GREENHEART GROUP LIMITED
綠森集團有限公司*

(formerly known as "Omnicorp Limited",
"兩儀控股有限公司*")
(Incorporated in Bermuda with limited liability)
(Stock Code: 94)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2010

The board (the "Board") of directors (the "Directors") of Greenheart Group Limited (the "Company") announces the audited consolidated results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2010 with comparative figures for 2009 as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2010

	Notes	**2010** **HK$'000**	2009 *HK$'000*
REVENUE	4	**16,714**	11,226
Cost of sales		**(7,906)**	(5,412)
Gross profit		**8,808**	5,814
Other income and gains	4	**2,288**	1,137
Selling and distribution costs		**(6,519)**	(4,731)
Administrative expenses		**(50,043)**	(41,821)
Other operating expenses		**(36,502)**	(34,362)
Finance costs	6	**(14,778)**	(20,883)
Share of loss of an associate		**(1,667)**	(1,725)

* *For identification purposes only*

	Notes	**2010** *HK$'000*	2009 *HK$'000*
LOSS BEFORE TAX	5	**(98,413)**	(96,571)
Tax	7	**587**	191
LOSS FOR THE YEAR AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR		**(97,826)**	(96,380)
ATTRIBUTABLE TO:			
Equity holders of the Company		**(78,784)**	(86,247)
Non-controlling interests		**(19,042)**	(10,133)
		(97,826)	(96,380)
LOSS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY			
Basic and diluted	8	**HK$(0.18)**	HK$(0.27)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2010

	Notes	2010 HK$'000	2009 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment		**24,842**	17,205
Prepaid land lease payment		**1,376**	1,448
Goodwill		**7,624**	7,624
Timber concessions and cutting rights		**741,435**	747,384
Interest in an associate		**–**	20,962
Prepayments and deposits		**5,208**	3,128
Total non-current assets		**780,485**	797,751
CURRENT ASSETS			
Inventories		**9,855**	6,920
Trade and other receivables	9	**3,134**	2,948
Prepayments and deposits		**1,962**	1,312
Cash and bank balances		**612,784**	40,916
Total current assets		**627,735**	52,096
CURRENT LIABILITIES			
Trade and other payables	10	**10,143**	5,924
Deposits received		**23,149**	22,854
Total current liabilities		**33,292**	28,778
NET CURRENT ASSETS		**594,443**	23,318
TOTAL ASSETS LESS CURRENT LIABILITIES		**1,374,928**	821,069

	Notes	2010 HK$'000	2009 HK$'000
NON-CURRENT LIABILITIES			
Convertible bonds		**189,804**	237,000
Deferred tax liabilities		**73,220**	73,807
Total non-current liabilities		**263,024**	310,807
NET ASSETS		**1,111,904**	510,262
EQUITY			
Equity attributable to equity holders of the Company			
Issued capital		**6,811**	3,145
Reserves		**848,862**	231,844
		855,673	234,989
Non-controlling interests		**256,231**	275,273
TOTAL EQUITY		**1,111,904**	510,262

Notes:

1. BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for listed equity investments at fair value through profit or loss, which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

2. CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

Change in the functional currency of the Company

Pursuant to a resolution of the Board passed on 3 August 2010, the Company changed its functional currency from Hong Kong dollars ("HK$") to United States dollars ("US$") effective from 3 August 2010. The reason for the change in functional currency of the Company was after taking into consideration of, inter alia, the fact that the Group's forestry and timber business, which is the sole principal operation of the Group, is mostly transacted in United States dollars. The effect of the change in functional currency is accounted for prospectively with no significant effect in these financial statements.

