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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular appears for information only and does not constitute an invitation or offer to shareholders or any other persons to acquire, purchase, or subscribe for securities of the Company.

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# Sustainable Forest Holdings Limited

永保林業控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code: 723)

- (I) PROPOSED SHARE OPEN OFFER ON THE BASIS OF ONE (1) OFFER SHARE FOR EVERY TEN (10) SHARES HELD ON THE RECORD DATE WITH SHARE BONUS ISSUE ON THE BASIS OF FIVE (5) BONUS SHARES FOR EVERY OFFER SHARE SUBSCRIBED;**
- (II) PROPOSED CONVERTIBLE PREFERRED SHARE OPEN OFFER ON THE BASIS OF ONE (1) OFFER CONVERTIBLE PREFERRED SHARE FOR EVERY TEN (10) CONVERTIBLE PREFERRED SHARES HELD ON THE RECORD DATE WITH CONVERTIBLE PREFERRED SHARE BONUS ISSUE ON THE BASIS OF FIVE (5) BONUS CONVERTIBLE PREFERRED SHARES FOR EVERY OFFER CONVERTIBLE PREFERRED SHARE SUBSCRIBED;**
- (III) PROPOSED GRANT OF SPECIFIC MANDATE TO ISSUE SHARES AND POSSIBLE CONNECTED TRANSACTION;**
- AND**
- (IV) NOTICE OF THE SGM**

**Independent Financial Adviser to the Independent Board Committee,  
the Independent Shareholders and the CT Independent Shareholders**

**VEDA | CAPITAL**  
**智 略 資 本**

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A letter from the Board is set out on pages 13 to 45 of this circular.

A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders and the CT Independent Shareholders is set out on pages 46 to 47 of this circular. A letter from Veda Capital Limited, the independent financial adviser to the Independent Board Committee, the Independent Shareholders and the CT Independent Shareholders, containing its advice in respect of the Open Offers and the Possible Share Issue is set out on pages 48 to 66 of this circular. A notice convening the SGM to be held at 20/F, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong on Friday, 4 April 2014 at 11:00 a.m. is set out on pages SGM-1 to SGM-4 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Share Registrar, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (to be moved to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) as soon as practicable but in any event not later than 48 hours before the time appointed for holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish and in such case, the form of proxy shall be deemed to be revoked. The Shares will be dealt in on an ex-rights basis from Tuesday, 8 April 2014. It is expected that the conditions referred to in the section headed "Conditions of the Underwriting Agreement" in this circular are to be fulfilled on or before 4:00 p.m. on Thursday, 8 May 2014. If the conditions referred to in that section are not fulfilled, the Underwriting Agreement shall terminate and the Open Offers will not proceed.

It should be noted that the Underwriting Agreement contains provisions entitling the Underwriters by notice in writing to the Company at any time prior to 4:00 p.m. on the Latest Time for Termination to terminate their obligations under the Underwriting Agreement on the occurrence of certain events including force majeure. These events are set out under the section headed "Termination of the Underwriting Agreement" on pages 11 to 12 of this circular. Upon the delivery of the notice of termination, all obligations of the Underwriters under the Underwriting Agreement shall cease and determine and no party shall have any claim against the other in respect of any matter or thing arising out of or in connection with the Underwriting Agreement provided that the Company shall remain liable to pay to the Underwriters the expenses in connection with the Open Offers. If the Underwriters exercise such right, the Open Offers will not proceed.

\* for identification purposes only

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Expected timetable</b> .....	9
<b>Termination of the Underwriting Agreement</b> .....	11
<b>Letter from the Board</b> .....	13
<b>Letter from the Independent Board Committee</b> .....	46
<b>Letter from the Independent Financial Adviser</b> .....	48
<b>Appendix I – Financial information of the Group</b> .....	I-1
<b>Appendix II – Unaudited pro forma financial information of the Group</b> .....	II-1
<b>Appendix III – General information</b> .....	III-1
<b>Notice of the Special General Meeting</b> .....	SGM-1

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## DEFINITIONS

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

“2013 General Mandate”	the general mandate of the Company granted at the annual general meeting held on 5 February 2013
“acting in concert”	has the same meaning ascribed to it in the Takeovers Code
“Application Form(s)”	the Share Application Form(s) and the CPS Application Form(s)
“associate(s)”	has the same meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Bonus CPS”	in respect of the CPS Open Offer, the bonus CPS to be allotted and issued (for no additional payment) upon the allotment and issue of the Offer CPS on the basis of five (5) bonus CPS for every one (1) Offer CPS taken up under the CPS Open Offer subject to the terms and conditions as set out in the Prospectus Documents
“Bonus CPS Conversion Share(s)”	new Shares to be allotted and issued on the exercise of the conversion rights attaching to the Bonus CPS
“Bonus Shares”	in respect of the Share Open Offer, the Shares to be allotted and issued (for no additional payment) upon the allotment and issue of the Offer Shares on the basis of five (5) Shares for every one (1) Offer Share taken up under the Share Open Offer subject to the terms and conditions as set out in the Prospectus Documents
“Business Day”	a day (excluding Saturday and other general holidays in Hong Kong and any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning is hoisted or remains hoisted or in effect between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business
“BVI”	British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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## DEFINITIONS

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“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong and the Companies (Winding Up & Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong
“Company”	Sustainable Forest Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 723)
“Completion”	completion of the Open Offers
“connected person(s)”	has the same meaning ascribed to it in the Listing Rules
“CPS(s)”	convertible preferred shares of HK\$0.01 each in the share capital of the Company, carrying the rights for conversion into Shares at a ratio of one convertible preferred share to 0.03125 Share
“CPS Application Form(s)”	the form(s) of application in respect of the CPS Open Offer to be issued to the Qualifying CPS Holders
“CPS Bonus Issue”	in respect of the CPS Open Offer, the issue of the Bonus CPS pursuant to the terms and conditions to be set out in the Prospectus Documents
“CPS Holder(s)”	holder(s) of the CPS(s)
“CPS Open Offer”	the proposed issue of the Offer CPS at the subscription price of HK\$0.01 on the basis of one (1) Offer CPS for every ten (10) CPS held on the Record Date to the Qualifying CPS Holders upon the terms and conditions as described in this circular
“CPS Warrant(s)”	the CPS warrant(s) of the Company entitling the holders thereof to subscribe for fully paid CPS at the subscription price of HK\$0.0100125 at any time between the date of issue and the date immediately preceding the date falling on the fifth anniversary of the date of issue of such warrants (both days inclusive)
“CT Independent Shareholder(s)”	Shareholder(s) other than those who are interested in the Possible Share Issue

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## DEFINITIONS

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“Director(s)”	director(s) of the Company
“Excluded CPS Holder(s)”	the Overseas CPS Holders in respect of whom the Directors, based on legal opinions provided by the relevant legal advisers, consider it necessary or expedient not to offer the Offer CPS (with Bonus CPS) to such Overseas CPS Holders on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Excluded Shareholder(s)”	the Overseas Shareholder(s) in respect of whom the Directors, based on legal opinions provided by the relevant legal advisers, consider it necessary or expedient not to offer the Offer Shares (with Bonus Shares) to such Overseas Shareholder(s) on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“February Open Offers”	collectively, the open offer in respect of the Shares on the basis of one (1) offer share for six (6) Share together with one bonus warrants for every offer shares subscribed, and the open offer in respect of the CPS on the same basis as that of the aforesaid open offer, as proposed in the announcement of the Company dated 21 February 2013
“Grant of Specific Mandate”	the proposed grant of a specific mandate to allot and issue the Share Warrant Conversion Shares
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board comprising all independent non-executive Directors formed for the purpose of advising (i) the Independent Shareholders on the Open Offers; and (ii) the CT Independent Shareholders on the Possible Share Issue

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## DEFINITIONS

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“Independent Financial Adviser”	Veda Capital Limited, a corporation licensed under the SFO to conduct type 6 (advising on corporate finance) regulated activity as defined under the SFO, being the independent financial adviser to the Independent Board Committee, the Independent Shareholders and the CT Independent Shareholders
“Independent Shareholder(s)”	the Shareholder(s), other than the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates, who are not involved in, nor interested in, the Underwriting Agreement
“July Open Offers”	collectively, the open offer in respect of the Shares on the basis of one (1) offer share for twelve (12) Shares together with eleven (11) bonus shares for every offer share subscribed, and the open offer in respect of the CPS on the same basis as that of the aforesaid open offer, as proposed in the announcement of the Company dated 5 July 2013
“Last Trading Day”	Thursday, 27 February 2014, being the last trading day on which the Company and the Underwriters entered into the Underwriting Agreement
“Latest Practicable Date”	18 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Latest Time for Acceptance”	4:00 p.m. on Monday, 5 May 2014 or such later time to be agreed in writing between the Company and the Underwriters, being the latest time for application of the Open Offers
“Latest Time for Termination”	4:00 p.m. on Thursday, 8 May 2014 or such later time to be agreed in writing between the Company and the Underwriters, being the latest time for the Underwriters to terminate the Underwriting Agreement

