

PLASTOFORM HOLDINGS LIMITED

(Company Registration No.: 34171)
(Incorporated in Bermuda)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (“**SGM**”) of Plastofom Holdings Limited (the “**Company**”) will be held at Grand Mercure Roxy Hotel, 50 East Coast Road, Roxy Square, Roxy 1 Room, Level 4, Singapore 428769 at 29 April 2015 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day at the same place), for the purpose of considering and, if thought fit, passing with or without any modification, the following resolutions:

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the Circular dated 6 April 2015 issued to the Shareholders.

AS AN ORDINARY RESOLUTION

RESOLUTION 1: THE PROPOSED SHARE CONSOLIDATION

That:

- (a) with effect from the date to be determined by the Directors of the Company, being the effective date of the Proposed Share Consolidation, every fifty (50) issued and unissued shares with a par value of HK\$0.01 each in the authorised and issued capital of the Company be consolidated into one (1) share with a par value of HK\$0.50 each in the authorised and issued capital of the Company (the “**Consolidated Share**”);
- (b) following the consolidation in paragraph (a) above, the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the consolidation, including but not limited to disregarding fractional entitlements, issuing new share certificates in respect of fractions of shares and making arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit and/or repurchasing and, if thought fit cancelling any such fractional entitlements in such manner and on such terms as the Directors may think fit; and
- (c) the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as may be required) as they or he may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution.

AS A SPECIAL RESOLUTION

RESOLUTION 2: THE PROPOSED AMENDMENT OF THE BYE-LAWS

That:

- (a) the existing Bye-law 138 of Bye-laws of the Company be deleted in its entirety and the following be substituted therefor:

“No dividend shall be paid or distribution made if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.”; and

- (b) the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including, without limitation, executing all such documents and approving any amendments, alterations, or modifications to any documents as may be required) as they or he may think necessary, desirable or expedient to give full effect to this Special Resolution.

By Order of the Board

Liu Wai Man
Cheng Lisa
Company Secretaries
6 April 2015

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 office of 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.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.