Partners Capital Limited, a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Refreshment of General Mandate
“Independent Shareholder(s)”	any Shareholder(s) other than the controlling Shareholders and their respective associates or, if there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates
“Independent Third Party(ies)”	third parties independent of and not connected with the Directors, chief executive and substantial Shareholders of the Company or any of its subsidiaries, or any of their respective associates
“Issue Mandate”	the new mandate proposed to be sought at the SGM to authorize the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the SGM
“Kingston Securities”	Kingston Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities) regulated activity under the SFO
“Latest Practicable Date”	27 September 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Old Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective on 10 September 2012
“PRC”	the People’s Republic of China
“Record Date”	Wednesday, 19 September 2012, as the date by reference to which entitlements to the Rights Issue (with the Bonus Issue) are determined
“Refreshment of General Mandate”	the proposed refreshment of the Existing General Mandate to the grant of the Issue Mandate

DEFINITIONS

“Rights Issue”	the rights issue on the basis of two Rights Shares for every one Share held on the Record Date at HK\$0.56 per Rights Share as disclosed in the Rights Issue Prospectus
“Rights Issue Prospectus”	the prospectus of the Company dated 20 September 2012 in relation to the Rights Issue (with the Bonus Issue)
“Rights Share(s)”	Share(s) to be issued and allotted under the Rights Issue, being 342,412,634 new Shares
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“SGM”	the special general meeting of the Company to be held on Monday, 22 October 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the Refreshment of General Mandate
“Share(s)”	ordinary share(s) of HK\$0.08 each in the share capital of the Company
“Share Consolidation”	the consolidation of every eight (8) Old Shares into one (1) Share, which was approved by the Shareholders at a special general meeting of the Company and became effective on 10 September 2012
“Shareholder(s)”	holder(s) of the Shares or the Old Shares (where applicable)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Underwriters”	Allied Summit and Kingston Securities, being the underwriters to the Rights Issue (with the Bonus Issue)
“Whitewash Waiver”	a waiver by the SFC to Allied Summit pursuant to Note 1 to the Notes on dispensations from Rule 26 of the Code on Takeovers and Mergers of the SFC to waive the obligation of Allied Summit to make a mandatory general offer for all the securities of the Company not already owned and/or agreed to be acquired by it and parties acting in concert with it which may otherwise arise as a result of the subscription and underwriting of the Rights Shares (with the Bonus Shares) by Allied Summit
“%”	per cent.

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

LETTER FROM THE BOARD



PACIFIC PLYWOOD HOLDINGS LIMITED

太平洋實業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 767)

Executive Directors:

Mr. Ng Kwok Fai (*Chairman*)
Mr. Huang Chuan Fu (*Deputy Chairman*)
Mr. Liang Jian Hua
Ms. Jia Hui
Mr. Jiang Yi Ren

Non-executive Director:

Mr. Chan Kin Sang

Independent Non-executive Directors:

Mr. Wong Chun Hung
Mr. Cheng Po Yuen

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head office and principal place
of business:*

Units 3301–3303, 33/F.,
West Tower Shun Tak Centre
168–200 Connaught Road Central
Sheung Wan
Hong Kong

4 October 2012

To the Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE

INTRODUCTION

The purpose of this circular is to provide you with (i) further information relating to the Refreshment of General Mandate; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser setting out, among other things, its recommendation to the Independent Board Committee and the Independent Shareholders in relation to the Refreshment of General Mandate; and (iv) the notice of SGM to be convened and held for the purpose of considering and, if thought fit, approving the Refreshment of General Mandate.

* *For identification purposes only*

LETTER FROM THE BOARD

REFRESHMENT OF GENERAL MANDATE

Background of and reasons for the Refreshment of General Mandate

The Group is principally engaged in money lending and provision of credits business, securities investments, provision of corporate secretarial and consultancy services and forestry business.

At the AGM, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Existing General Mandate to allot, issue and deal with up to 34,241,263 new Shares (or 273,930,107 Old Shares prior to the Share Consolidation becoming effective on 10 September 2012), representing 20% of the issued share capital of the Company as at the date of the AGM.

As set out in details in the Rights Issue Prospectus, the Company proposed to raise approximately HK\$191.75 million, before expenses, by issuing 342,412,634 Rights Shares to the Qualifying Shareholders (as defined in the Rights Issue Prospectus) by way of the Rights Issue at the subscription price of HK\$0.56 per Rights Share on the basis of two (2) Rights Shares for every one (1) Share held on the Record Date. Subject to the satisfaction or waiver (as the case maybe) of the conditions of the Rights Issue, the Bonus Shares will be issued to the first registered holders of the Rights Shares on the basis of five (5) Bonus Shares for every one (1) Rights Share taken up under the Rights Issue. The Rights Issue (with the Bonus Issue), the Whitewash Waiver and the transactions contemplated thereunder, were approved by the independent Shareholders at the special general meeting of the Company on 7 September 2012. As 171,206,317 Shares were in issue on the Record Date, 342,412,634 Rights Shares and 1,712,063,170 Bonus Shares will be issued under the Rights Issue (with the Bonus Issue) after the Rights Issue becomes unconditional.