Adoption of new and revised HKFRSs

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements:

HKFRS 1 (Revised)	*First-time Adoption of Hong Kong Financial Reporting Statements*
HKFRS 1 Amendments	Amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards – Additional Exemptions for First-time Adopters*
HKFRS 2 Amendments	Amendments to HKFRS 2 *Share-based Payment – Group Cash-settled Share-based Payment Transactions*
HKFRS 3 (Revised)	*Business Combinations*
HKAS 27 (Revised)	*Consolidated and Separate Financial Statements*
HKAS 39 Amendment	Amendment to HKAS 39 *Financial Instruments; Recognition and Measurement – Eligible Hedged Items*
HK(IFRIC) – Int 17	*Distributions of Non-cash Assets to Owners*
HKFRS 5 Amendments included in *Improvements to HKFRSs issued in October 2008*	Amendment to HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations – Plan to sell the controlling interest in a subsidiary*
Improvements to HKFRSs 2009	Amendments to a number of HKFRSs issued in May 2009
HK Interpretation 4 Amendment	Amendment to HK Interpretation 4 *Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases*
HK Interpretation 5	*Presentation of Financial Statements – Classification by the Borrower of a Term Loan that contains a Repayment on Demand Clause*

Other than as further explained below regarding the impact of HKFRS 3 (Revised), HKAS 27 (Revised), and amendments to HKFRS 8, HKAS 7 and HKAS 17 included in *Improvements to HKFRSs 2009*, the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

The principal effects of adopting these new and revised HKFRSs are as follows:

(a) HKFRS 3 (Revised) *Business Combinations* and HKAS 27 (Revised) *Consolidated and Separate Financial Statements*

HKFRS 3 (Revised) introduces a number of changes in the accounting for business combinations that affect the initial measurement of non-controlling interests, the accounting for transaction costs, the initial recognition and subsequent measurement of a contingent consideration and business combinations achieved in stages. These changes will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results.

HKAS 27 (Revised) requires that a change in the ownership interest of a subsidiary without loss of control is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the revised standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Consequential amendments were made to various standards, including, but not limited to HKAS 7 *Statement of Cash Flows*, HKAS 12 *Income Taxes*, HKAS 21 *The Effects of Changes in Foreign Exchange Rates*, HKAS 28 *Investments in Associates* and HKAS 31 *Interests in Joint Ventures*.

The changes introduced by these revised standards are applied prospectively and affect the accounting of acquisitions, loss of control and transactions with non-controlling interests after 1 January 2010.

(b) *Improvements to HKFRSs 2009* issued in May 2009 sets out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. While the adoption of some of the amendments results in changes in accounting policies, none of these amendments has had a significant financial impact on the Group. Details of the key amendments most applicable to the Group are as follows:

- HKFRS 8 *Operating Segments*: Clarifies that segment assets and liabilities need only to be reported when those assets and liabilities are included in measures that are used by the chief operating decision maker. Upon the adoption of the amendment, the Group no longer discloses segment asset information as it is not currently reviewed by the chief operating decision maker.

- HKAS 7 *Statement of Cash Flows*: Requires that only expenditures that result in a recognised asset in the statement of financial position can be classified as a cash flow from investing activities.

- HKAS 17 *Leases*: Removes the specific guidance on classifying land as a lease. As a result, leases of land should be classified as either operating or finance leases in accordance with the general guidance in HKAS 17.

3. OPERATING SEGMENT INFORMATION

No operating segment is presented as the Group basically operated in one single operating segment during the years ended 31 December 2010 and 2009.

Geographical information

(a) **Revenue from external customers**

	2010	2009
	HK$'000	*HK$'000*
Mainland China	**15,740**	10,600
Suriname	**974**	626
	16,714	11,226

The revenue information above is based on the location of the customers.

(b) Non-current assets

	2010	2009
	HK$'000	*HK$'000*
Hong Kong	**5,391**	24,941
Suriname	**775,094**	772,810
	780,485	797,751

4. REVENUE, OTHER INCOME AND GAINS

Revenue represents the aggregate of the invoiced value of goods sold, net of export tax and after allowance for returns and trade discounts; and gross rental income received and receivable during the year.