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## DEFINITIONS

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“Listing Committee”	has the meaning attributed to that term in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“March Open Offers”	the open offers for the Shares and CPS as announced by the Company on 18 March 2013
“Ms. Zhou”	Ms. Zhou Jing, the chairman and an executive Director
“Offer CPS”	not more than 172,420,129 CPS, proposed to be offered to the Qualifying CPS Holders for subscription on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents
“Offer CPS Conversion Shares”	new Shares to be allotted and issued on the exercise of the subscription rights attaching to the Offer CPS
“Offer Share(s)”	not less than 139,173,247 new Shares and not more than 165,665,906 new Shares, proposed to be offered to the Qualifying Shareholders for subscription on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents
“Open Offers”	collectively, the Share Open Offer with the Share Bonus Issue and the CPS Open Offer with the CPS Bonus Issue
“Overseas CPS Holder(s)”	CPS Holder(s) whose name(s) appear(s) on the register of CPS Holders at the close of business on the Record Date and whose address(es) as shown on such register is(are) in a place(s) outside Hong Kong
“Overseas Letter”	a letter from the Company to the Excluded CPS Holders explaining the circumstances in which the Excluded CPS Holders are not permitted to participate in the CPS Open Offer
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register is(are) in a place(s) outside Hong Kong
“PRC”	The People’s Republic of China

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## DEFINITIONS

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“Pre-consolidated Share(s)”	ordinary shares of HK\$0.0533 each in the capital of the Company immediately prior to the completion of the Share Consolidation
“Possible Share Issue”	the possible allotment and issuance of new Shares to Ms. Zhou by the Company upon the exercise of the subscription rights under the Share Warrants held by Ms. Zhou, pursuant to the Grant of Specific Mandate
“Prospectus”	the prospectus to be issued by the Company to the Shareholders and CPS Holders containing details of the Open Offers
“Prospectus Documents”	the Prospectus and the Application Form(s)
“Prospectus Posting Date”	Wednesday, 16 April 2014, the tentative date of despatch of the Prospectus Documents, or such other date as the Underwriters may agree in writing with the Company for the despatch of the Prospectus Documents
“Qualifying CPS Holder(s)”	CPS Holder(s), other than the Excluded CPS Holders, whose name(s) appear(s) on the register of CPS Holders at the close of business on the Record Date
“Qualifying Shareholder(s)”	Shareholder(s), other than the Excluded Shareholders, whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date
“Record Date”	Monday, 14 April 2014, being the record date for determining the entitlements of the Shareholders and CPS Holders to participate in the Open Offers
“Sale and Purchase Agreement”	the sale and purchase agreement dated 5 December 2013 and entered into between Elite Sign Investments Limited (an indirect wholly-owned subsidiary of the Company, as the purchaser) and Mr. Ng Pui Wah (as the vendor) in respect of the acquisition of a 95% equity interests of Travel Inn Limited by Elite Sign Investments Limited at the consideration of HK\$1,180,000

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## DEFINITIONS

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“Settlement Date”	Friday, 9 May 2014 or such other date as may be agreed between the Company and the Underwriters in accordance with the relevant regulations or requirements, such date being the third Business Day after the Latest Time for Acceptance
“SGM”	the special general meeting of the Company to be convened and held to consider and approve, among other things, the Open Offers, the Grant of Specific Mandate and the Possible Share Issue
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Share Application Form(s)”	the form(s) of application in respect of the Share Open Offer to be issued to the Qualifying Shareholders
“Share Bonus Issue”	in respect of the Share Open Offers, the issue of the Bonus Shares pursuant to the terms and conditions to be set out in the Prospectus Documents
“Share Consolidation”	the consolidation of the ordinary share capital of the Company as announced on 5 July 2013
“Share Open Offer”	the proposed issue of the Offer Shares at the subscription price of HK\$0.32 on the basis of one (1) Offer Share for every ten (10) Shares held on the Record Date to the Qualifying Shareholders upon the terms and conditions as described in this circular
“Share Options”	the outstanding options to subscribe for 28,192,819 new Shares granted to the Directors, employees and consultants of the Group pursuant to the Share Option Scheme
“Share Option Scheme”	the share option scheme of the Company adopted on 27 November 2009
“Share Registrar”	the branch share registrar of the Company in Hong Kong, being Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (to be moved to Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 31 March 2014)

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## DEFINITIONS

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“Share Warrants”	the share warrant(s) of the Company entitling the holders thereof to subscribe for fully paid Shares at the initial subscription price of HK\$0.0534 (subsequently adjusted to HK\$0.3204 following the Share Consolidation became effective) at any time between the date of issue and the date immediately preceding the date falling on the fifth anniversary of the date of issue of such warrants (both days inclusive)
“Share Warrant Conversion Shares”	Shares to be allotted and issued upon the exercise of the subscription rights attaching to all the outstanding Share Warrants taking into account the adjustments to the subscription price following Completion and further applicable adjustments (if any) in accordance with the terms of the Share Warrants from time to time
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Underwriters”	Ocean Honor Limited and Head & Shoulders Securities Limited
“Underwriting Agreement”	the underwriting agreement dated 27 February 2014 entered into between the Company and the Underwriters in relation to the underwriting arrangement of the Open Offers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%” or “per cent.”	percentage or per centum

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## EXPECTED TIMETABLE

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*The expected timetable for the proposed Open Offers are set out below:*

2014

Despatch of circular with notice and proxy forms in relation to the SGM . . . . .	Thursday, 20 March
Latest time for return of proxy form of the SGM . . . . .	11:00 a.m. on Wednesday, 2 April
Expected date and time of the SGM . . . . .	11:00 a.m. on Friday, 4 April
Announcement of poll results of the SGM . . . . .	Friday, 4 April
Last day of dealing in Shares on a cum-rights basis . . . . .	Monday, 7 April
First day of dealing in Shares on an ex-rights basis . . . . .	Tuesday, 8 April
Latest time for lodging transfer of Shares and CPS in order to qualify for the Open Offers . . . . .	4:30 p.m. on Wednesday, 9 April
Register of members and CPS Holders of the Company closes (both days inclusive) . . . . .	Thursday, 10 April to Monday, 14 April
Record Date . . . . .	Monday, 14 April
Register of members and CPS Holders of the Company re-opens . . . . .	Tuesday, 15 April
Despatch of the Prospectus Documents . . . . .	Wednesday, 16 April
Latest time for acceptance of, and payment for the Offer Shares and the Offer CPS . . . . .	4:00 p.m. on Monday, 5 May
Open Offers expected to become unconditional . . . . .	Thursday, 8 May
Announcement of results of acceptance of the Open Offers . . . . .	Monday, 12 May

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## EXPECTED TIMETABLE

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Despatch of certificates for Offer Shares, Bonus Shares,  
Offer CPS and Bonus CPS. . . . . Tuesday, 13 May

Commencement of dealings in Offer Shares and  
Bonus Shares. . . . . Wednesday, 14 May

Designated broker starts to stand in the market  
to purchase and sell odd lots of Shares . . . . . 9:00 a.m. on Wednesday,  
14 May

Designated broker ceases to stand in the market  
to purchase and sell odd lots of Shares. . . . . 4:30 p.m. on Wednesday,  
4 June

Dates or deadlines specified in this circular refer to Hong Kong local times and dates and are indicative only and may be extended or varied by agreement between the Company and the Underwriters. Any changes to the expected timetable above will be published or the Shareholders and the CPS Holders will be notified otherwise as and when appropriate.

### **EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE OFFER SHARES AND OFFER CPS**

All times in this circular refer to Hong Kong time. If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on Monday, 5 May 2014:

- (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be postponed to 5:00 p.m. on the same Business Day; or
- (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

Under such circumstances, the dates mentioned in the expected timetable above (including, without limitation, the Latest Time for Termination) may be affected.

Dates or deadlines stated in this circular for events in the timetable are indicative only and may be extended or varied between the Company and the Underwriters. Any changes to the anticipated timetable for the Open Offers will be announced as and when appropriate.

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## TERMINATION OF THE UNDERWRITING AGREEMENT

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The Underwriters shall terminate the Underwriting Agreement by notice in writing to the Company served prior to the Latest Time for Termination if, prior to the Latest Time for Termination:

- (1) in the absolute opinion of the Underwriters, the success of the Open Offers would be materially and adversely affected by:
  - a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offers; or
  - b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - c) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
  - d) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - e) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
  - f) any suspension in the trading of the Company's securities on the Stock Exchange for a period of more than ten consecutive business days (as defined in the Listing Rules), excluding any suspension in connection with the clearance of the announcement of the Company dated 27 February 2014 or the Prospectus Documents or other announcements or circulars in connection with the Open Offers; or

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## TERMINATION OF THE UNDERWRITING AGREEMENT

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- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the absolute opinion of the Underwriters are likely to materially or adversely affect the success of the Open Offers or otherwise makes it inexpedient or inadvisable to proceed with the Open Offers; or
- (3) the Prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date thereof been publicly announced or published by the Company and which may in the absolute opinion of the Underwriters are material to the Group as a whole upon completion of the Open Offers and is likely to affect materially and adversely the success of the Open Offers.

The Underwriters shall be entitled by a notice in writing to rescind the Underwriting Agreement if, prior to the Latest Time for Termination:

- (i) any material breach of any of the warranties or undertakings contained in the relevant clause in the Underwriting Agreement comes to the knowledge of the Underwriters; or
- (ii) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the relevant clause in the Underwriting Agreement untrue or incorrect in any material respect.