As elaborated in the Rights Issue Prospectus, the Group will have sufficient working capital for its present requirements for the next twelve months and can fulfill all its financing needs as set forth in the next paragraph. Save for the Rights Issue (with the Bonus Issue) and the Company being approached by financial institutions for the utilization of Issue Mandate, the Company had not identified any concrete fund raising plan with any financial institutions. However, the Board does not rule out the possibility that on the top of the Rights Issue (with the Bonus Issue), the Company will conduct further debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support and/or speed up the future developments of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

As set out in the Rights Issue Prospectus, the net proceeds from the Rights Issue (with the Bonus Issue) of approximately HK\$184.69 million will be used as to HK\$95 million on the securities investments business; around HK\$20 million on the development and provision of corporate secretarial and consultancy services business in the PRC; and remaining approximately HK\$69.69 million on the development of the money lending and provision of credits business. Subject to the obtaining of necessary permits and licenses for the forestry business in the Independent State of Papua New Guinea (“PNG”), the Company intends to reallocate the net proceeds from the Rights Issue (with the Bonus Issue) apportioned to the

LETTER FROM THE BOARD

money lending and provision of credits business to pay up the cash portion (which will be about HK\$140 million) of the consideration for acquiring the remaining 70% equity interest of the relevant target company holding the forestry business.

As at the Latest Practicable Date, the environmental impact statement is being reviewed by the respective officials of PNG and the environmental permit is anticipated to be granted at or before the end of 2012 and it is expected that the forest clearance authority to be granted by the Forest Authority of PNG regarding lawful permission to clear forest areas and harvest merchantable logs can be obtained in early 2013. In the event that the said forest clearance authority is obtained, the Company may, after reviewing the then cash position of the Group, exercise the option to further acquire the remaining 70% of the equity interest in Profit Grand Enterprises Limited (“**Profit Grand**”) (the “**Option**”) under the option price of HK\$700 million or 70% of the second valuation on the value of Profit Grand and its subsidiary, and the Board expects to satisfy it as to not more than 20% in cash (which will be about HK\$140 million) and not less than 80% by procuring the Company to issue a promissory note, subject to further negotiations between the Company and the vendors. After the Issue Mandate is granted, the Board may utilize the Issue Mandate to issue new Shares to raise additional funds to satisfy the cash portion of the said consideration, subject to, among other things, the availability of placing agent(s). In the event that the Company does not have sufficient cash to satisfy the cash portion of the said consideration when the Option is exercised, the Company will re-negotiate with the vendors on the payment method of the consideration.

The Directors consider that (i) the Refreshment of the General Mandate will provide the Group additional options and flexibility when considering future fund raising activities; (ii) it is necessary to refresh the Existing General Mandate to reflect the actual number of Shares to be allotted subsequent to and as a result of the Rights Issue (with the Bonus Issue); and (iii) any granting of specific mandate is subject to the approval of the then Independent Shareholders which may cause undue delay if the Group wishes to carry out timely investment. As at the Latest Practicable Date, the Existing General Mandate has not been utilized and has to be refreshed to reflect the actual number of Shares after the completion of the Rights Issue (with the Bonus Issue) to allow the Company to conduct future fund raising activities in the event that the Company is able to identify suitable opportunities, including placing agent(s) or suitable subscriber(s).

Given that equity financing under general mandates (i) does not incur interest obligations on the Group as compared with bank financing; (ii) is less costly and time-consuming than raising funds by way of rights issue or open offer; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunities in a timely manner, the Board proposes to refresh the Existing General Mandate for the Directors to allot, issue and deal with Shares with an aggregate nominal amount of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the SGM and considers the Refreshment of General Mandate in the best interests of the Company and the Shareholders as a whole. As at the Latest Practicable Date, the Company has not yet identified and/or concluded any terms for any suitable fund raising opportunities with any financial institution(s). Subject to the passing of the proposed resolution for the Refreshment of General Mandate by the Independent Shareholders at the SGM by way of poll and on the basis that no Share(s) will be issued or repurchased by the Company prior to the SGM (save as and

LETTER FROM THE BOARD

except for the Rights Shares (with the Bonus Shares)), the Company will be allowed under the Issue Mandate to issue a 445,136,424 Shares. The Company would exercise due and careful consideration when choosing the best financing method available to the Group and taking into account the then Company's estimated working capital requirement and cash balance.

