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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Pacific Plywood Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**NEW PROPOSED CHANGE OF COMPANY NAME,  
PROPOSED CONSEQUENTIAL AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the Special General Meeting to be held at 10:00 a.m. on Friday, 2 March 2018 at Rooms 4202-03, 42/F., The Center, 99 Queen's Road Central, Central, Hong Kong is set out on pages 8 to 10 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the Special General Meeting (i.e. 10:00 a.m. on Wednesday, 28 February 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting or any adjournment thereof should you so wish.

\* *For identification purposes only*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Board”	the board of directors of the Company
“Bye-laws”	the bye-laws of the Company as amended, modified or otherwise supplemented from time to time
“Company”	Pacific Plywood Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Proposed Change of Company Name”	the proposed change of the primary name of the Company from “Pacific Plywood Holdings Limited” to “Asia Pacific Silk Road Investment Company Limited” and the proposed adoption of “亞太絲路投資有限公司” as the secondary name of the Company in place of its existing Chinese name, “太平洋實業控股有限公司”, which is for identification purposes only
“Previous Change of Company Name”	the special resolution passed at the SGM Jan approving the change of the name of the Company from “Pacific Plywood Holdings Limited 太平洋實業控股有限公司” to “WahYong Silk Road Investment Company Limited” and the relinquishment of its existing Chinese name, “太平洋實業控股有限公司”
“Proposed Consequential Amendments to the Bye-laws”	the proposed amendments to the Bye-laws for the purpose of reflecting the New Proposed Change of Company Name
“SGM Jan”	the special general meeting of the Company held on 11 January 2018 for the purpose of approving the Previous Change of Company Name
“Share(s)”	ordinary shares of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

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## DEFINITIONS

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“Special General Meeting”	the special general meeting of the Company to be held at 10:00 a.m. on Friday, 2 March 2018 at Rooms 4202-03, 42/F., The Center, 99 Queen’s Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, approving the resolutions proposed in this circular, or any adjournment thereof
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



**PACIFIC PLYWOOD HOLDINGS LIMITED**

**太平洋實業控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 767)**

*Executive Directors:*

Mr. Guo Jintong (*Chairman*)

Mr. Li Jiuhua

*Non-executive Directors:*

Ms. Gao Zhenyun

Mr. Yao Luo

Ms. Yu Yang

*Independent Non-executive Directors:*

Mr. Wong Chun Hung

Mr. Zheng Zhen

Mr. To Langa Samuelson

*Registered office:*

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

*Head office and principal place of  
business in Hong Kong:*

Units 3301–3303, 33/F.

West Tower Shun Tak Centre

168–200 Connaught Road Central

Sheung Wan, Hong Kong

12 February 2018

*To the Shareholders*

Dear Sir/Madam,

**NEW PROPOSED CHANGE OF COMPANY NAME,  
PROPOSED CONSEQUENTIAL AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 7 February 2018 in relation to, among others, the New Proposed Change of Company Name and the Proposed Consequential Amendments to the Bye-laws.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with the information on the resolutions to be proposed at the Special General Meeting regarding the New Proposed Change of Company Name and the Proposed Consequential Amendments to the Bye-laws; and give you the notice of the Special General Meeting to be convened and held for the purpose of considering and, if thought fit, approving the resolutions regarding, among others, the New Proposed Change of Company Name and the Proposed Consequential Amendments to the Bye-laws.

### **NEW PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the primary name of the Company from “Pacific Plywood Holdings Limited” to “Asia Pacific Silk Road Investment Company Limited” and adopt “亞太絲路投資有限公司” as the secondary name of the Company in place of its existing Chinese name, “太平洋實業控股有限公司”, which is for identification purposes only. The New Proposed Change of Company Name is subject to the approval of the Shareholders by way of special resolution and the approval of the Registrar of Companies in Bermuda.

### **Background to and Reasons for the New Proposed Change of Company Name**

Having considered the Shareholders’ views collected at the SGM Jan on the Previous Change of Company Name and with a view to alleviating the Shareholders’ concern, the Board proposed to change the primary name of the Company from “Pacific Plywood Holdings Limited” to “Asia Pacific Silk Road Investment Company Limited” and adopt “亞太絲路投資有限公司” as the secondary name of the Company in place of the existing Chinese company name of “太平洋實業控股有限公司”, which is for identification purposes only.