**If the Underwriters exercise such right, the Open Offers will not proceed.**

### WARNING OF THE RISKS OF DEALING IN THE SHARES

**The Open Offers are conditional, *inter alia*, upon the fulfillment (or waiver, if applicable) of the conditions set out in the section headed “Conditions of the Open Offers” in the letter from the Board. The Open Offers are therefore subject to the Underwriting Agreement having become unconditional and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof as set out in the paragraph headed “Termination of the Underwriting Agreement” above.**

**Accordingly, the Open Offers may or may not proceed. Shareholders and potential investors of the Company should therefore exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

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## LETTER FROM THE BOARD

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# Sustainable Forest Holdings Limited

永保林業控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code: 723)

*Executive Directors:*

Ms. ZHOU Jing (Chairman)  
Mr. MUNG Wai Ming

*Independent non-executive Directors:*

Mr. William Keith JACOBSEN  
Mr. WU Wang Li  
Mr. NG Wai Hung

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton, HM 11  
Bermuda

*Principal place of business  
in Hong Kong:*

Suites No. 302-305,  
3rd Floor, Sino Plaza,  
255-257 Gloucester Road,  
Causeway Bay,  
Hong Kong

20 March 2014

*To the Shareholders, and for information only,  
the CPS Holders*

Dear Sir/Madam,

- (I) PROPOSED SHARE OPEN OFFER ON THE BASIS OF  
ONE (1) OFFER SHARE FOR EVERY TEN (10) SHARES HELD ON  
THE RECORD DATE WITH SHARE BONUS ISSUE ON THE BASIS OF  
FIVE (5) BONUS SHARES FOR EVERY OFFER SHARE SUBSCRIBED;**
- (II) PROPOSED CONVERTIBLE PREFERRED SHARE OPEN OFFER ON THE BASIS OF  
ONE (1) OFFER CONVERTIBLE PREFERRED SHARE FOR EVERY  
TEN (10) CONVERTIBLE PREFERRED SHARES HELD ON THE  
RECORD DATE WITH CONVERTIBLE PREFERRED SHARE BONUS ISSUE  
ON THE BASIS OF FIVE (5) BONUS CONVERTIBLE PREFERRED SHARES  
FOR EVERY OFFER CONVERTIBLE PREFERRED SHARE SUBSCRIBED;**
- (III) PROPOSED GRANT OF SPECIFIC MANDATE TO ISSUE SHARES AND  
POSSIBLE CONNECTED TRANSACTION;**
- AND**
- (IV) NOTICE OF THE SGM**

### INTRODUCTION

Reference is made to the Company's announcement dated 27 February 2014 in which the Board announced the proposal to raise not less than approximately HK\$44.5 million and not more than approximately HK\$53.0 million before expenses by way of the Share Open Offer and not more than approximately HK\$1.7 million before expenses by way of the CPS Open Offer.

\* for identification purposes only

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## LETTER FROM THE BOARD

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The Share Open Offer is available to the Qualifying Shareholders on the basis of one (1) Offer Share for every ten (10) existing Shares held on the Record Date with an issue of Bonus Shares on the basis of five (5) Bonus Shares for every Offer Share subscribed. The CPS Open Offer is available to the Qualifying CPS Holders on the same basis as the Share Open Offer with an issue of Bonus CPS on the basis of five (5) Bonus CPS for every Offer CPS subscribed.

As at the Latest Practicable Date, the Company had 1,391,783,513 issued Shares, 1,508,676,131 issued CPS, 215,525,161 CPS Warrants, 182,801,443 Share Warrants and 28,192,819 Share Options. Accordingly, not less than 139,178,351 Offer Shares and not more than 165,665,906 Offer Shares and not more than 172,420,129 Offer CPS, together with not less than 695,891,775 Bonus Shares and not more than 828,329,530 Bonus Shares and not more than 862,100,645 Bonus CPS, are expected to be allotted and issued by the Company under the Open Offers.

In addition, based on preliminary assessment of the Company, the Company notes that the subscription price and the number of Shares to be allotted and issued upon exercise of the subscription rights attaching to the outstanding Share Warrants would be adjusted pursuant to the terms and conditions of the Share Warrants as a result of the Open Offers. In such circumstances, the adjusted number of conversion Shares to be issued under the outstanding Share Warrants, together with the number of conversion Shares to be issued upon the exercise of the Then Offer CPS (as defined below) and the Then Bonus CPS (as defined below, together with the Then Offer CPS, will remain unchanged as a result of the Open Offers), are expected to exceed the total number of new Shares originally authorised and available to be issued under the 2013 General Mandate. In view of the above, an ordinary resolution will be proposed at the SGM to approve the Grant of Specific Mandate to allot and issue the Share Warrant Conversion Shares.

As at the Latest Practicable Date, Ms. Zhou, being an executive Director, is currently one of the Share Warrant holders holding 170,893,099 Shares Warrants in aggregate nominal value of HK\$54,754,149.13 (representing approximately 93.5% of the total outstanding Share Warrants) as at the Latest Practicable Date. Accordingly, Ms. Zhou is a connected person of the Company and the Possible Share Issue will constitute a connected transaction under Chapter 14A of the Listing Rules and is subject to the approval by the CT Independent Shareholders at the SGM.

The Independent Board Committee, comprising all the independent non-executive Directors, has been established by the Company to advise (i) the Independent Shareholders as to whether the terms of the Open Offers are fair and reasonable and on how to vote on the relevant resolution(s) at the SGM; and (ii) the CT Independent Shareholders as to whether the terms of the Possible Share Issue are fair and reasonable and on how to vote on the relevant resolution(s) at the SGM, taking into account the recommendations of the independent financial adviser. Veda Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee, the Independent Shareholders and the CT Independent Shareholders in these regards.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with, among other things, (i) further details about the Open Offers, the Grant of Specific Mandate and the Possible Share Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Open Offers, and to CT Independent Shareholders in respect of the Possible Share Issue; (iii) a letter of advice from the Independent Financial Adviser; (iv) the financial information of the Group; and (v) a notice convening the SGM.

### PROPOSED OPEN OFFERS

#### Issue statistics of Share Open Offer

Basis of the Share Open Offer and Share Bonus Issue:	One (1) Offer Share for every ten (10) Shares held on the Record Date and payable in full upon application with five (5) Bonus Shares for every Offer Share allotted and issued
Number of Shares in issue as at the Latest Practicable Date:	1,391,783,513 Shares
Number of new Shares to be issued upon full exercise of the Share Options ( <i>Note 1</i> ):	28,192,819 Shares
Number of new Shares to be issued upon full exercise of the Share Warrants ( <i>Note 2</i> ):	182,801,443 Shares
Number of new Shares to be issued upon full exercise of the CPS ( <i>Note 3</i> ):	53,881,289 Shares
Maximum number of Shares in issue assuming full exercise of the Share Options, full conversion of the Share Warrants into Shares, full conversion of CPS Warrants into CPS and full conversion of the CPS (including those CPS as a result of the conversion of the CPS Warrants) into Shares:	1,656,659,064 Shares

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## LETTER FROM THE BOARD

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Minimum number of Offer Shares:	139,178,351 Shares
Aggregate nominal value of minimum number of Offer Shares:	HK\$1,391,783.51
Minimum number of Bonus Shares:	695,891,755 Shares
Aggregate nominal value of minimum number of Bonus Shares:	HK\$6,958,917.55
Maximum number of Offer Shares:	165,665,906 Shares
Aggregate nominal value of maximum number of Offer Shares:	HK\$1,656,659.06
Maximum number of Bonus Shares:	828,329,530 Shares
Aggregate nominal value of maximum number of Bonus Shares:	HK\$8,283,295.30
Subscription price:	HK\$0.32
Enlarged issued ordinary share capital of the Company immediately upon Completion:	Not less than 2,226,853,619 Shares but not more than 2,650,654,500 Shares
Amount raised before expenses:	Not less than approximately HK\$44.5 million and not more than approximately HK\$53.0 million

*Notes:*

1. As at the Latest Practicable Date, the Company has 28,192,819 outstanding Share Options entitling the holders to subscribe for 28,192,819 Shares pursuant to the Share Option Scheme.
2. As at the Latest Practicable Date, the Company has 182,801,443 outstanding Share Warrants entitling the holders to subscribe for 182,801,443 Shares.
3. As at the Latest Practicable Date, the Company has (i) 215,525,161 CPS Warrants entitling the holders to subscribe for 215,525,161 CPS, which entitles the holders to convert into 6,735,161 Shares at a ratio of one CPS to 0.03125 Share and (ii) 1,508,676,131 outstanding CPS entitling the holders to convert into 47,146,128 Shares at a ratio of one CPS to 0.03125 Share. Save for the Share Options, the Share Warrants, the CPS Warrants and the CPS, the Company has no other outstanding options, warrants, derivatives or convertible securities in issue which confer any rights to subscribe for, convert or exchange into the Shares as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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Assuming no exercise of the Share Options, no conversion of the Share Warrants into Shares and no conversion of the CPS into Shares on or before the Record Date, the minimum number of Offer Shares and Bonus Shares in aggregate of 835,070,106 Shares represents (i) approximately 60% of the issued ordinary share capital of the Company immediately prior to Completion; and (ii) approximately 37.5% of the issued ordinary share capital of the Company as enlarged by the allotment and issue of the Offer Shares and Bonus Shares upon Completion.

Assuming full exercise of the Share Options, full conversion of the Share Warrants into Shares, full conversion of CPS Warrants into CPS and full conversion of the CPS (including those CPS as a result of the conversion of the CPS Warrants) into Shares on or before the Record Date, the maximum number of Offer Shares and Bonus Shares in aggregate of 993,995,436 Shares represents (i) approximately 60.0% of the issued ordinary share capital of the Company as enlarged by those Shares allotted and issued as a result of the full conversion of the Share Options, the Share Warrants and the CPS (including those CPS as a result of the full conversion of the CPS Warrants) immediately prior to Completion; and (ii) approximately 37.5% of the issued ordinary share capital of the Company as further enlarged by the allotment and issue of the Offer Shares and Bonus Shares upon Completion.