Fund raising activities in the past twelve months

Set out below is the fund raising activity during the past twelve months prior to the Latest Practicable Date:

Date of announcement	Fund raising activity	Net proceeds raised (approximately)	Proposed use of proceeds	Actual use of proceeds
19 October 2011	(i) placing of new shares under a general mandate; (ii) subscription of new shares under a specific mandate; and (iii) placing of convertible notes under a specific mandate	HK\$157.1 million	As to (i) not less than 60% of the proceeds for the development of the Group's finance businesses and securities investments; and (ii) not more than 40% of the proceeds for financing the acquisition of a forest project and/or financing any other acquisition opportunities identified/to be identified by the Company, including but not limited to the other forestry businesses	Approximately HK\$95 million has been utilized for the development of the Group's finance business and the remaining balance of approximately HK\$62.1 million for financing the acquisition of Profit Grand Enterprises Limited and its subsidiary
10 July 2012	Rights Issue (with the Bonus Issue)	HK\$184.69 million	As to (i) HK\$95 million on the securities investments business; (ii) around HK\$20 million on the development and provision of corporate secretarial and consultancy services business in the PRC and (iii) the remaining HK\$69.69 million on the development of the money lending and provision of credits business	Not yet utilized and expected to be utilized as intended

Save as and except for the above, the Company had not conducted any other fund raising activity in the past twelve months immediately prior to the Latest Practicable Date.

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Potential dilution to shareholding of the public Shareholders

For illustrative purposes only, the table below sets out the shareholding structure of the Company on the assumption that the Rights Issue (with the Bonus Issue) is completed.

	As at the Latest Practicable Date		All Qualifying Shareholders (as defined in the Rights Issue Prospectus) take up all the Rights Shares		Underwriters are called upon to subscribe in full their respective portions of the Rights Shares pursuant to their underwriting obligations (Notes 1 & 2)		Upon full utilization of the Issue Mandate and all Qualifying Shareholders (as defined in the Rights Issue Prospectus) take up all the Rights Shares		Upon full utilization of the Issue Mandate and the Underwriters are called upon to subscribe in full their respective portions of the Rights Shares pursuant to their underwriting obligations (Notes 1 & 2)	
									Number of	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Substantial Shareholders:										
Allied Summit (Note 3)	22,500,000	13.14	292,500,000	13.14	292,500,000	13.14	292,500,000	10.95	292,500,000	10.95
Underwriting portion by Allied Summit	—	—	—	—	1,214,475,804	54.57	—	—	1,214,475,804	45.47
<i>Sub-total by Allied Summit</i>	<i>22,500,000</i>	<i>13.14</i>	<i>292,500,000</i>	<i>13.14</i>	<i>1,506,975,804</i>	<i>67.71</i>	<i>292,500,000</i>	<i>10.95</i>	<i>1,506,975,804</i>	<i>56.42</i>
Public:										
Kingston Securities (Notes 4 & 5)	72,720	0.04	945,360	0.04	217,572,720	9.77	945,360	0.04	217,572,720	8.15
Sub-underwriters (Note 4)	—	—	—	—	352,500,000	15.84	—	—	352,500,000	13.20
Other public Shareholders	148,633,597	86.82	1,932,236,761	86.82	148,633,597	6.68	1,932,236,761	72.34	148,633,597	5.56
Shares available to be issued under the Issue Mandate	—	—	—	—	—	—	445,136,424	16.67	445,136,424	16.67
Total	171,206,317	100.00	2,225,682,121	100.00	2,225,682,121	100.00	2,670,818,545	100.00	2,670,818,545	100.00

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Notes:

1. The above scenario is for illustrative purposes only and will unlikely occur.
2. The Company will ensure the compliance with the public float requirements under Rule 8.08 of the Listing Rules upon completion of the Rights Issue (with the Bonus Issue).
3. Allied Summit is beneficially owned as to 80% by Mr. Su Weibiao and 20% by Mr. Ng Kwok Fai (“**Mr. Ng**”), who is the Chairman of the Company and an executive Director.
4. Kingston Securities has confirmed with the Company that it has sub-underwritten 58,750,000 Rights Shares to sub-underwriter(s), who are Independent Third Parties. Kingston Securities has agreed to use its best endeavours to ensure that each of the subscribers: (i) shall be an Independent Third Party, and not acting in concert with and not connected with the Directors or chief executive of the Company or substantial Shareholders or their respective associates; and (ii) none of such subscribers (together with their respective parties acting in concert) will hold 10.0% or more of the voting rights of the Company upon completion of the Rights Issue (with the Bonus Issue, such that the Company will be able to comply with the minimum public float requirement sets out under Rule 8.08(1) of the Listing Rules).
5. Notwithstanding that Kingston Securities is being deemed as a party acting in concert with Allied Summit, Kingston Securities will be regarded as a public Shareholder as its shareholding in the Company is and will continue to be less than 10%.