The Board is of the opinion that the proposed new primary name can better reflect the new direction of its business development, including both financial and non-financial investments, to countries along the Silk Road Routes. The adoption of “亞太絲路投資有限公司” as a secondary name will allow for better identification of the Company and easier access to the Company’s corporate communication documents for Chinese-speaking investors, therefore potentially contributing to improvements in trading liquidity of the Company’s securities. Taken together, the New Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **Effects of the New Proposed Change of Company Name**

The New Proposed Change of Company Name will not affect any rights of the existing Shareholders. Upon the New Proposed Change of Company Name becoming effective, all existing share certificates in issue bearing the present name of the Company shall continue to be evidence of title to such shares and valid for delivery, trading and settlement purposes. There will not be any arrangement for the free exchange of existing share certificates for new share certificates bearing the new company name of the Company. Once the New Proposed Change of Company Name becomes effective, new share certificates will be issued under the new name of the Company.

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## LETTER FROM THE BOARD

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The Company intends to change its English and Chinese stock short names upon the New Proposed Change of Company Name becoming effective. Further announcement on the change of names and stock short names of the Company will be made once the New Proposed Change of Company Name has become effective and the proposed change of English and Chinese stock short names has been approved by the Stock Exchange.

### **PROPOSED CONSEQUENTIAL AMENDMENTS TO THE BYE-LAWS**

The Board proposes to seek the approval of the Shareholders at the Special General Meeting for the amendments to the existing Bye-laws to reflect the New Proposed Change of Company Name. A summary of the proposed amendments to the existing Bye-laws is set out as follows:

**(a) Bye-law 1(A)**

By deleting the existing definition of ““the Company” or “this Company”” in Bye-law 1(A) in its entirety and substituting therefor the following new definition of ““the Company” or “this Company””:

““the Company” or “this Company” shall mean “Asia Pacific Silk Road Investment Company Limited 亞太絲路投資有限公司” incorporated in Bermuda on the 9<sup>th</sup> day of May 1994;”

Shareholders are advised that the Bye-laws are available only in English and the Chinese translation of the Proposed Consequential Amendments to the Bye-laws provided in the notice of Special General Meeting is for reference only. In case of any inconsistency, the English version shall prevail.

### **CONDITIONS OF THE NEW PROPOSED CHANGE OF COMPANY NAME AND THE PROPOSED CONSEQUENTIAL AMENDMENTS TO THE BYE-LAWS**

The New Proposed Change of Company Name and the Proposed Consequential Amendments to the Bye-laws are subject to the following conditions:

- (i) given the fact that the Previous Change of Company Name has not come into effect, the grant of approval for the withdrawal of the special resolution regarding the Previous Change of Company Name by the Shareholders by way of special resolution at the Special General Meeting, in order to withdraw the special resolution and relevant applications of the Company regarding the Previous Change of Company Name;
- (ii) the passing of special resolutions by the Shareholders at the Special General Meeting to approve the New Proposed Change of Company Name and the Proposed Consequential Amendments to the Bye-laws; and
- (iii) the grant of approval for the New Proposed Change of Company Name by the Registrar of Companies in Bermuda.

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## LETTER FROM THE BOARD

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Upon satisfaction of the above conditions, the New Proposed Change of Company Name will become effective on the date on which the Registrar of Companies in Bermuda enters the new primary and secondary names of the Company in the register of companies. Upon the New Proposed Change of Company Name becoming effective, the Company will comply with all necessary filing procedures in Hong Kong Companies Registry.

### **SPECIAL GENERAL MEETING**

The Company will convene the Special General Meeting at 10:00 a.m. on Friday, 2 March 2018 at Rooms 4202-03, 42/F., The Center, 99 Queen's Road Central, Central, Hong Kong at which resolutions will be proposed for the purpose of considering and, if thought fit, approving the resolutions set out in the notice of Special General Meeting as set out on pages 8 to 10 of this circular.

A form of proxy for use in connection with the Special General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Special General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Special General Meeting (i.e. 10:00 a.m. on Wednesday, 28 February 2018) or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the Special General Meeting in person should you so wish. If you attend and vote at the Special General Meeting, the authority of your proxy will be revoked. Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the Special General Meeting will be taken by poll.