### Issue statistics of CPS Open Offer

Basis of the CPS Open Offer and CPS Bonus Issue:	One (1) Offer CPS for every ten (10) existing CPS held on the Record Date and payable in full upon application with five (5) Bonus CPS for every Offer CPS allotted and issued
Number of CPS as at the Latest Practicable Date:	1,508,676,131 CPS
Number of CPS converted upon exercise of all CPS Warrants ( <i>Note 1</i> ):	215,525,161 CPS
Maximum number of Offer CPS:	Not more than 172,420,129 CPS
Nominal value of maximum number of Offer CPS:	Not more than HK\$1,724,201.29
Maximum number of Bonus CPS:	Not more than 862,100,645 CPS
Nominal value of maximum number of Bonus CPS:	Not more than HK\$8,621,006.45

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## LETTER FROM THE BOARD

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Minimum number of CPS upon Completion:	0 ( <i>Note 2</i> )
Maximum number of CPS upon Completion:	2,758,722,066 CPS
Number of new Shares to be issued upon full conversion of the Offer CPS and the Bonus CPS ( <i>Note 3</i> ):	Not more than 32,328,774 Shares

*Notes:*

1. As at the Latest Practicable Date, the Company has 215,525,161 CPS Warrants entitling the holders to subscribe for 215,525,161 CPS, which entitles the holders to convert into 6,735,161 Shares at a ratio of one CPS to 0.03125 Share.
2. In the event that all the CPS Holders exercised their rights to convert the CPS into Shares prior to the Record Date, no CPS Open Offer will be made by the Company.
3. The CPS will be converted into Shares at a ratio of one CPS to 0.03125 Share.

Assuming no conversion of the CPS Warrants into CPS and no conversion of the CPS into Shares on or before the Record Date, the number of Offer CPS and bonus CPS in aggregate of 905,205,678 CPS represents (i) approximately 60.0% of the issued CPS as at the Latest Practicable Date; and (ii) approximately 37.5% of the issued CPS as enlarged by the allotment and issue of the Offer CPS and Bonus CPS upon Completion.

Assuming full conversion of the CPS Warrants into CPS but no conversion of the CPS (including those CPS as a result of the conversion of the CPS Warrants) into Shares on or before the Record Date, the maximum number of Offer CPS and Bonus CPS in aggregate of 1,034,520,774 CPS represents (i) approximately 68.6% of the issued CPS as at the Latest Practicable Date; (ii) approximately 60% of the issued CPS as enlarged by the allotted and issued CPS as a result of the full conversion of the CPS Warrants; and (iii) approximately 37.5% of the issued CPS as enlarged by the allotted and issued CPS as a result of the full conversion of the CPS Warrants, and the allotment and issue of the Offer CPS and Bonus CPS upon Completion.

In the event that all the CPS Holders exercised their rights to convert the CPS into Shares prior to the Record Date, no CPS Open Offer will be made by the Company.

As at the Latest Practicable Date, save for the outstanding Share Options, Share Warrants, CPS Warrants and CPS as mentioned above, the Company had no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares and rights over Shares.

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## LETTER FROM THE BOARD

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### **Basis of assured entitlement**

The basis of the assured allotment for the Share Open Offer shall be one (1) Offer Share for every ten (10) Shares held by the Qualifying Shareholders on the Record Date.

The basis of the assured allotment for the CPS Open Offer shall be one (1) Offer CPS for every ten (10) existing CPS held by the Qualifying CPS Holders on the Record Date.

Application for all or any part of a Qualifying Shareholder's assured allotment should be made by completing the Share Application Form and lodging the same with the remittance for the Offer Shares being applied for.

Application for all or any part of a Qualifying CPS Holder's assured allotment should be made by completing the CPS Application Form and lodging the same with the remittance for the Offer CPS being applied for.

### **Subscription price of the Offer Shares and the Offer CPS**

The subscription price of the Offer Shares of HK\$0.32 each and that of the Offer CPS of HK\$0.01 each is payable in full upon application of the relevant assured allotment of the Offer Shares and the Offer CPS respectively. Taking into account the conversion ratio of one CPS to 0.03125 Share, the subscription price of the Offer CPS per Share to be converted thereunder is equivalent to the subscription price of the Offer Shares (i.e. HK\$0.32 each).

The subscription price per Offer Share and Offer CPS was determined after arm's length negotiations between the Company and the Underwriters with reference to funding needs of the Company, the current market price of the Shares, par value of the Shares and the CPS, and prevailing market condition. The Directors consider that the discount would encourage the Qualifying Shareholders and the Qualifying CPS Holders to participate in the Open Offers, which would enable the Qualifying Shareholders and Qualifying CPS Holders to maintain their respective shareholdings in the Company and participate in the future growth of the Group. The Directors consider the terms of the Open Offers, including the subscription price per Offer Share and Offer CPS, to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The subscription price of HK\$0.32 per Offer Share represents:

- (i) a premium of approximately 116.2% to the closing price of HK\$0.148 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a premium of approximately 113.3% over the closing price of HK\$0.150 per Share as quoted on the Stock Exchange on the Last Trading Day;

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## LETTER FROM THE BOARD

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- (iii) a premium of approximately 113.3% over the average closing price of approximately HK\$0.150 per Share for the last five (5) trading days as quoted on the Stock Exchange up to and including the Last Trading Day;
- (iv) a premium of approximately 113.3% over the average closing price of approximately HK\$0.150 per Share for the last ten (10) trading days as quoted on the Stock Exchange up to and including the Last Trading Day; and
- (v) a premium of approximately 180.7% over the theoretical ex-entitlement price of approximately HK\$0.114 per Share calculated based on the closing price per Share of HK\$0.150 as quoted on the Stock Exchange on the Last Trading Day.

Taking into account the Bonus Shares, the effective subscription price of HK\$0.0533 each represents:

- (i) a discount of approximately 64.0% to the closing price of HK\$0.148 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 64.4% to the closing price of HK\$0.150 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 64.4% to the average closing price of approximately HK\$0.150 per Share for the last five (5) trading days as quoted on the Stock Exchange up to and including the Last Trading Day;
- (iv) a discount of approximately 64.4% to the average closing price of approximately HK\$0.150 per Share for the last ten (10) trading days as quoted on the Stock Exchange up to and including the Last Trading Day; and
- (v) a discount of approximately 53.2% to the theoretical ex-entitlement price of approximately HK\$0.114 per Share calculated based on the closing price per Share of HK\$0.150 as quoted on the Stock Exchange on the Last Trading Day.

### **Fractional entitlements to the Offer Shares and the Offer CPS**

Entitlements to the Offer Shares and the Offer CPS will be rounded down to the nearest whole number. Fractional entitlements to the Offer Shares and the Offer CPS will not be issued but will be aggregated and dealt with as Offer Shares or Offer CPS (as the case may be) not taken up in accordance with the Underwriting Agreement.

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## LETTER FROM THE BOARD

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### **Status of the Offer Shares, Offer CPS, the Bonus Shares, the Bonus CPS, the Offer CPS Conversion Shares and the Bonus CPS Conversion Shares**

Save that the Offer Shares will be entitled to the Bonus Shares, the Offer Shares, when allotted and fully paid, will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment of the Offer Shares.

Save that the Offer CPS will be entitled to the Bonus CPS, the Offer CPS, when allotted and fully paid, will rank *pari passu* in all respects with the CPS then in issue. The Bonus CPS, when allotted and fully paid, will rank *pari passu* in all respects with the CPS then in issue.

Holders of fully-paid Offer CPS and Bonus CPS will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment of the Offer CPS (or the Bonus CPS, as the case may be).

The Bonus Shares, the Offer CPS Conversion Shares and the Bonus CPS Conversion Shares, when allotted and fully paid, will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Bonus Shares, the Offer CPS Conversion Shares and the Bonus CPS Conversion Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment of the Bonus Shares, the Offer CPS Conversion Shares and the Bonus CPS Conversion Shares.

### **Specific mandate for Bonus Shares, Offer CPS Conversion Shares and Bonus CPS Conversion Shares**

The Bonus Shares, Offer CPS Conversion Shares and Bonus CPS Conversion Shares will be issued pursuant to a specific mandate to be sought at the SGM.

### **Application for listing**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Offer Shares, the Bonus Shares, the Offer CPS Conversion Shares and the Bonus CPS Conversion Shares.

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## LETTER FROM THE BOARD

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Subject to the granting of the listing of, and permission to deal in, the Offer Shares and the Bonus Shares on the Stock Exchange, the Offer Shares and the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares and the Bonus Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No application will be made for the listing of the CPS, the Offer CPS, the Bonus CPS or the CPS to be converted under the CPS Warrants on the Stock Exchange or any other stock exchange.

The Shares is currently traded in board lot of 30,000 Shares. Dealing in the Offer Shares and the Bonus Shares will also be in board lot of 30,000 Shares.

### **Qualifying Shareholders and Qualifying CPS Holders**

The Company will send the Prospectus Documents to the Qualifying Shareholders and the Qualifying CPS Holders only. For the Excluded Shareholders and Excluded CPS Holders, the Company will send copies of the Prospectus (without any Application Forms) to them for their information only.

To qualify for the Open Offers, a Shareholder or a CPS Holder must be registered as a member of the Company or a CPS Holder respectively at the close of business on the Record Date and must be a Qualifying Shareholder or Qualifying CPS Holder respectively.