	2010	2009
	HK$'000	*HK$'000*
Revenue		
Sales of logs and timbers	**16,714**	10,755
Rental income	**–**	471
	16,714	11,226
Other income and gains		
Bank interest income	**1,388**	33
Gain on disposal of an associate	**64**	–
Gain on disposal of listed equity investments at fair value through profit or loss	**–**	1,066
Rental income for the lease of plant and machinery	**828**	–
Others	**8**	38
	2,288	1,137

5. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	2010	2009
	HK$'000	*HK$'000*
Amortisation of timber concessions and cutting rights	**5,949**	1,929
Less: Amount capitalised in inventories	**(3,491)**	(44)
Current year expenditure charged to cost of sales	**2,458**	1,885
Impairment of trade receivables	**310**	330
Provision for slow-moving and obsolete inventories	**5,564**	–
Loss on disposal of items of property, plant and equipment	**2,328**	–
Cost of inventories sold	**5,448**	3,527
Depreciation	**3,762**	2,728

6. FINANCE COSTS

	2010	2009
	HK$'000	*HK$'000*
Interest on convertible bonds	**14,714**	20,883
Interest on a loan from an associate	**64**	–
	14,778	20,883

7. TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year (2009: Nil). No overseas income tax has been provided as the subsidiaries operating in overseas did not generate any assessable profits during the year based on existing legislation, interpretations and practices in respect thereof (2009: Nil).

	2010	2009
	HK$'000	*HK$'000*
Tax credit for the year:		
Deferred tax	**587**	191

8. LOSS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of basic loss per share amounts is based on the loss for the year attributable to equity holders of the Company, and the weighted average of 445,979,969 (2009: 314,147,234) ordinary shares in issue during the year.

In respect of the diluted loss per share amounts presented, no adjustment has been made to the basic loss per share amounts presented for the years ended 31 December 2010 and 2009 as the impact of the share options and convertible bonds outstanding during these years had an anti-dilutive effect on the basic loss per share amounts presented.

9. TRADE AND OTHER RECEIVABLES

	2010	2009
	HK$'000	*HK$'000*
Trade receivables	**3,303**	2,639
Impairment	**(310)**	(330)
	2,993	2,309
Other receivables	**141**	639
Trade and other receivables	**3,134**	2,948

The Group's trading terms with its customers are mainly letters of credit at sight or on open accounts with credit terms of 30 days to 45 days, where a 20% – 30% deposit is normally required. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables so as to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of impairment, is as follows:

	2010	2009
	HK$'000	*HK$'000*
Current	**2,647**	312
1 to 3 months	**342**	1,680
Over 3 months	**4**	317
	2,993	2,309

10. TRADE AND OTHER PAYABLES

	2010	2009
	HK$'000	*HK$'000*
Trade payables	**682**	104
Other payables	**2,835**	2,424
Accruals	**6,626**	3,396
	10,143	5,924

The trade payables are non-interest-bearing and are normally settled on 60-day terms.

An aged analysis of the trade payables as at the end of reporting period, is as follows:

	2010	2009
	HK$'000	*HK$'000*
Current	**682**	104

11. EVENTS AFTER THE REPORTING PERIOD

The following significant events occurred subsequent to the reporting period:

(a) On 7 January 2011, Green Source Holdings Limited ("Green Source"), an indirect wholly-owned subsidiary of the Company entered into a master sale and purchase agreement with Sino-Wood Trading Limited ("Sino-Wood"), an indirect wholly-owned subsidiary of Sino-Forest Corporation ("Sino-Forest"), for the supply of products including logs, standing timber, agri-forest, timber related and agri-related products by the Green Source (or any of its subsidiaries) to Sino-Wood (or any of its subsidiaries).

