



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 Annual General Meeting to be held
at Units 3301-3303, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central,
Sheung Wan, Hong Kong
on Tuesday, 12 June 2012 at 10:00 a.m.**

I/We ^(Note 1) _____

of ^(Note 1) _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 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 annual general meeting of the Company to be held at Units 3301-3303, 33/F., West Tower Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Tuesday, 12 June 2012 at 10:00 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.

		For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditors of the Company for the year ended 31 December 2011.		
2.	(A) To elect Mr. Ng Kwok Fai as Director.		
	(B) To elect Mr. Chan Kin Sang as Director.		
	(C) To elect Mr. Liang Jian Hua as Director.		
	(D) To elect Mr. Jiang Yi Ren as Director.		
	(E) To elect Mr. Li Sui Yang as Director.		
	(F) To authorise the board of directors to fix their remuneration.		
3.	To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company until the conclusion of the next annual general meeting, and to authorise the board of directors to fix their remuneration.		
4.	(A) Ordinary Resolution No. 4(A) of the Notice of Annual General Meeting (to give a general mandate to the Directors to repurchase shares of the Company).		
	(B) Ordinary Resolution No. 4(B) of the Notice of Annual General Meeting (to give a general mandate to the Directors to issue additional shares of the Company).		
	(C) Ordinary Resolution No. 4(C) of the Notice of Annual General Meeting (to extend the general mandate granted to the Directors pursuant to Ordinary Resolution No. 4(B) to issue additional shares of the Company).		
5.	Ordinary Resolution No. 5 of the Notice of Annual General Meeting (to terminate the existing share option scheme and adopt a new share option scheme for the Company).		

Dated _____ day of _____ 2012

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 Shops 1712-1716, 17/F., 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