In order to be registered as members of the Company or CPS Holders at the close of business on the Record Date, Shareholders or CPS Holders must lodge any transfers of Shares or CPS (together with the relevant certificates) with the Share Registrar or MUFG Fund Services (Bermuda) Limited (the agent appointed by the Company) respectively, for the relevant registration no later than 4:30 p.m. on Wednesday, 9 April 2014.

### **Closure of registers of members and CPS Holders**

The registers of members and CPS Holders of the Company will be closed from Thursday, 10 April 2014 to Monday, 14 April 2014, both dates inclusive. No transfer of Shares and CPS will be registered during the book closure period.

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## LETTER FROM THE BOARD

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### **Certificates of Offer Shares, Offer CPS, Bonus Share and Bonus CPS**

Subject to the conditions of the Open Offers, certificates for the Offer Shares, Bonus Shares, Offer CPS and Bonus CPS are expected to be posted on or before Tuesday, 13 May 2014 to those Shareholders or CPS Holders entitled thereto by ordinary post at their own risks.

### **Rights of Overseas Shareholders and Overseas CPS Holders**

If there are any Overseas Shareholders or Overseas CPS Holders at the close of business on the Record Date, such Overseas Shareholders or Overseas CPS Holders may or may not be eligible to take part in the Share Open Offer and the CPS Open Offer respectively.

Based on the register of members and CPS Holders of the Company as at the Latest Practicable Date, there were five Overseas Shareholders with addresses in the BVI, Taiwan, the PRC and Spain and five Overseas CPS Holders with addresses in the United States of America, the BVI, and the Republic of Panama.

The Company has complied with all necessary requirements specified in Rule 13.36(2)(a) of the Listing Rules (including Notes 1 and 2 thereto) and has made enquiry with its legal advisers regarding the feasibility of extending the Open Offers to the Overseas Shareholders and Overseas CPS Holders under the laws of the relevant jurisdictions and the requirements of the relevant regulatory body or the stock exchange.

Based on the advice of the relevant foreign legal advisers, the Directors are of the view that (i) it is inexpedient to extend the CPS Open Offer to the Overseas CPS Holders in the United States of America, due to the time and costs involved in the registration of the Prospectus and/or compliance with the applicable legal or regulatory requirements or special formalities in this jurisdiction if the CPS Open Offer is to be lawfully made to such Excluded CPS Holders; and (ii) it is expedient to extend the Open Offers to the Overseas Shareholders and the Overseas CPS Holders in the BVI, the PRC, Spain, Taiwan and the Republic of Panama as there are no legal restrictions prohibiting the Open Offers in these jurisdictions and no local legal or regulatory compliance is required to be made in these jurisdictions.

Accordingly, if there is no change in the composition of the Overseas Shareholders and the Overseas CPS Holders at the Record Date, (i) there will be no Excluded Shareholders and (ii) the Company will not allot the Offer CPS and the Bonus CPS to the Excluded CPS Holders. The Company will send the Overseas Letter together with the Prospectus, for information only, to the Excluded CPS Holders.

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## LETTER FROM THE BOARD

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It is the responsibility of any person outside Hong Kong who wishes to receive the Offer Shares, the Bonus Shares, the Offer CPS and the Bonus CPS to comply with the laws of the relevant jurisdiction(s), including the obtaining of any governmental or other necessary consents and compliance with all other formalities. Such Overseas Shareholders or Overseas CPS Holders should consult their professional advisers as to whether they require any governmental or other consents to enable them to take up the Offer Shares, the Bonus Share, the Offer CPS and the Bonus CPS.

### **No application for excess Offer Shares and Offer CPS**

There is no arrangement for application for the Offer Shares and Offer CPS by the Qualifying Shareholders and the Qualifying CPS Holders respectively in excess of their entitlements. Considering that each Qualifying Shareholder and Qualifying CPS Holder will be given an equal and fair opportunity to participate in the Company's future development by subscribing for his/her/its proportionate entitlement under the Share Open Offer and the CPS Open Offer respectively, if application for excess Offer Shares and Offer CPS is arranged, the Company will be required to put in additional effort and costs to administer the excess application procedures, which is not cost-effective from the viewpoint of the Company. Any Offer Shares and Offer CPS not taken up by the Qualifying Shareholders and the Qualifying CPS Holders will be taken up by the Underwriters pursuant to the terms and conditions of the Underwriting Agreement.

### **Odd lot matching services**

To alleviate the difficulties in trading odd lots of the Shares arising from the Share Open Offer, the Company has appointed South China Securities Limited as an agent to provide matching services to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares, on a best effort basis, during the period from 9:00 a.m. on Wednesday, 14 May 2014 to 4:30 p.m. on Wednesday, 4 June 2014 (both days inclusive). Holders of the Shares in odd lots represented by the existing share certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full new board lot may directly or through their broker contact Ms. Michelle Lee of South China Securities Limited at 28/F., Bank of China Tower, No. 1 Garden Road, Central, Hong Kong (telephone: (852) 3196-6237 and facsimile: (852) 3101-9200) during such period. Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

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## LETTER FROM THE BOARD

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### UNDERWRITING AGREEMENT

Date: 27 February 2014

Underwriters: Ocean Honor Limited (“**Ocean Honor**”); and  
Head & Shoulders Securities Limited (“**Head & Shoulders**”)

Number of Shares to be underwritten: Not less than 139,173,247 Offer Shares and not more than 165,665,906 Offer Shares (being all Offer Shares (including the Offer Shares to which the Excluded Shareholder(s) would otherwise have been entitled) to be issued pursuant to the Share Open Offer) (the “**Underwritten Shares**”)

In the event of the Share Open Offer not being fully subscribed, up to 70% of the Underwritten Shares (equivalent to not more than 115,966,134 Offer Shares), will be first taken up by Ocean Honor to the fullest extent and the balance of the Underwritten Shares will thereafter be taken up by Head & Shoulders

The maximum underwriting commitments with respect to the Share Open Offer are (i) 115,966,134 Offer Shares by Ocean Honor; (ii) 49,699,772 Offer Shares by Head & Shoulders

Number of CPS to be underwritten: Not more than 172,420,129 Offer CPS (being all Offer CPS (including the CPS to which the Excluded CPS Holder(s) would otherwise have been entitled) to be issued pursuant to the CPS Open Offer) (the “**Underwritten CPS**”)

In the event of the CPS Open Offer not being fully subscribed, up to 70% of the Underwritten CPS (equivalent to not more than 120,694,090 CPS) will be first taken up by Ocean Honor to the fullest extent and the balance of the Underwritten CPS will thereafter be taken up by Head & Shoulders

The maximum underwriting commitments with respect to the CPS Open Offer are (i) 120,694,090 Offer CPS by Ocean Honor; (ii) 51,726,039 Offer CPS by Head & Shoulders

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## LETTER FROM THE BOARD

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- Commission: 2.5% of the aggregate subscription price in respect of the respective number of Offer Shares and Offer CPS to be underwritten by the Underwriters. The commission was determined after arm's length negotiation between the Company and the Underwriters, and the Directors are of the view that it is fair and reasonable
- Company's undertaking: The Company has undertaken to the Underwriters not to drawdown the equity line facilities granted by YA Global Master SPV Ltd. to it pursuant to agreement dated 19 December 2011 as supplemented on 21 December 2011 and 19 January 2012, prior to the Latest Time for Termination; or in the event of any drawdown of the equity facility line on or before the Latest Time for Termination, the Company has undertaken not to repay any drawn amount by the allotment and issue of Shares

Ocean Honor Limited is incorporated in BVI with principle business in investment holding and is beneficially wholly-owned by Mr. Chan Yuen Ming (“**Mr. Chan**”), who is a professional investor. To the best knowledge of the Company, Mr. Chan is a merchant participating in various investment businesses mainly in Hong Kong and the PRC. Mr. Chan was a lender to the Group who, through a company wholly-owned by him, granted a loan to a subsidiary of the Group in June 2012. The principal amount of such loan was repaid by the Company in May 2013 while the accrued interests relating to such loan (the “**Accrued Interests**”) in the amount of HK\$4,045,761.62 remained outstanding as at the Latest Practicable Date. As advised by Ocean Honor, it is not in its ordinary or usual course of business to enter into this type of underwriting arrangement.

The Company first initiated contact with Head & Shoulders in February 2014 through the personal network of Mr. Mung Wai Ming, an executive Director, and thereafter then started negotiations in respect of the Open Offers and the terms of the Underwriting Agreement. As confirmed by the Board, save for Ocean Honor and Head & Shoulders, the Company had approached another securities firm in relation to the potential underwriting arrangement for the Open Offers. However, such securities firm expressed no interest in acting as an underwriter of the Open Offers.

As at the Latest Practicable Date, the Underwriters and their respective ultimate beneficial owner(s) do not hold any Shares, Share Options, Share Warrants, CPS or CPS Warrants. To the best of the Directors' knowledge, information and belief, the Underwriters and their respective ultimate beneficial owner(s) are (i) third parties independent of the Company; and (ii) not parties acting in concert with (within the meaning of the Takeovers Code) any substantial shareholders of the Company.

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## LETTER FROM THE BOARD

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Pursuant to the Underwriting Agreement, the Underwriters have agreed, subject to the termination provisions thereof, to subscribe or procure the subscription for all the Offer Shares and Offer CPS which have not been taken up by the Qualifying Shareholders and Qualifying CPS Holders.