### **RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information on the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the New Proposed Change of Company Name and the Proposed Consequential Amendments to the Bye-laws are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Special General Meeting.

By Order of the Board  
**Pacific Plywood Holdings Limited**  
**Guo Jintong**  
*Chairman*

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## NOTICE OF SPECIAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**Special General Meeting**”) of Pacific Plywood Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 2 March 2018 at Rooms 4202-03, 42/F., The Center, 99 Queen’s Road Central, Central, Hong Kong for the following purposes:

#### **SPECIAL RESOLUTIONS**

1. As special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

**“THAT**

- (i) given the fact that the change of the name of the Company from “Pacific Plywood Holdings Limited 太平洋實業控股有限公司” to “WahYong Silk Road Investment Company Limited” and the relinquishment of its existing Chinese name, “太平洋實業控股有限公司” (collectively the “**Previous Change of Company Name**”) referred to in the special resolution approving the Previous Change of Company Name and passed at the special general meeting of the Company held on 11 January 2018 has not come into effect, the withdrawal of the Previous Change of Company Name be approved, and the special resolution and relevant applications of the Company regarding the Previous Change of Company Name be withdrawn.”

2. As special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

**“THAT**

- (i) subject to and conditional upon the approval of the proposed new name of the Company by the Registrar of Companies in Bermuda, the primary name of the Company be changed from “Pacific Plywood Holdings Limited” to “Asia Pacific Silk Road Investment Company Limited”, and “亞太絲路投資有限公司” be adopted as the secondary name of the Company in place of its existing Chinese name, “太平洋實業控股有限公司”, which is for identification purposes only (the “**New Proposed Change of Company Name**”); and

\* For identification purposes only

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## NOTICE OF SPECIAL GENERAL MEETING

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- (ii) any Director and the company secretary of the Company, acting collectively and individually, be and are hereby authorised to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps, for and on behalf of the Company, as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement the New Proposed Change of Company Name.”
3. As special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT**, subject to and forthwith upon the New Proposed Change of Company Name taking effect, the bye-laws of the Company (the “**Bye-laws**”) be and are hereby amended as follows:

**(a) Bye-law 1(A)**

By deleting the existing definition of ““the Company” or “this Company”” in Bye-law 1(A) in its entirety and substituting therefor the following new definition of ““the Company” or “this Company””:

““the Company” or “this Company” shall mean “Asia Pacific Silk Road Investment Company Limited 亞太絲路投資有限公司” incorporated in Bermuda on the 9<sup>th</sup> day of May 1994;”.

By Order of the Board  
**Pacific Plywood Holdings Limited**  
**Guo Jintong**  
*Chairman*

12 February 2018

*Registered office:*  
Canon’s Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Units 3301–3303, 33/F.  
West Tower Shun Tak Centre  
168–200 Connaught Road Central  
Sheung Wan, Hong Kong

*Notes:*

1. In order to determine the entitlement of members to attend and vote at the Special General Meeting, the register of members of the Company will be closed from Monday, 26 February 2018 to Friday, 2 March 2018, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 pm on Friday, 23 February 2018.

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## NOTICE OF SPECIAL GENERAL MEETING

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2. Any shareholder entitled to attend and vote at the Special General Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company.
3. The form of proxy shall be in writing under the hand of the appointer or of his/her/its attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. Completion and delivery of the form of proxy shall not preclude a shareholder from attending and voting in person at the Special General Meeting and in such event, the form of proxy shall be deemed to be revoked.
5. In the case of joint shareholders, any one of such joint shareholders may vote, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto, but if more than one of such joint shareholders are present at the Special General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. The form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered 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 the holding of the Special General Meeting (i.e. 10:00 a.m. on Wednesday, 28 February 2018) or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the Special General Meeting or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.

As at the date of this notice, the Directors are:

*Executive Directors*

Mr. Guo Jintong (*Chairman*)  
Mr. Li Jiuhua

*Independent non-executive Directors*

Mr. Wong Chun Hung  
Mr. Zheng Zhen  
Mr. To Langa Samuelson

*Non-executive Directors*

Ms. Gao Zhenyun  
Mr. Yao Luo  
Ms. Yu Yang