The scenario above illustrates that (i) the shareholding of the existing public Shareholders would be decreased from approximately 86.82% based on the assumption that all the Qualifying Shareholders (as defined in the Rights Issue Prospectus) take up their assured entitlements of Rights Shares to approximately 72.34% upon full utilization of the Issue Mandate (subject to the passing of the proposed resolution for the Refreshment of General Mandate by the Independent Shareholders at the SGM by way of poll and assuming that, other than the Rights Shares and the Bonus Shares, no Shares are issued or repurchased by the Company prior to the date of the SGM), which represents a dilution of approximately 14.48 percent points; and (ii) the shareholding of the existing public Shareholders would be decreased from approximately 6.68% based on the assumption that all the Qualifying Shareholders (as defined in the Rights Issue Prospectus) do not take up their assured entitlements of Rights Shares to approximately 5.56% upon full utilization of the Issue Mandate (subject to the passing of the proposed resolution for the Refreshment of General Mandate by the Independent Shareholders at the SGM by way of poll and assuming that, other than the Rights Shares and the Bonus Shares, no Shares are issued or repurchased by the Company prior to the date of the SGM), which represents a dilution of approximately 1.12 percent point.

General

As at the Latest Practicable Date, a total of 171,206,317 Shares were in issue and the total number of Shares in issue will be increased to 2,225,682,121 after the completion of the Rights Issue (with the Bonus Issue). An ordinary resolution will be proposed for the Independent Shareholders to approve the Refreshment of General Mandate to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of the SGM by way of poll at the SGM.

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The Independent Board Committee, comprising Mr. Cheng Po Yuen and Mr. Wong Chun Hung, both being the independent non-executive Directors, has been formed to consider the Refreshment of General Mandate. Bridge Partners has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

Pursuant to Rule 13.36(4)(a) of the Listing Rules, any controlling Shareholders and their associates, or where there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution regarding the Refreshment of General Mandate to be proposed at the SGM. As at the Latest Practicable Date, Mr. Ng, being the Chairman of the Company and an executive Director, and Allied Summit, being an associate of Mr. Ng, shall abstain from voting in favour of the relevant resolution regarding the Refreshment of General Mandate. Pursuant to Rule 13.39(4) of the Listing Rules, the vote of the Independent Shareholders in respect of the Refreshment of General Mandate at the SGM will be taken by way of poll.

As at the Latest Practicable Date, Allied Summit is interested in 22,500,000 Shares and in the event that the Rights Issue (with the Bonus Issue) is completed, the total number of Shares held by Allied Summit will be increased to 292,500,000 Shares (in case all Qualifying Shareholders (as defined in the Rights Issue Prospectus) take up all the Rights Shares) or 1,506,975,804 Shares (in case the Underwriters are called upon to subscribe in full their respective portion of the Rights Shares pursuant to their underwriting obligations).

Recommendation

Having considered the reasons as set out herein, the Board hereby recommends the Independent Shareholders to vote in favour of the relevant resolution to be proposed at the SGM to approve the Refreshment of General Mandate.

Your attention is drawn to the letter from Bridge Partners, which contains its advice to the Independent Board Committee and the Independent Shareholders as regards to the Refreshment of General Mandate. The text of the letter from Bridge Partners is set out on pages 13 to 20 of this circular.

SGM

A notice convening the SGM to be held at Units 3301–3303, 33/F., West Tower Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 22 October 2012 at 10:00 a.m. is set out on pages 21 to 23 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy 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, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special

LETTER FROM THE BOARD

general meeting of the Company. Completion and return of the form of proxy shall not preclude you from attending and voting at the SGM or any adjournment thereof (as the case may be) should you so wish.

Period during which the Issue Mandate will remain effective

The Issue Mandate will, if granted, remain effective until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting is required to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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



PACIFIC PLYWOOD HOLDINGS LIMITED

太平洋實業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 767)

4 October 2012

To the Independent Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE

We refer to the circular of the Company dated 4 October 2012 (the “**Circular**”), of which this letter forms part. Terms as defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

We have been appointed to advise the Independent Shareholders in connection with the Refreshment of General Mandate. Bridge Partners has been appointed to advise the Independent Board Committee and the Independent Shareholders in this respect.

