



PACIFIC PLYWOOD HOLDINGS LIMITED

太平洋實業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 767)

PROXY FORM

Form of proxy for use by the shareholders of Pacific Plywood Holdings Limited (the “**Company**”) at the special general meeting (the “**Meeting**”) to be convened on Monday, 19 March 2012 at 10:00 a.m. (or immediately after the conclusion of the special general meeting of the Company which is scheduled to be held on the same day at 9:00 a.m.) at Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong and at any adjournment thereof

I/We (Note a) _____
of _____

being the holder(s) of _____ (Note b) shares of HK\$0.025 each in the capital of the Company hereby appoint the chairman (the “**Chairman**”) of the Meeting or _____

of _____
to act as my/our proxy (Note c) at the Meeting to be held on Monday, 19 March 2012 at 10:00 a.m. (or immediately after the conclusion of the special general meeting of the Company which is scheduled to be held on the same day at 9:00 a.m.) at Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box(es) to indicate how you wish your vote(s) to be cast on a poll (Note d).

Ordinary resolutions		For	Against
1.	To approve, confirm and ratify the strategic cooperation agreement dated 2 December 2011 and entered into between the Company and China Longjiang Forest Industry (Group) General Corporation and the transactions contemplated thereunder, and to authorise the directors to do all such acts and things necessary for implementation of the aforesaid		
2.	To approve, confirm and ratify the agent agreement dated 2 December 2011 and entered into between the Company and Jia Run Investments Limited and the transactions contemplated thereunder, and to authorise the directors to do all such acts and things necessary for implementation of the aforesaid		
3.	To approve, confirm and ratify the sale and purchase agreement dated 2 December 2011 and entered into among Century Praise Limited as purchaser, Able Famous Limited and Peak Sino Limited as vendors and Ms. To Yuk Fung as guarantor and the transactions contemplated thereunder, and to authorise the directors to do all such acts and things necessary for implementation of the aforesaid		

Dated this _____ day of _____ 2012

Signature: _____ (Notes e to h)

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
 - Please insert the number of shares 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).
 - A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the chairman (the “**Chairman**”) of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
 - If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those set out in the notice convening the Meeting.
 - In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
 - The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
 - 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 or authority must be deposited to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting.
 - Any alteration made to this form should be initialled by the person who signs the form.
 - Completion and return of this proxy will not preclude you from attending in person and voting at the Meeting.
- * For identification purposes only