

PLASTOFORM HOLDINGS LIMITED

(Company Registration Number: 34171)

(Incorporated in Bermuda)

("Company")

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a Special General Meeting ("SGM") of the Company will be held at Grand Mercure Roxy Hotel, 50 East Coast Road, Roxy Square, Siglap Room, Level 3, Singapore 428769 on 24th April 2014 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.30 a.m. on the same day at the same place) for the purpose of considering and, if thought fit, passing the following resolutions:

All capitalised terms in this notice which is not defined herein shall have same meanings ascribed to them in the Circular to Shareholders of the Company dated 8 April 2014 ("Circular").

ORDINARY RESOLUTION 1: THE PROPOSED PLASTOFORM PERFORMANCE SHARE PLAN

THAT:

- (a) the performance share plan to be known as the "Plastoform Performance Share Plan" ("Plan") particulars of which are set out in the circular dated 8 April 2014 ("Circular"), under which awards ("Awards") of shares in the capital of the Company ("Shares") will be granted, free of charge, to selected employees of the Group, be and is hereby approved.
- (b) the Directors of the Company be and is hereby authorised:
 - (i) to establish and administer the Plan;
 - (ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
 - (iii) to grant Awards in accordance with the provisions of the Plan, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable pursuant to the Plan and any other share based schemes of the Company shall not exceed fifteen per cent. (15%) of the issued Shares of the Company (excluding any Shares held in treasury) from time to time;
 - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any Shares held in treasury) towards the satisfaction of Awards granted under the Plan;
 - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution; and
 - (vi) to delegate any of the above to any committee of the Board of Directors.

ORDINARY RESOLUTION 2: THE PROPOSED PARTICIPATION OF MR. TSE KIN MAN, A CONTROLLING SHAREHOLDER OF THE COMPANY IN THE PLAN

That, subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr. Tse Kin Man, a controlling shareholder of the Company, in the Plan be and is hereby approved.

ORDINARY RESOLUTION 3: THE PROPOSED PARTICIPATION OF MR. CHIU KWONG FAI, A CONTROLLING SHAREHOLDER OF THE COMPANY IN THE PLAN

That, subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr. Chiu Kwong Fai, a Controlling Shareholder of the Company, in the Plan be and is hereby approved.

By Order of the Board
Jacky Wong
Yvonne Choo
Cheng Lisa
Company Secretaries
Singapore, 8 April 2014

Notes:

- (1) A member of the Company (other than CDP) entitled to attend and vote at the Special General Meeting of the Company may appoint not more than two proxies to attend and vote in his/her stead. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
- (2) Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
- (3) If a proxy is to be appointed, the enclosed Member Proxy Form must be duly deposited at the Company's Share Transfer Agent in Singapore, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758 not less than 48 hours before the time appointed for the holding of the Special General Meeting.
- (4) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer, attorney or other duly authorised person. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
- (5) A depositor's name must appear on the depository register maintained by CDP not less than 48 hours before the time fixed for holding the Special General Meeting in order for the depositor to be entitled to attend and vote at the Special General Meeting as CDP's proxy.
- (6) Depositors who are individuals and who are unable to attend the Special General Meeting personally but wish to appoint a nominee or nominees to attend and vote on their behalf, or depositors which are corporations, should complete and sign the enclosed Depositor Proxy Form and deposit the duly completed and signed Depositor Proxy Form at the office of the Company's Share Transfer Agent in Singapore, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758, at least 48 hours before the time of the Special General Meeting.