In the event of the Underwriters being called upon pursuant to the Underwriting Agreement to subscribe for or procure subscribers of the Underwritten Shares and/or Underwritten CPS not taken up (the “**Untaken Shares**”),

- (1) Head & Shoulders shall not subscribe, for its own account, for such number of Untaken Shares which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company on completion of the Open Offers more than 9.9% of the voting rights of the Company upon the completion of the Open Offers; and
- (2) Head & Shoulders shall use all reasonable endeavours to ensure that each of the subscribers or purchasers of the Untaken Shares procured by it (i) shall be third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors, chief executive of the Company or substantial shareholders of the Company or their respective associates (as defined in the Listing Rules); and (ii), save for each Underwriter itself and its associates, shall not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold more than 9.9% of the voting rights of the Company upon completion of the Open Offers.

As at the Latest Practicable Date, as confirmed by each of Ocean Honor and Head & Shoulders, neither Ocean Honor nor Head & Shoulders has entered into any sub-underwriting arrangement in respect of any Underwritten Shares or Underwritten CPS.

The Directors consider that the terms of the Underwriting Agreement are fair and reasonable.

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## LETTER FROM THE BOARD

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### Conditions of the Open Offers

The Open Offers are subject to the fulfillment (or waiver, if applicable) of the following conditions:

- a) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and the permission to deal in, all the Offer Shares, the Bonus Shares, the Offer CPS Conversion Shares, the Bonus CPS Conversion Shares and the Share Warrant Conversion Shares;
- b) the delivery of the Prospectus Documents to the Stock Exchange and the filing and registration of all documents relating to the Open Offers, which are required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies Ordinance;
- c) the posting of the Prospectus Documents to Qualifying Shareholders and Qualifying CPS Holders and the posting of the Prospectus and a letter in the agreed form to the Excluded Shareholders and Excluded CPS Holders (as the case may be), if any, for information purposes only explaining the circumstances in which they are not permitted to participate in the Share Open Offer or CPS Open Offer (as the case may be) on or before the Prospectus Posting Date;
- d) compliance with and performance of all the undertakings and obligations of the Company under the terms of the Underwriting Agreement and the Underwriting Agreement not having been terminated pursuant to the terms herein;
- e) the board of directors of the Company having passed a resolution for the conducting of the Open Offers;
- f) the Independent Shareholders/CT Independent Shareholders (as the case may be) in general meeting having approved the following:-
  - (i) the Open Offers;
  - (ii) the granting of a specific mandate for the allotment and issue of the Bonus Shares, the Offer CPS Conversion Shares and the Bonus CPS Conversion Shares; and
  - (iii) the granting of a specific mandate for the allotment and issue of the Share Warrant Conversion Shares pursuant to the Grant of Specific Mandate and any connected transactions (as defined under the Listing Rules) which may arise as a result of the Grant of Specific Mandate;

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## LETTER FROM THE BOARD

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- g) the Shares remaining listed on the Stock Exchange at all time prior to the Settlement Date and the listing of the Shares not having been withdrawn or trading of the Shares not having been suspended for a consecutive period of more than five (5) trading days (except for the purpose of clearing the announcements and circulars in relation to the Open Offers) and that no indication being received from the Stock Exchange that the listing of the Shares will be withdrawn including but not limited to as a result of the Open Offers or for any other reason; and
- h) each of the Underwriters and their respective parties acting in concert not being obliged to make a mandatory offer pursuant to Rule 26 of the Takeovers Code by reason of each of the Underwriters taking up any of the Underwritten Shares.

The Underwriters have the sole discretion to waive the conditions (d) and (g) (so far as it relates to the Company) above in whole or in part by written notice to the Company. Save for the aforesaid, none of the conditions above can be waived by either the Company or the Underwriters. If the conditions of the Open Offers are not satisfied and/or waived (as the case may be) in whole or in part by the Underwriters by the Latest Time for Termination or such later date or dates as the Underwriters may agree with the Company in writing, the Underwriting Agreement shall terminate and (except in respect of reasonable out-of-pocket expenses, if any, of the Underwriters in respect of the Open Offers, or the indemnity given to the Underwriters and any rights or obligations which may accrue under the Underwriting Agreement prior to such termination) no party will have any claim against the other party for costs, damages, compensation or otherwise save for any antecedent breach. If the Underwriting Agreement is terminated in accordance with its terms, the Open Offers will not proceed.

As at the Latest Practicable Date, none of the conditions had been fulfilled and/or waived.

### **Termination of the Underwriting Agreement**

Pursuant to the Underwriting Agreement, the Underwriters shall terminate the Underwriting Agreement by notice in writing to the Company served prior to the Latest Time for Termination if, prior to the Latest Time for Termination:

- (1) in the absolute opinion of the Underwriters, the success of the Open Offers would be materially and adversely affected by:
  - a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offers; or

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## LETTER FROM THE BOARD

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- b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - c) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
  - d) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - e) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
  - f) any suspension in the trading of the Company's securities on the Stock Exchange for a period of more than ten consecutive business days (as defined in the Listing Rules), excluding any suspension in connection with the clearance of the announcement of the Company dated 27 February 2014 or the Prospectus Documents or other announcements or circulars in connection with the Open Offers; or
- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the absolute opinion of the Underwriters are likely to materially or adversely affect the success of the Open Offers or otherwise makes it inexpedient or inadvisable to proceed with the Open Offers; or

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## LETTER FROM THE BOARD

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- (3) the Prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date thereof been publicly announced or published by the Company and which may in the absolute opinion of the Underwriters are material to the Group as a whole upon completion of the Open Offers and is likely to affect materially and adversely the success of the Open Offers.

The Underwriters shall be entitled by a notice in writing to rescind the Underwriting Agreement if, prior to the Latest Time for Termination:

- (i) any material breach of any of the warranties or undertakings contained in the relevant clause in the Underwriting Agreement comes to the knowledge of the Underwriters; or
- (ii) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the relevant clause in the Underwriting Agreement untrue or incorrect in any material respect.

**If the Underwriters exercise such right, the Open Offers will not proceed.**

### **WARNING OF THE RISKS OF DEALING IN THE SHARES**

**The Open Offers are conditional, *inter alia*, upon the fulfillment (or waiver, if applicable) of the conditions set out in the section headed “Conditions of the Open Offers” above. The Open Offers are therefore subject to the Underwriting Agreement having become unconditional and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof as set out in the paragraph headed “Termination of the Underwriting Agreement” above.**

**Accordingly, the Open Offers may or may not proceed. Shareholders and potential investors of the Company should therefore exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

## LETTER FROM THE BOARD

### SHAREHOLDING STRUCTURES

**(i) Upon Completion and assuming no exercise of conversion rights under the Share Options, the Share Warrants, the CPS and the CPS Warrants on or before Record Date**

Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) upon Completion, assuming no exercise of conversion rights under the Share Options, the Share Warrants, the CPS and the CPS Warrants on or before Record Date, full acceptance by the Qualifying Shareholders and the Qualifying CPS Holders and there being no change in shareholding from the Latest Practicable Date to Completion except for the full acceptance by the Qualifying Shareholders and the Qualifying CPS Holders (the “**Scenario A**”); and (iii) upon Completion, assuming no exercise of the conversion rights under the Share Options, the Share Warrants, the CPS and the CPS Warrants on or before Record Date, no acceptance by the Qualifying Shareholders or the Qualifying CPS Holders and there being no change in shareholding from the Latest Practicable Date to Completion (the “**Scenario B**”):

	As at the Latest Practicable Date				Scenario A				Scenario B			
	No. of Shares held	Approx. %	No. of CPS held	Approx. %	No. of Shares held	Approx. %	No. of CPS held	Approx. %	No. of Shares held	Approx. %	No. of CPS held	Approx. %
Loh Jiah Yee, Katherine (Note 2)	294,650,651	21.17	929,974,147	61.64	471,441,041	21.17	1,487,958,631	61.64	294,650,651	13.23	929,974,147	38.53
Expert Plan Limited (Note 3)	170,893,099	12.28	215,525,161	14.29	273,428,953	12.28	344,840,257	14.29	170,893,099	7.67	215,525,161	8.93
Ocean Honor	-	-	-	-	-	-	-	-	584,549,070	26.25	633,643,974	26.25
Head & Shoulders and subscribers procured by Head & Shoulders (Note 4)	-	-	-	-	-	-	-	-	250,521,036	11.25	271,561,704	11.25
Public Shareholders	926,239,763	66.55	363,176,823	24.07	1,481,983,625	66.55	581,082,921	24.07	926,239,763	41.60	363,176,823	15.04
<b>Total</b>	<b>1,391,783,513</b>	<b>100.00</b>	<b>1,508,676,131</b>	<b>100.00</b>	<b>2,226,853,619</b>	<b>100.00</b>	<b>2,413,881,809</b>	<b>100.00</b>	<b>2,226,853,619</b>	<b>100.00</b>	<b>2,413,881,809</b>	<b>100.00</b>

*Notes:*

- The above percentages are subject to rounding error.
- Ms. Loh Joah Yee, Katherine is a former director of the Company who resigned on 15 February 2013.
- Expert Plan Limited is a company incorporated in the BVI with limited liability and is wholly owned by Mr. Ho Ka Kui, Boniface.
- Under the terms of the Underwriting Agreement, each of (i) Head & Shoulders and (ii) each of the subscribers or purchasers of the Untaken Shares procured by it shall not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold more than 9.9% of the voting rights of the Company upon completion of the Open Offers. Details of the aforesaid are set out in the section “Underwriting Agreement” in this circular.

