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## PACIFIC PLYWOOD HOLDINGS LIMITED

太平洋實業控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code: 767)

### POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 4 JUNE 2015 AND RETIREMENT OF AUDITORS

The Board is pleased to announce that, save and except for Resolution no. 3, all the resolutions as set out in the notice of AGM contained in the Circular were duly approved by the Shareholders by way of poll at the AGM held on 4 June 2015.

Reference is made to the circular incorporating a notice of annual general meeting (the “AGM”) of Pacific Plywood Holdings Limited (the “Company”) dated 4 May 2015 (the “Circular”). Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

#### POLL RESULTS OF THE AGM

The AGM was held on 4 June 2015 to consider and to approve, *inter alia*, the resolutions in relation to the re-election of retiring directors, re-appointment of the auditors and the General Mandates to issue and repurchase Shares. Details of the resolutions were set out in the Circular and the notice of AGM.

The board of directors of the Company (the “Board”) is pleased to announce that all the resolutions as set out in the notice of AGM were duly approved by the Shareholders by way of poll at the AGM.

The Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results of the resolutions are as follows:

Ordinary Resolutions proposed at the AGM		Number of votes (%)	
		For	Against
1	To receive and adopt the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2014.	1,624,272,604 (100%)	0 (0%)

\* For identification purposes only

2	(A)	To re-elect Mr. Huang Chuan Fu as executive director.	1,624,072,604 (99.99%)	200,000 (0.01%)
	(B)	To re-elect Mr. Wong Chun Hung as independent non-executive director.	1,624,272,604 (100%)	0 (0%)
	(C)	To re-elect Mr. Zheng Zhen as independent non-executive director.	1,624,272,604 (100%)	0 (0%)
	(D)	To re-elect Mr. To Langa Samuelson as independent non-executive director.	1,624,272,604 (100%)	0 (0%)
	(E)	To authorize the Board to fix directors' remuneration.	1,624,272,604 (100%)	0 (0%)
3	To re-appoint ZHONGLEI (HK) CPA Company Limited (“ZHONGLEI”) as the auditors of the Company until the conclusion of the next annual general meeting, and to authorize the Board to fix their remuneration.		3,052,849 (0.19 %)	1,621,219,755 (99.81%)
4	(A)	Ordinary Resolution No. 4(A) of the notice of AGM (to give a general mandate to the directors of the Company to issue additional shares of the Company).	1,624,081,604 (99.99%)	191,000 (0.01%)
	(B)	Ordinary Resolution No. 4(B) of the notice of AGM (to give a general mandate to the directors of the Company to repurchase shares of the Company).	1,624,272,604 (100%)	0 (0%)
	(C)	Ordinary Resolution No. 4(C) of the notice of AGM (to extend the general mandate granted to the directors of the Company pursuant to Ordinary Resolution No. 4(A) to issue additional shares of the Company not exceeding the number of shares repurchased by the Company under Ordinary Resolution No.4(B)).	1,624,081,604 (99.99%)	191,000 (0.01%)

As more than 50% of the votes were cast in favour of Resolutions nos. 1, 2 and 4 of the AGM, Resolutions nos. 1, 2 and 4 of the AGM were duly approved as ordinary resolutions of the Company.

As more than 50% of the votes were cast against Resolution no. 3, therefore, Resolution no. 3 was not duly passed as ordinary resolution at the AGM.

As at the date of the AGM, the number of issued shares of the Company was 2,782,102,650 Shares, which was the total number of Shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour pursuant to Rule 13.40 of the Listing Rules and no Shares entitling the Shareholders to attend and vote only against the resolutions. There were no Shareholders that are required under the Listing Rules to abstain from voting.

#### **RETIREMENT OF AUDITORS**

As indicated above, since the resolution in respect of the re-appointment of ZHONGLEI as the auditors of the Company has not been passed by the Shareholders at the AGM, ZHONGLEI has retired and ceased to be the auditors of the Company with effect from the conclusion of the AGM.

The Company will seek to fill the vacancy as soon as practicable. A further announcement will be made by the Company in relation to the change of auditors of the Company in due course.

The Board would like to take this opportunity to thank ZHONGLEI for their services rendered to the Company during their tenure of office.

By order of the Board  
**Pacific Plywood Holdings Limited**  
**Huang Chuan Fu**  
*Executive Director and Chairman*

Hong Kong, 4 June 2015

As at the date of this announcement, the directors of the Company are:

*Executive Directors*

Mr. Huang Chuan Fu (*Chairman*)

Mr. Liang Jian Hua

Ms. Jia Hui

Mr. Jiang Yi Ren

*Independent non-executive Directors*

Mr. Wong Chun Hung

Mr. Zheng Zhen

Mr. To Langa Samuelson

*In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.*