



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 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.

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 (the "SGM") to 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 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</p> <p>(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, <i>inter alia</i>, 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</p> <p>(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 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."</p>		

Dated _____ day of _____ 2011

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 SGM 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 Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the meeting.

* For identification purposes only