



# 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 on Thursday, 24 November 2011 at 9:00 a.m.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.025 each in the capital of the  
above-named Company (the "Company") HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
of <sup>(Note 3)</sup> \_\_\_\_\_  
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 9:00 a.m. on Thursday, 24 November 2011 at  
Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen's Road Central, Hong Kong 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 Resolutions	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
<p><b>"(1) THAT</b></p> <p>(a) the authorised share capital of the Company be and is hereby increased from HK\$200,000,000 divided into 8,000,000,000 ordinary shares of HK\$0.025 each ("Shares") to HK\$400,000,000 divided into 16,000,000,000 Shares, by the creation of an additional 8,000,000,000 new unissued Shares each ranking <i>pari passu</i> in all respects with the existing Shares (the "Increase in the Authorised Share Capital"); and</p> <p>(b) any one or more of the directors of the Company (the "Director") be and is/are hereby authorised for and on behalf of the Company to sign, execute, perfect and deliver all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for the completion of the Increase in the Authorised Share Capital.</p>		
<p><b>(2) THAT</b></p> <p>(a) the share subscription agreement dated 18 October 2011 (the "Share Subscription Agreement") made between the Company and Allied Summit Inc. (the "Subscriber") in respect of the subscription of 1,800,000,000 new Shares (the "Subscription Shares") at the subscription price of HK\$0.025 per Subscription Share by the Subscriber and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the execution, delivery and performance by the Company of the Share Subscription Agreement be and are hereby approved, confirmed and ratified;</p> <p>(c) the subscription of the Subscription Shares by the Subscriber subject to and upon the terms and conditions of the Share Subscription Agreement and all transactions contemplated under or incidental to the Share Subscription Agreement and all actions taken or to be taken by the Company pursuant to the Share Subscription Agreement be and are hereby approved, confirmed and ratified; and</p> <p>(d) any Director be and is hereby authorised to do all such acts and things, as he/she may in his/her discretion consider necessary, expedient or desirable and any two Directors be and are hereby authorised to execute all such documents provided that the seal is required to be affixed thereto for the purpose of or in connection with the implementation of or giving effect to the subscription of the Subscription Shares, the Share Subscription Agreement and the transactions contemplated thereunder, including but without limitation, the exercise or enforcement of any of the Company's rights under the Share Subscription Agreement and to make and agree to such variations of the terms of the Share Subscription Agreement as he/she may consider to be appropriate and in the interests of the Company.</p>		
<p><b>(3) THAT</b></p> <p>(a) the placing agreement dated 18 October 2011 (the "CN Placing Agreement") made between the Company and United Simsen Securities Limited (the "CN Placing Agent") in respect of the placing of the convertible notes in an aggregate principal amount of up to HK\$89,600,000 (the "Placing Convertible Notes") by the CN Placing Agent and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the execution, delivery and performance by the Company of the CN Placing Agreement be and are hereby approved, confirmed and ratified;</p> <p>(c) the execution, delivery and performance of the instrument by the Company by way of deed poll to create the Placing Convertible Notes (the "Deed Poll") and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(d) the placing of the Placing Convertible Notes by the CN Placing Agent subject to and upon the terms and conditions of the CN Placing Agreement and all transactions contemplated under or incidental to the CN Placing Agreement and all actions taken or to be taken by the Company pursuant to the CN Placing Agreement be and are hereby approved, confirmed and ratified;</p> <p>(e) subject to the fulfillment or waiver of the conditions set out in the CN Placing Agreement, any Director be and is hereby authorised to issue the Placing Convertible Note(s) in accordance with the terms and conditions of the CN Placing Agreement and the Deed Poll;</p> <p>(f) any Director be and is hereby authorised to allot and issue new Shares which may fall to be issued upon the exercise of the conversion rights attached to the Placing Convertible Notes or part thereof to the relevant holder(s) of the Placing Convertible Note(s); and</p> <p>(g) any Director be and is hereby authorised to do all such acts and things, as he/she may in his/her discretion consider necessary, expedient or desirable and any two Directors be and are hereby authorised to execute all such documents provided that the seal is required to be affixed thereto for the purpose of or in connection with the implementation of or giving effect to the placing of the Placing Convertible Notes, the CN Placing Agreement and the transactions contemplated thereunder, including but without limitation, the exercise or enforcement of any of the Company's rights under the CN Placing Agreement and to make and agree to such variations of the terms of the CN Placing Agreement as he/she may consider to be appropriate and in the interests of the Company."</p>		

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2011

Signature <sup>(Note 5)</sup> \_\_\_\_\_

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 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 purpose only