



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 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.**

I/We ^(Note 1) _____
of ^(Note 1) _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.08 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 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. 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) 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;</p> <p>(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;</p> <p>(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 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</p> <p>(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)."</p>		

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