We are of the view that the Refreshment of General Mandate, after taking into account the advice of Bridge Partners as set out on pages 13 to 20 of the Circular, is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to approve the Refreshment of General Mandate.

Yours faithfully,

Independent Board Committee

Mr. Cheng Po Yuen

Mr. Wong Chun Hung

Independent Non-Executive Directors

* *For identification purposes only*

LETTER FROM BRIDGE PARTNERS

The following is the text of a letter of advice to the Independent Board Committee and the Independent Shareholders from Bridge Partners relating to the Refreshment of General Mandate dated 4 October 2012 prepared for the purpose of incorporation in this circular:



BRIDGE PARTNERS CAPITAL LIMITED

Unit 605, 6/F, Grand Millennium Plaza
181 Queen's Road Central
Central, Hong Kong

4 October 2012

*To the independent board committee
and the independent shareholders of Pacific Plywood Holdings Limited*

Dear Sirs,

REFRESHMENT OF GENERAL MANDATE

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Existing General Mandate granted by the shareholders of the Company at the annual general meeting of the Company held on 12 June 2012, details of which are set out in the "Letter from the Board" contained in the circular of the Company dated 4 October 2012 (the "**Circular**"), of which this letter forms part. Terms defined in the Circular shall have the same meanings in this letter unless the context otherwise requires.

Pursuant to Rule 13.36(4) of the Listing Rules, the granting of the Issue Mandate requires the approval of the Independent Shareholders at the SGM at which any of the controlling Shareholders (as defined in the Listing Rules) of the Company and their associates or, where there is no controlling Shareholder, the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates are required to abstain from voting in favour of the resolution(s) proposed for approving the grant of the Issue Mandate, and under Rule 13.39 of the Listing Rules, any vote of the shareholders at a general meeting must be taken by way of poll.

As at the Latest Practicable Date, Allied Summit is interested in 22,500,000 Shares and in the event that the Rights Issue (with the Bonus Issue) is completed, the total number of Shares held by Allied Summit will be increased to 292,500,000 Shares (in case all Qualifying Shareholders (as defined in the Rights Issue Prospectus) taken up all the Rights Shares) or 1,506,975,804 Shares (in case the Underwriters are called upon to subscribe in full their respective portion of the Rights Shares pursuant to their underwriting obligations). Mr. Ng Kwok Fai, being the chairman of the Company and the executive Director, holds 20% of the

LETTER FROM BRIDGE PARTNERS

equity interest of Allied Summit and is indirectly interested in 22,500,000 Shares, representing approximately 13.14% of the issued share capital of the Company. Accordingly, Mr. Ng Kwok Fai and his associates (including Allied Summit) shall abstain from voting in favour of the relevant resolution regarding the Refreshment of General Mandate. Save as disclosed herein, the Company had no controlling Shareholders and none of the Directors (excluding the independent non-executive Directors), the chief executive of the Company nor their respective associates owned any Shares as at the Latest Practicable Date.

An Independent Board Committee comprising Mr. Wong Chun Hung and Mr. Cheng Po Yuen (all being independent non-executive Directors) has been established to advise the Independent Shareholders as to whether the Refreshment of General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Independent Shareholders as a whole.

BASIS OF OUR OPINION

In formulating our advice and recommendation to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors and the management of the Company. We have assumed that all information and representations that have been provided by the Directors and the management of the Company, for which they are solely and wholly responsible, are true, accurate and complete in all material respects and not misleading or deceptive at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiries and careful considerations. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. We consider that we have received sufficient information to enable us to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular to provide a reasonable basis for our opinions and recommendations. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, or their respective subsidiaries or associates.

The Directors have collectively and individually accepted full responsibility, includes particulars given in compliance with the Listing Rules, for the purpose of giving information with regard to the Company. The Directors have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or the Circular misleading.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Refreshment of General Mandate, and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent.

LETTER FROM BRIDGE PARTNERS

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in respect of the Refreshment of General Mandate, we have taken the following principal factors and reasons into consideration:

Background of the Refreshment of General Mandate

The Group is principally engaged in money lending and provision of credits business, securities investments, provision of corporate secretarial and consultancy services and forestry business.

At the annual general meeting of the Company held on 12 June 2012 (the “AGM”), the shareholders of the Company approved, among other things, an ordinary resolution to grant to the Directors the Existing General Mandate to issue, allot and deal with up to 34,241,263 new shares of the Company (or 273,930,107 shares of the Company prior to the Share Consolidation becoming effective on 10 September 2012), representing approximately 20% of the entire issued share capital as at the date of the AGM. Since the AGM held on 12 June 2012, the Existing General Mandate has not been utilized. However, the Existing General Mandate has to be refreshed to reflect the actual number of Shares after the completion of the Rights Issue (with the Bonus Issue) that can be issued for the Company to conduct future fund raising activities, if and when opportunity arises.