(b) On 7 January 2011, the Company entered into a sale and purchase agreement with Sino-Capital Global Inc. ("Sino-Capital") and Sino-Forest, whereby the Company has conditionally agreed to purchase the entire equity interest in Mega Harvest International Limited ("Mega Harvest"), together with its shareholder's loan at a maximum consideration of approximately HK$288,600,000 (equivalent to US$37,000,000). Mega Harvest is an investment holding company incorporated in the British Virgin Islands, which, through its subsidiaries, owns a radiate pine plantation in New Zealand with approximately 13,000 hectares of freehold lands with a net harvestable area of approximately 11,000 hectares. Further details of which were set out in the Company's announcement dated 7 January 2011 and the shareholders' circular dated 11 March 2011.

(c) Pursuant to a sale and purchase agreement dated 24 February 2011, Greenheart Forest (Suriname) FT Limited (formerly known as Ample Victory Investments Limited), an indirect wholly-owned subsidiary of the Company, acquired from an independent third party 60% equity interest in Vista Marine Services N.V., a company incorporated in Suriname, South America which controls certain harvesting rights to 128,000 hectares of hardwood concession. Further details of which were set out in the Company's press release on its website dated 1 March 2011.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

2010 was a year of change for the Company. Firstly, the Company strengthened its shareholder base with Sino-Forest taking a majority shareholding and the subsequent senior appointments to the Company's board and management. The Company then formulated a new global strategy to be a leading, responsible and sustainable forestry company. This was supported through a major rebranding exercise including a change of the Company's name to Greenheart Group Limited, the launch of a new tri-lingual website, the move into a larger corporate head office in Hong Kong and the hiring of key senior forestry experts. In order to align with Sino-Forest's reporting functions, the Company also appointed Ernst & Young as its auditors. In addition, the Company grew and diversified its international asset base through the acquisition of a softwood plantation in New Zealand (pending completion of certain conditions) as well as increasing its concession ownership in Suriname by a further 128,000 hectares. These are all key developments which are critical to the Company's new global focus of becoming a leading and responsible forestry company with sustainable forests and forestry related assets around the world.

Following the renewed support from Sino-Forest, the Board was strengthened with the appointment of Mr. Chan Tak Yuen, Allen as Chairman, Mr. William Judson Martin as Chief Executive Officer, President and Executive Director and Mr. Simon Murray as Non-Executive Director. Subsequent to the year ended 31 December 2010, the Company also appointed Mr. Andy Fyfe, an experienced forestry professional with over 30 years' experience as Chief Operating Officer. These appointments have been essential in ensuring alignment of international best-practice in corporate governance, capital market expertise and international forestry experience.

This year's financial statements will be the last reminiscent of the past before the Company's new chapter begins. During the year ended 31 December 2010 (the "Year"), the Group recorded a total revenue of HK$16,714,000, representing an increase of 48.9% from 2009 and a decrease in the loss attributable to the equity holders of the Company to HK$78,784,000 compared with HK$86,247,000 in 2009.

The growth in revenue was mainly contributed by the significant increase of log and timber product sales during the Year. The Group's gross profit for the Year was approximately HK$8,808,000, representing an increase of approximately HK$2,994,000 from approximately HK$5,814,000 in 2009. The increase was largely in line with the increase in revenue.

Other income and gains amounted to HK$2,288,000 for the Year, an increase of HK$1,151,000 compared with HK$1,137,000 in 2009. The increase was mainly attributable to the increase in bank interest income as a result of the increase in average cash and bank balances and the recognition of income for equipment rental of HK$828,000 during the Year.

Selling and distribution costs, mainly the trucking, barging and ocean freight costs which rose as a result of higher sales of logs and forestry products, increased to HK$6,519,000 for the Year from HK$4,731,000 in 2009. There was no significant fluctuation in the selling and distribution costs as a percentage of revenue for the Year.

Administrative expenses increased by HK$8,222,000 to HK$50,043,000 for the Year. The increase reflected the Company's expansion in its hiring of experienced staff in order to facilitate the Company's growth plans. The increase in professional fees was primarily attributable to services rendered to support the Company's global expansion, compliance services for certain corporate activities and the increase in rental and other expenses resulting from the relocation of the Company's corporate head office in Hong Kong during the Year.