## LETTER FROM THE BOARD

**(ii) Upon Completion and assuming full conversion of the CPS Warrants into CPS prior to the Record Date and no exercise of conversion rights under the Share Options, the Share Warrants and the CPS on or before Record Date**

Set out below is the shareholding structure of the Company (i) as at the Record Date assuming full conversion of the CPS Warrants into CPS and no exercise of conversion rights under the Share Options, the Share Warrants and the CPS prior to the on or before the Record Date; (ii) upon Completion, assuming full conversion of the CPS Warrants into CPS and no exercise of the Share Options, the Share Warrants and the CPS on or before Record Date, full acceptance by the Qualifying Shareholders and the Qualifying CPS Holders and there being no change in shareholding from the Record Date to Completion except for the full acceptance by the Qualifying Shareholders and the Qualifying CPS Holders (the “**Scenario C**”); and (iii) upon Completion, assuming full conversion of the CPS Warrants into CPS and no exercise of conversion rights under the Share Options, the Share Warrants and the CPS on or before Record Date, no acceptance by the Qualifying Shareholders or the Qualifying CPS Holders, and there being no change in shareholding from the Record Date to Completion (the “**Scenario D**”):

	As at the Record Date assuming full conversion of CPS Warrants into CPS and no exercise of conversion rights under the Share Options, Share Warrants and CPS on or before the Record Date				Scenario C				Scenario D			
	No. of Shares held		No. of CPS held		No. of Shares held		No. of CPS held		No. of Shares held		No. of CPS held	
	Approx. %	Approx. %	Approx. %	Approx. %	Approx. %	Approx. %	Approx. %	Approx. %	Approx. %	Approx. %	Approx. %	
Loh Jiah Yee, Katherine (Note 2)	294,650,651	21.17	929,974,147	53.94	471,441,041	21.17	1,487,958,631	53.94	294,650,651	13.23	929,974,147	33.71
Expert Plan Limited (Note 3)	170,893,099	12.28	215,525,161	12.50	273,428,953	12.28	344,840,257	12.50	170,893,099	7.67	215,525,161	7.81
Ms. Zhou (Note 4)	-	-	215,525,161	12.50	-	-	344,840,257	12.50	-	-	215,525,161	7.81
Ocean Honor	-	-	-	-	-	-	-	-	584,549,070	26.25	724,164,540	26.25
Head & Shoulders and subscribers procured by Head & Shoulders (Note 5)	-	-	-	-	-	-	-	-	250,521,036	11.25	310,356,234	11.25
Public Shareholders	926,239,763	66.55	363,176,823	21.06	1,481,983,625	66.55	581,082,921	21.06	926,239,763	41.60	363,176,823	13.17
<b>Total</b>	<b>1,391,783,513</b>	<b>100.00</b>	<b>1,724,201,292</b>	<b>100.00</b>	<b>2,226,853,619</b>	<b>100.00</b>	<b>2,758,722,066</b>	<b>100.00</b>	<b>2,226,853,619</b>	<b>100.00</b>	<b>2,758,722,066</b>	<b>100.00</b>

**Notes:**

- The above percentages are subject to rounding error.
- Ms. Loh Joah Yee, Katherine is a former director of the Company who resigned on 15 February 2013.
- Expert Plan Limited is a company incorporated in the BVI with limited liability and is wholly owned by Mr. Ho Ka Kui, Boniface.
- Ms. Zhou is the chairman and an executive Director. As at the Latest Practicable Date, Ms. Zhou is interested in 13,879,311 Share Options, 170,893,099 Share Warrants and 215,525,161 CPS Warrants (convertible into 215,525,161 CPS), which are convertible into 13,879,311 Shares, 170,893,099 Shares and 6,735,161 Shares respectively.
- Under the terms of the Underwriting Agreement, each of (i) Head & Shoulders and (ii) each of the subscribers or purchasers of the Untaken Shares procured by it shall not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold more than 9.9% of the voting rights of the Company upon completion of the Open Offers. Details of the aforesaid are set out in the section “Underwriting Agreement” in this circular.

## LETTER FROM THE BOARD

### (iii) Upon Completion and assuming full conversion of the Share Options, the Share Warrants, the CPS and the CPS Warrants on or before Record Date

Set out below is the shareholding structure of the Company (i) as at the Record Date assuming full conversion of the Share Options, the Share Warrants, the CPS and the CPS Warrants on or before the Record Date; (ii) upon Completion, assuming full conversion of the Share Options, the Share Warrants, the CPS and the CPS Warrants, full acceptance by the Qualifying Shareholders and the Qualifying CPS Holders and there being no change in shareholding from the Record Date to Completion except for the full acceptance by the Qualifying Shareholders and the Qualifying CPS Holders (the “**Scenario E**”); and (iii) upon Completion, assuming full conversion of the Share Options, the Share Warrants, the CPS and the CPS Warrants, no acceptance by the Qualifying Shareholders or the Qualifying CPS Holders, and there being no change in shareholding from the Record Date to Completion (the “**Scenario F**”):

	As at the Record Date assuming full conversion of Share Options, CPS, Share Warrants, CPS Warrants on or before the Record Date				Scenario E				Scenario F			
	No. of		No. of		No. of		No. of		No. of		No. of	
	Shares held	Approx. %	CPS held	Approx. %	Shares held	Approx. %	CPS held	Approx. %	Shares held	Approx. %	CPS held	Approx. %
Loh Jiah Yee, Katherine (Note 2)	323,712,343	19.54	-	-	517,939,747	19.54	-	-	323,712,343	12.21	-	-
Expert Plan Limited (Note 3)	177,628,260	10.72	-	-	284,205,216	10.72	-	-	177,628,260	6.70	-	-
Ms. Zhou (Note 4)	191,507,571	11.56	-	-	306,412,113	11.56	-	-	191,507,571	7.22	-	-
Mung Wai Ming (Note 5)	13,879,311	0.84	-	-	22,206,897	0.84	-	-	13,879,311	0.52	-	-
Ocean Honor	-	-	-	-	-	-	-	-	695,796,804	26.25	-	-
Head & Shoulders and subscribers procured by Head & Shoulders (Note 6)	-	-	-	-	-	-	-	-	298,198,632	11.25	-	-
Public Shareholders	949,931,579	57.34	-	-	1,519,890,527	57.34	-	-	949,931,579	35.85	-	-
Total	1,656,659,064	100.00	-	-	2,650,654,500	100.00	-	-	2,650,654,500	100.00	-	-

*Notes:*

- The above percentages are subject to rounding error.
- Ms. Loh Joah Yee, Katherine is a former director of the Company who resigned on 15 February 2013.
- Expert Plan Limited is a company incorporated in the BVI with limited liability and is wholly owned by Mr. Ho Ka Kui, Boniface.
- Ms. Zhou is the chairman and an executive Director. As at the Latest Practicable Date, Ms. Zhou is interested in 13,879,311 Share Options, 170,893,099 Share Warrants and 215,525,161 CPS Warrants (convertible into 215,525,161 CPS), which are convertible into 13,879,311 Shares, 170,893,099 Shares and 6,735,161 Shares respectively.
- Mr. Mung Wai Ming is an executive Director. As at the Latest Practicable Date, Mr. Mung Wai Ming is interested in 13,879,311 Share Options, which are convertible into 13,879,311 Shares.
- Under the terms of the Underwriting Agreement, each of (i) Head & Shoulders and (ii) each of the subscribers or purchasers of the Untaken Shares procured by it shall not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold more than 9.9% of the voting rights of the Company upon completion of the Open Offers. Details of the aforesaid are set out in the section “Underwriting Agreement” in this circular.

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## LETTER FROM THE BOARD

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### REASONS FOR THE OPEN OFFERS AND USE OF PROCEEDS

The Group is principally engaged in (i) provision of tree felling and clearing services; (ii) sustainable management of and investment in natural forests, timber and wood processing, trading and sales of forestry and timber products; (iii) manufacturing and sale of timber products including but not limited to wooden door, furniture and wooden flooring; (iv) the business of licensed travel agent under the Travel Agents Ordinance; and (v) property investment.

The Company will raise not less than approximately HK\$44.5 million and not more than approximately HK\$53.0 million before expenses from the Share Open Offer. Pursuant to the terms of the CPS, if the Company makes any offer by way of rights of Shares to all Shareholders, the Company shall offer CPS to the CPS Holders at the same time and on the same terms as the Shares are offered. Accordingly, the Company has also extended the CPS Open Offer to the CPS Holders. The Company will raise not more than approximately HK\$1.7 million before expenses from the CPS Open Offer assuming that all CPS Warrants holders converted their CPS Warrants into CPS and no CPS Holder converted its CPS into Shares after the date of the announcement and prior to the Record Date. As the maximum number of Offer Shares to be issued has already taken into account, among other things, the effect that all CPS Warrants holders converted their CPS Warrants into CPS and all CPS Holders converted their CPS into Shares, in aggregate, the Company will raise not less than approximately HK\$46.2 million and not more than approximately HK\$53.0 million before expenses from the Open Offers.

The net proceeds from Open Offers are estimated to be not less than approximately HK\$42.8 million and not more than approximately HK\$49.6 million. The Company intends to apply the net proceeds from Open Offers as to: (i) approximately HK\$16.5 million will be reserved for repayment of indebtedness, including the promissory notes that had been fall due on 31 July 2013, the Accrued Interests and part of the amount due to Shareholders which bears interest of 5% per annum and is payable within 2014. The outstanding balance of the promissory notes and the Accrued Interests is approximately HK\$7,862,178 (including accrued interests) and HK\$4,045,761.62 respectively as at the Latest Practicable Date. The balance of approximately HK\$4.6 million will be applied for repayment of part of the amount due to Shareholders; (ii) approximately HK\$16.5 million will be reserved for future investments opportunities, including but not limited to property investment, as and when suitable opportunities arise; and (iii) the balance for general working capital of the Group, including but not limited to, payments of corporate and operating expenses. As at the Latest Practicable Date, the Company has not identified any new business/investment opportunities and has not entered into any negotiations for acquisition or investment.