Reasons for the Refreshment of General Mandate

According to the “Letter from the Board”, the Directors consider that (i) the Refreshment of the General Mandate will provide the Group additional options and flexibility when considering future fund raising activities; (ii) it is necessary to refresh the Existing General Mandate to reflect the actual number of Shares to be allotted subsequent to and as a result of the Rights Issue (with the Bonus Issue); and (iii) any granting of specific mandate is subject to the approval of the then Independent Shareholders which may cause undue delay if the Group wishes to carry out timely investments. According to the Rights Issue Prospectus, the net proceeds of the Rights Issue (with the Bonus Issue) is expected to be approximately HK\$184.69 million. However, the Board does not rule out the possibility that on top of the Rights Issue (with the Bonus Issue), the Company will conduct further debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support and/or speed up the future developments of the Group.

As at the Latest Practicable Date, the Company had 171,206,317 new shares. After the Rights Issue, the Company is expected to have 2,225,682,121 Shares in issue. On the assumption that no new Share(s) would be issued and/or repurchased by the Company from the Latest Practicable Date up to the date of the SGM, the Refreshment of General Mandate would allow the Directors to issue, allot and deal with up to 445,136,424 new shares of the Company (assuming that the Rights Issue (with the Bonus Issue) have been completed), representing 20% of the existing issued share capital of the Company at that time.

LETTER FROM BRIDGE PARTNERS

Flexibility in financing

As disclosed in the Rights Issue Prospectus, the Company intends to reallocate the net proceeds from the Rights Issue (with the Bonus Issue) apportioned to the money lending and provision of credits business to pay up the cash portion (which will be approximately HK\$140 million) of the consideration for exercising the option (the “**Option**”) to acquire the remaining 70% equity interest in Profit Grand Enterprises Limited (“**Profit Grand**”) under the option price of HK\$700 million or 70% of the second valuation on the value of Profit Grand and its subsidiary (the “**Acquisition**”). The Board expected that the Acquisition will be satisfied as to not more than 20% in cash (which will be about HK\$140 million) and not less than 80% by procuring the Company to issue a promissory note, subject to negotiations between the Company and the vendors of the Acquisition in the future. The Company also intends to make early stage capital expenditure in the sum of approximately US\$7 million (equivalent to approximately HK\$54.32 million then) on plant and machinery which is necessary for commencement of logging as soon as possible after exercising the Option, in order to shorten the payback period of the investment and to generate income for the Group. According to the Letter from the Board, in the event that the forest clearance authority is obtained, the Company may exercise the Option after reviewing the then cash position of the Group. After the Issue Mandate is granted, the Board may utilize the Issue Mandate to issue new Shares to raise additional funds to satisfy the cash portion of the said portion of the said consideration, subject to, among other things, the availability of placing agent(s). In the event that the Company does not have sufficient cash to satisfy the cash portion of the said consideration when the Option is exercised, the Company will re-negotiate with the vendors on the payment method of the consideration.

As at 30 June 2012, the Group had about HK\$12 million of cash and bank deposits. Upon completion of the Rights Issue, the estimated net proceeds that can be raised will be approximate to HK\$184.69 million but no more than HK\$236.91 million. Given the fact that the Company may further acquire the remaining 70% equity interest in Profit Grand and early stage capital expenditure in the sum of approximately US\$7 million (equivalent to approximately HK\$54.32 million then) on plant and machinery will be incurred after exercising the Option, we consider that the Group may not have sufficient cash to finance the Acquisition and the upcoming financing needs.

Given the foregoing, we are of the opinion that the Refreshment of General Mandate would provide the Company with the necessary flexibility to fulfill any possible funding needs for future business development and/or investment decisions and concur with the Directors’ view that the Refreshment of the General Mandate will provide the Group additional options when considering future fund raising activities. We consider that the abovementioned benefits could outweigh the potential dilution effect on the shareholding held by the public Shareholders (as explained in the section headed “Potential dilution to shareholdings of the existing public Shareholders” below) in the Company and the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM BRIDGE PARTNERS

Equity fund raising activities in the past twelve months

Set out below is the equity fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