Other operating expenses mainly represented share option expenses of HK$13,868,000 (2009: HK$24,334,000), provision for slow moving and obsolete inventories of HK$5,564,000 (2009: Nil) and impairment of property, plant and equipment of HK$2,328,000 (2009: Nil). The remaining expenses recorded in the Year mainly represented costs and expenses incurred in optimizing the layout of the log yard, ramping up the existing sawmill and improving the general living facilities at the Company's forest camp and staff quarters in Apura, Suriname.

Finance costs of HK$14,778,000 (2009: HK$20,883,000) represented the interest expenses incurred for the convertible bonds with a total principal amount of HK$237,000,000 issued in November 2007 (the "Old Convertible Bonds") and the convertible notes with a total principal amount of approximately HK$195,000,000 (equivalent to US$25,000,000) issued in August 2010 (the "New Convertible Notes"). The significant decrease in finance costs was mainly attributable to the net effect of a decrease in the effective interest rate of the Old Convertible Bonds from 10.01% to 4% per annum pursuant to the new terms of the supplemental agreement entered into between the Company and the holders of the Old Convertible Bonds on 8 November 2009, whereas the effective interest rate of the New Convertible Notes was approximately 11.2% per annum.

The share of results of an associate recorded a loss of HK$1,667,000 (2009: HK$1,725,000) reflecting our share of the operational loss of the associate. The associate was fully disposed of in September 2010.

2010 was a year of fundamental, corporate and strategic change and we expect this to create a financial impact in the years to come. The Company has already started to make consideration improvements, as evidenced by the decrease in the loss attributable to the equity holders of the Company for the Year to HK$78,784,000 compared with HK$86,247,000 for 2009.

LIQUIDITY AND FINANCIAL REVIEW

The Group's liquidity position is strong. As at 31 December 2010, the Group's current assets and current liabilities were HK$627,735,000 and HK$33,292,000, respectively (2009: HK$52,096,000 and HK$28,778,000, respectively), of which the Group maintained cash and bank balances of approximately HK$612,784,000 (2009: HK$40,916,000) with no outstanding bank borrowings (2009: Nil). Accordingly, the Group had no gearing, which was calculated on the basis of bank and other borrowings as a percentage of equity attributable to equity holders of the Company (2009: Nil).

In August 2010, two subscription agreements were completed. Firstly, the Company entered into a share subscription agreement with Sino-Capital, a wholly owned subsidiary of Sino-Forest, pursuant to which Sino-Capital agreed to subscribe for 230,000,000 new ordinary shares of the Company at a subscription price of HK$1.82 per share for a total cash consideration of HK$418,600,000 ("Share Subscription"). The Company also entered into a convertible notes subscription agreement which Greater Sino Holdings Limited ("Greater Sino") agreed to subscribed for New Convertible Notes at an aggregate principal amount of US$25 million. The New Convertible Notes can be converted into ordinary shares of the Company at the initial conversion price of HK$2.002 per conversion share. Assuming full conversion, the New Convertible Notes can be converted into 97,077,922 ordinary shares of the Company.

In September 2010, conversion notices were received from the holders of the Old Convertible Bonds to convert the entire HK$237,000,000 Old Convertible Bonds at the conversion price of HK$2 per conversion share. Upon conversion of the entire Old Convertible Bonds, 118,500,000 new ordinary shares were issued, of which 106,154,150 ordinary shares were ultimately held by Sino-Forest.

As at 31 December 2010, there were 681,149,152 ordinary shares of the Company in issue.

The Group adopts conservative treasury policies in cash and financial management. Cash is generally placed in short-term deposits mostly denominated in U.S. dollars and Hong Kong dollars. The Group's liquidity and financing requirements are reviewed regularly. The Group will continue to maintain a strong capital structure when financing new investments.

The Group has limited exposure to foreign exchange fluctuation risks as most of its sales are denominated in US dollars, to which the Hong Kong dollar is pegged and being the same currency in which the Group's majority costs and expenses incurred overseas are denominated. The Board considered that the recent depreciation of the US dollars will not have material impact to the Group. During the Year, the Group did not use any financial instruments for hedging purposes and the Group did not have any hedging instruments outstanding as at 31 December 2010. However, we will continue to monitor closely all possible exchange rate risk arising from the Group's existing operation and new investments in future and will implement the necessary hedging arrangement to mitigate any significant foreign exchange risk.

PROSPECTS

China's resilience through the financial crisis as well as its projected 7% annual GDP growth over the next 15 years are representative of China's recent decade-long urbanization and consumer boom placing greater demand on construction and infrastructure growth. In China's recently announced 12th Five-Year Plan (2011-2015), China's central government objective to make China less dependent on exports and more focused on domestic consumer spending, with the aim to bridge the gap between rural and urban societies. It is expected by the Ministry of Housing and Urban Development that over 300 million Chinese now living in rural areas will move to the cities between 2010 to 2025. This has spurred the new target to build 15.4 million social housing units by 2012 and over 200 new rural cities by 2025.

Driven by an increasing demand in new housing and wooden end products, China's demand for wood fiber in construction and products such as furniture and paneling has seen large increases. Despite the rising demand, China's domestic supply of forests and wood fiber is limited leading to China's recent import of almost 25 million cubic meters of softwood logs in 2010, which was equivalent to one third of the world's global imports. China's wood deficit has progressively increased and is currently at approximately 100 million cubic meters per year. This is expected to reach 150 million cubic meters by 2015 and creates a substantial opportunity for the Company. The Directors believe that China's strong demand for its products will continue to be driven by the country's increasing wood deficit, the Company's ability to access Sino-Forest's distribution and sales and marketing network in China and the Company's supply of high quality sustainable hard and softwood.

As Sino-Forest's international acquisition vehicle for sustainable and profitable forestry assets, the Company will continue to grow and expand both its existing operations as well as in other regions around the world. On 7 January 2011, the Company announced that it had entered into a sale and purchase agreement with Sino-Forest and Sino-Capital, pursuant to which Sino-Capital has conditionally agreed to sell and the Company has conditionally agreed to purchase all the issued share capital of Mega Harvest that through its subsidiaries owns a radiate pine plantation in New Zealand with approximately 13,000 hectares of freehold land with a net harvestable area of approximately 11,000 hectares in New Zealand's Mangakahia Forest ("Mangakahia"). Mangakahia has a standing stock of 5.6 million cubic meters of mature and fast-growing radiata pine. Upon completion of the transaction, the Company can diversify its portfolio of tropical hardwood in South America with sustainable plantations in New Zealand which will strengthen the Company's ability to service the growing timber deficit in China. It is expected that Mangakahia will immediately bring positive contributions to the Company's cashflow.

On 1 March 2011, the Company also announced it had acquired a controlling 60% equity interest in Vista Marine Services N.V. ("Vista"), a private company based in Suriname that controls certain harvesting and logging rights to 128,000 hectares of hardwood concession. The concession is located in the Sipalawini district of Suriname, South America, bordering Lake Brokopondo with an estimated annual allowable cut of approximately 100,000 cubic meters. This transaction increases the Company's concessions under management in Suriname to approximately 312,000 hectares. While the cost of this acquisition is not material to the Company as a whole, the Company is optimistic about the prospects of Vista and the positive impact that it will bring. Vista will be rebranded as part of the Group and its headquarters will be combined with the current Greenheart Resources Holdings Limited headquarters to serve as the new Greenheart headquarters for Suriname. This acquisition further advances the Group's positioning as the leading and largest forestry concession owner in Suriname as well as its good of becoming a global agri-forestry company.