Date of announcement	Event	Net proceeds raised (approximately)	Proposed use of proceeds	Actual use of proceeds
19 October 2011	(i) placing of new shares under a general mandate; (ii) subscription of new shares under a specific mandate; and (iii) placing of convertible notes under a specific mandate	HK\$157.1 million	As to (i) not less than 60% of the proceeds for the development of the Group's finance businesses and securities investments; and (ii) not more than 40% of the proceeds for financing the acquisition of a forest project and/or financing any other acquisition opportunities identified/to be identified by the Company, including but not limited to the other forestry businesses	Approximately HK\$95 million has been utilized for the development of the Group's finance business and the remaining balance of approximately HK\$62.1 million for financing the acquisition of Profit Grand and its subsidiary
10 July 2012	Rights Issue (with the Bonus Issue)	HK\$184.69 million	As to (i) HK\$95 million on the securities investments business; (ii) around HK\$20 million on the development and provision of corporate secretarial and consultancy services business in the PRC and (iii) the remaining HK\$69.69 million on the development of the money lending and provision of credits business (<i>Note</i>)	Not yet utilized and expected to be utilized as intended

Note: As disclosed in the Rights Issue Prospectus, the Company intends to reallocate the net proceeds from the Rights Issue (with the Bonus Issue) apportioned to the money lending and provision of credits business to pay up the cash portion (which will be approximately HK\$140 million) of the consideration for exercising the Option to acquire the remaining 70% equity interest in Profit Grand.

LETTER FROM BRIDGE PARTNERS

Save as and except for the above, the Company had not conducted any other equity fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

As confirmed by the Directors, the Company intends to reallocate the net proceeds from the Rights Issue (with the Bonus Issue) (i.e. approximately HK\$69.69 million) apportioned to the money lending and provision of credits business to pay up the cash portion of the Acquisition. However, the apportionment from the money lending and provision of credits business to pay up the cash portion of the Acquisition is insufficient to satisfy the consideration of the Acquisition and the future needs of the Group. In view of the foregoing, we consider that it is reasonable for the Directors to propose the Refreshment of General Mandate in order to give the Company greater flexibility in the issuance of new Shares and/or convertible securities in the future as and when the Company considers desirable for the benefit of the development of the Company.

Other financing alternatives

As disclosed in the “Letter from the Board”, the Directors consider that the equity financing under general mandate (i) does not incur interest obligations on the Group as compared with bank financing; (ii) is less costly and time-consuming than raising funds by way of rights issue or open offer; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunities in a timely manner as and when it arises.

In view of the financing needs for the Group’s future business development, the Board has from time to time considered and discussed with financial institutions regarding various fund raising methods available to the Group. As advised by the management of the Company, the Company would not proceed with the debt financing at this stage given that the Company is not willing to compromise with the higher interest rate on the borrowings offered by the previous finance facilities provider. Moreover, given that (i) the Group was loss-making in the last financial year; (ii) the forestry business of the Group has not yet commenced production; (iii) additional borrowings would only narrow the profit margin of the Group, the Company considered it is unlikely to obtain further borrowings from banks.

The Directors confirmed to us that they will, in any event exercise due and careful consideration, choose the best financing method available for the Group. As confirmed by the Directors, save for the Rights Issue (with the Bonus Issue) and the Company being approached by financial institutions for the utilization of Issue Mandate, the Company had not identified any concrete fund raising plan with any financial institutions. The Refreshment of General Mandate would provide the Group with higher degree of flexibility as allowed under the Listing Rules to issue new Shares and/or convertible instruments to raise capital and strengthen the capital base of the Company. In view of the above, we consider that it is reasonable for the Directors to propose the Refreshment of General Mandate at the SGM and the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM BRIDGE PARTNERS

Potential dilution to shareholdings of the existing public Shareholders

The table below sets out the shareholding structure of the Company of the Company on the assumption that the Rights Issue (with the Bonus Issue) is completed:

	As at the Latest Practicable Date		All Qualifying Shareholders (as defined in the Rights Issue Prospectus) take up all the Rights Shares		Underwriters are called upon to subscribe in full their respective portions of the Rights Shares pursuant to their underwriting obligations (Notes 1 & 2)		Upon full utilization of the Issue Mandate and all Qualifying Shareholders (as defined in the Rights Issue Prospectus) take up all the Rights Shares		Upon full utilization of the Issue Mandate and the Underwriters are called upon to subscribe in full their respective portions of the Rights Shares pursuant to their underwriting obligations (Notes 1 & 2)	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Substantial Shareholders:										
Allied Summit (Note 3)	22,500,000	13.14	292,500,000	13.14	292,500,000	13.14	292,500,000	10.95	292,500,000	10.95
Underwriting portion by Allied Summit	—	—	—	—	1,214,475,804	54.57	—	—	1,214,475,804	45.47
<i>Sub-total by Allied Summit</i>	<i>22,500,000</i>	<i>13.14</i>	<i>292,500,000</i>	<i>13.14</i>	<i>1,506,975,804</i>	<i>67.71</i>	<i>292,500,000</i>	<i>10.95</i>	<i>1,506,975,804</i>	<i>56.42</i>
Public:										
Kingston Securities (Notes 4 & 5)	72,720	0.04	945,360	0.04	217,572,720	9.77	945,360	0.04	217,572,720	8.15
Sub-underwriters (Note 4)	—	—	—	—	352,500,000	15.84	—	—	352,500,000	13.20
Other public Shareholders	148,633,597	86.82	1,932,236,761	86.82	148,633,597	6.68	1,932,236,761	72.34	148,633,597	5.56
Shares available to be issued under the Issue Mandate	—	—	—	—	—	—	445,136,424	16.67	445,136,424	16.67
Total	171,206,317	100.00	2,225,682,121	100.00	2,225,682,121	100.00	2,670,818,545	100.00	2,670,818,545	100.00

Notes:

- The above scenario is for illustrative purposes only and will unlikely occur.
- The Company will ensure the compliance with the public float requirements under Rule 8.08 of the Listing Rules upon completion of the Rights Issue (with the Bonus Issue).
- Allied Summit is beneficially owned as to 80% by Mr. Su Weibiao and 20% by Mr. Ng Kwok Fai (“**Mr. Ng**”), who is the Chairman of the Company and an executive Director.
- Kingston Securities has confirmed with the Company that it has sub-underwritten 58,750,000 Rights Shares to sub-underwriter(s), who are Independent Third Parties. Kingston Securities has agreed to use its best endeavours to ensure that each of the subscribers: (i) shall be an Independent Third Party, and

LETTER FROM BRIDGE PARTNERS

not acting in concert with and not connected with the Directors or chief executive of the Company or substantial Shareholders or their respective associates; and (ii) none of such subscribers (together with their respective parties acting in concert) will hold 10.0% or more of the voting rights of the Company upon completion of the Rights Issue (with the Bonus Issue, such that the Company will be able to comply with the minimum public float requirement sets out under Rule 8.08(1) of the Listing Rules).

5. Notwithstanding that Kingston Securities is being deemed as a party acting in concert with Allied Summit, Kingston Securities will be regarded as a public Shareholder as its shareholding in the Company is and will continue to be less than 10%.

The table above illustrates that the shareholdings of the existing public Shareholders (include Kingston Securities and sub-underwriters) would decrease from approximately 86.86% as at the Latest Practicable Date to approximately 72.38% upon full utilization of the Issue Mandate (assuming that no other Shares are issued and/or repurchased by the Company prior to the SGM) and if all Qualifying Shareholders (as defined in the Rights Issue Prospectus) take up all their proportionate Rights Shares. However, upon full utilization of the Issue Mandate and if the Underwriters are called upon to subscribe in full their respective portions of the Rights Shares pursuant to their underwriting obligations, the shareholding of the existing public Shareholders (include Kingston Securities and sub-underwriters) would decrease to approximately 26.91%. The above two cases show that the potential dilution effect on the shareholdings of the existing public Shareholders will be approximately 14.48 percent points and 59.95 percent points respectively. In the latter case, the dilution of 59.95 percent points is under the assumption that no Qualifying Shareholders (as defined in the Rights Issue Prospectus) take up any of their respective portions of the Rights Shares.

Taken into account of the benefits of the Refreshment of General Mandate as mentioned above and the fact that the shareholdings of all Shareholders will be diluted to the same extent upon any utilization of the Issue Mandate, we consider that the potential dilution of the shareholdings of the existing public Shareholders upon the utilization of the Issue Mandate is acceptable.

RECOMMENDATION

In view of the benefits of the Refreshment of General Mandate, the flexibility in financing and the fact that shareholdings of all existing public Shareholders would be diluted to the same extent upon any utilization of the Issue Mandate, we consider that the Refreshment of General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution in relation to the Refreshment of General Mandate at the SGM.

Yours faithfully,
For and on behalf of
Bridge Partners Capital Limited
Monica Lin
Managing Director



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 Units 3301–3303, 33/F., West Tower Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 22 October 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (to be defined in paragraph (d) below) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), or (ii) any share option schemes of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, or (iv) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company, shall not exceed 20 per

* *For identification purposes only*

NOTICE OF SGM

cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-law of the Company or any applicable law to be held; or
- (iii) the date upon which the authority set out in this resolution revoked or varied by way of ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

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

Hong Kong, 4 October 2012

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

Head office and principal place of business:
Units 3301–3303, 33/F.,
West Tower Shun Tak Centre
168–200 Connaught Road Central
Sheung Wan
Hong Kong

NOTICE OF SGM

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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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.