The Company is committed to become a responsible growth company that actively seeks sustainable and profitable global assets. With the backing of Sino-Forest, an experienced board and management and a strong financial position, the Company is well-poised to expand its global footprint and enjoys a strong pipeline of focused assets which are both sustainable and profitable. The Company will make further announcements in relation to the progress of any potential investment opportunities as and when deemed necessary and appropriate by the Directors, to ensure it is in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the " Listing Rules").

The Directors believe that the core foundation of the Company has now been set and 2011 will be the year of profitable investment and sustainable preservation. With the support of our parent company, Sino-Forest, and our shareholders, and through the implementation of our planned business development, we are confident that we can achieve our global vision of becoming a leading, responsible and sustainable forestry company.

DIVIDENDS

The Directors do not recommend the payment of any dividends in respect of the year ended 31 December 2010.

CAPITAL EXPENDITURE

During the year ended 31 December 2010, the Group spent approximately HK$13,727,000 (2009: approximately HK$2,630,000) on acquisition of property, plant and equipment.

CONTINGENT LIABILITIES

As at 31 December 2010, the Group did not have any significant contingent liabilities (2009: Nil).

SHARE OPTION SCHEME

As at 31 December 2010, there were share options for 38,343,560 ordinary shares of HK$0.01 each in the share capital of the Company granted by the Company pursuant to the Share option scheme, as adopted by the shareholders of the Company on 22 March 2002, which were valid and outstanding. 1,250,000 Share options lapsed during the year ended 31 December 2010.

EMPLOYMENT AND REMUNERATION POLICY

As at 31 December 2010, the number of employees of the Group was about 163. Employees' cost (including Directors' emoluments) amounted to approximately HK$41,310,000 for the year ended 31 December 2010. Remuneration of the employees includes salary and discretionary bonus which is based on the Group's results and individual performance. Medical and retirement benefits schemes are made available to all levels of personnel.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") currently comprises three independent non-executive Directors, namely Mr. Wong Che Keung Richard (Chairman of the Audit Committee), Mr. Tong Yee Yung Joseph, and Mr. Wong Kin Chi. The members of the Audit Committee have reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters of the Group. The Audit Committee has reviewed and discussed with management and external auditors the consolidated financial statements of the Group for the year ended 31 December 2010.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance. The Company has complied with all the code provisions set out in the Code of Corporate Governance Practices contained in Appendix 14 to the Listing Rules throughout the year ended 31 December 2010. The Board continues to review its practices from time to time with an aim to improve the Group's corporate governance practices so as to meet international best practice.

COMPLIANCE WITH THE MODEL CODE SET OUT IN APPENDIX 10 TO THE LISTING RULES

The Company has adopted a code of conduct regarding securities transactions by Directors ("Code of Conduct") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules ("the Code") and the Company has made specific enquiry of all Directors that they have complied with the required standard set out in the Code and the Code of Conduct for the year ended 31 December 2010.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 December 2010, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

FORWARD LOOKING STATEMENTS

This announcement contains forward looking statements with respect to the financial conditions, results of operations and business of the Group. These forward looking statements represent the Company's expectations or beliefs concerning future events and involve known and unknown risks and uncertainty that could cause actual results, performance or events to differ materially from those expressed or implied in such statements.

APPRECIATION

The Group's success depended on all our staff's commitment, dedication and professionalism. On behalf of the Board, I would like to thank every staff for their diligence and dedication. I would also take this opportunity to express my sincere appreciation to our shareholders, clients and suppliers for their continuous and valuable support.

By Order of the Board
Greenheart Group Limited
W. Judson Martin
President, CEO & Executive Director

Hong Kong, 14 March 2011

As at the date hereof, the Board comprises two executive Directors, namely, Messrs. W. Judson Martin and Hui Tung Wah Samuel, two non-executive Directors, namely, Messrs. Chan Tak Yuen Allen and Simon Murray, and three independent non-executive Directors, namely, Messrs. Wong Che Keung Richard, Tong, Yee Yung Joseph and Wong Kin Chi.

Website: http://www.greenheartgroup.com (former website: http://www.omnicorplimited.com)