Based on the net proceed of not less than approximately HK\$41.2 million and not more than approximately HK\$49.6 million from the Share Open Offer, the net price of each Offer Share is not less than approximately HK\$0.2960 and not more than approximately HK\$0.2992. Based on the maximum net proceed of approximately HK\$1.6 million from the CPS Offer divided by the maximum number of the Offer CPS, the net price of each Offer CPS is not more than approximately HK\$0.0093.

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## LETTER FROM THE BOARD

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In determining the respective subscription prices and the offer basis for the Share Offer and the CPS Offer, the Directors have taken into account, among other things, the necessary funding needs of the Group as mentioned in paragraphs above, the requirement for the Company to make a comparable offer to CPS Holders pursuant to the terms of the CPS, the par value of CPS of HK\$0.01 each and conversion ratio of one CPS to 0.03125 Share and the prevailing market price of the Shares. Since no CPS could be issued below its par value of HK\$0.01 each and given the conversion ratio of one CPS to 0.03125 Share, the lowest possible subscription price per Offer Share could therefore be no less than HK\$0.32. The Directors noted that the subscription price of HK\$0.32 per Offer Share represents a significant premium over the prevailing market price of the Share, and in order to encourage the participation of the Qualifying Shareholders in the Share Offer, a bonus issue of the Shares is therefore proposed at the same time to reduce the effective subscription price and accordingly increase the attractiveness of the Share Offer. The Open Offers will strengthen the Company's capital base and enhance its financial position. The Open Offers will also provide the Qualifying Shareholders and the Qualifying CPS Holders with an opportunity to maintain their respective pro rata equity interests in the Company and to participate in the future growth and development of the Company. In addition, the issue of Bonus Shares and Bonus CPS will be an additional incentive for the Shareholders and the CPS Holders to take part in the Open Offers. In this regard, the Directors consider that the Open Offers are in the interests of the Group and the Shareholders as a whole.

### FINANCIAL AND TRADING PROSPECT OF THE GROUP

The Group is principally engaged in (i) provision of tree felling services; (ii) sustainable forest management; (iii) manufacturing and sale of timber products including but not limited to wooden door, furniture and wooden flooring; (iv) the business of licensed travel agent under the Travel Agents Ordinance; and (v) property investment.

As disclosed in the Company's annual report for the year ended 31 March 2013 ("AR 2013"), the Group's business has been facing successive challenges due to the prolonged instability of the global economic condition. The demand for the Group's timber products remains sluggish. The revenue of the Group in continuing operations was decreased by approximately 33.79% to approximately HK\$76.6 million for year ended 31 March 2013.

It was stated in AR 2013 that the business environment continued to be difficult for the Group in Brazil. In March 2012, the Board decided to suspend the tree felling and sustainable forest management operations in Brazil and as at the Latest Practicable Date, the Group's tree felling and sustainable forest management operations in Brazil remained suspended.

As mentioned in AR 2013, demand for the Group's timber products remains sluggish as the slowdown of the economy and real estate sector has continued. In such circumstances, the Company expects that the Group's operations in Zhongshan, being the manufacturing and sales of timber products, would likely to continue to be disappointing.

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## LETTER FROM THE BOARD

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The Directors believe that the uncertain market conditions and poor demand for timber products would continue to affect the Group's near term outlook for its existing businesses. The Group has carried out aggressive cost cutting measures and will continue to tightly manage all expenses in the period ahead.

As disclosed in the announcement of the Company dated 11 January 2013 and the prospectus of the Company dated 11 April 2013 in relation to March Open Offers, the Company entered into a non-binding memorandum of understanding with a potential seller on 10 January 2013 relating to the grant of an exclusive right by the potential seller to the Company to proceed with a possible acquisition of a property management company in Guangzhou, the PRC (the "**Possible Acquisition**"). However, no formal agreement had been reached by the parties before the expiry of the memorandum of understanding on 10 July 2013 and accordingly, the memorandum of understanding has lapsed and the Possible Acquisition did not proceed.

On 5 December 2013, the Company announced the acquisition of a 95% equity interest in Travel Inn Limited completion of which took place on 18 February 2014 in accordance with the terms and conditions of the Sale and Purchase Agreement. Upon completion of the acquisition, Travel Inn Limited has become a 95% owned subsidiary of the Company, and the financial results and assets and liabilities of Travel Inn Limited will be consolidated into the financial statements of the Group. Travel Inn Limited is a licensed travel agent under the Travel Agents Ordinance of Hong Kong and is principally engaged in the provision of travel packages, including but not limited to airline ticketing, hotel and accommodation bookings, cruise holidays and other transportation arrangements, to retail customers in Hong Kong. Despite the keen competition in the market, the sale performance of the Group's travel business from the retail customers has remained stable following completion of the Sale and Purchase Agreement on 18 February 2014. The Company is positive about the outlook of travel industry in Hong Kong and will put efforts and resources in maintaining the operation of the Group's travel business.

In addition, the Company acquired the entire equity interest in Good Magic Limited, an investment holding company which holds 3 residential properties (the "**Properties**") in Hong Kong. The Properties are currently leased out to 3 different tenants who are third parties independent to the Company. The tenancy agreements on the Properties are expiring on 14 May 2014, 4 June 2015 and 30 April 2015 respectively, and the aggregate monthly rentals receivable from the lease of the Properties are HK\$53,600.

The acquisition of Travel Inn Limited and Good Magic Limited enable the Company to diversify into the businesses of licensed travel agent under the Travel Agents Ordinance and property investment and broaden the income base of the Group.

The Group will continue to devote its resources in the operation of travel agent business and property investment business. At the same time, the Group will also continue to identify new business opportunities with the view to diversify its business portfolio and improve Shareholders' value. The Company will give priority to consider investment opportunity(ies) that can provide the Group with a stable revenue stream as and when suitable opportunities arise.

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## LETTER FROM THE BOARD

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### PREVIOUS FUND RAISING EXERCISES OF THE COMPANY

Reference is made to the announcement of the Company dated 21 February 2013 in relation to the February Open Offers which were subsequently terminated on 18 March 2013. As a result of the termination, the Company has not raised any funds from the February Open Offers.

In addition, with reference to the announcements of the Company dated 18 March 2013 and 6 May 2013, respectively, the Company has completed the March Open Offers and raised gross proceeds of approximately HK\$65.3 million.

As stated in the prospectus of the Company dated 11 April 2013, the Company intended to apply the net proceeds of approximately HK\$60.8 million from the March Open Offers as to (i) 20% (approximately HK\$12.2 million) for the general working capital of the Group such as daily operations of the Group; (ii) 60% (approximately HK\$36.4 million) for partial repayment of the indebtedness of the Group; and (iii) 20% (approximately HK\$12.2 million) for investments in new business should any suitable opportunities arise. As at the Latest Practicable Date, approximately HK\$44.0 million has been utilised for repayment of the indebtedness of the Group (the deviation from the intended amount of HK\$36.4 million was due to the full repayment on 8 May 2013 of a loan that bore interest of 18% per annum. Due to the low interest rate environment in 2013, the Board considers that it is in the interest of the Company to apply available funding to fully settle such high interest-bearing loan), approximately HK\$1.2 million has been utilised for the acquisition of a 95% equity interest in Travel Inn Limited (details of such acquisition are set out in the Company's announcement dated 5 December 2013), approximately HK\$0.4 million has been utilised for the acquisition of the entire equity interest in Good Magic Limited which holds 3 residential properties in Hong Kong in January 2014, approximately HK\$5.9 million has been utilised for general working capital of the Group and the rest of the net proceeds of approximately HK\$9.3 million are intended to be utilised as the general working capital of the Group such as daily operations of the Group.

Furthermore, reference is also made to the announcement of the Company dated 5 July 2013 in relation to the July Open Offers which was subsequently terminated on 23 August 2013. As a result of the termination, the Company has not raised any funds from the July Open Offers.

Save for the aforesaid, the Company did not conduct other fund raising activity in the past 12 months immediately preceding the Latest Practicable Date.

### ADJUSTMENTS TO THE CONVERTIBLE SECURITIES

As at the Latest Practicable Date, the Company had 28,192,819 outstanding Share Options and 182,801,443 outstanding Share Warrants.

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## LETTER FROM THE BOARD

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As a result of the Open Offers, there may be certain adjustments to the exercise prices and numbers of the outstanding Share Options and the Share Warrants pursuant to the relevant terms of the Share Option Scheme and the Share Warrants. Pursuant to the terms of the Share Warrants and the Share Options, the final results of adjustments (if any) to the subscription prices of the Share Warrants and the Share Options are subject to confirmation by the auditors for the time being or an investment or merchant bank of repute (to be appointed by the Company) or an independent financial adviser (in respect of Share Options only) and will become effective following Completion. Further details of final results of the adjustments (if any) to the subscription prices of the Share Warrants and the Share Options will be disclosed by the Company in further announcement(s) as and when appropriate.

### **PROPOSED GRANT OF SPECIFIC MANDATE TO ISSUE SHARES AND POSSIBLE CONNECTED TRANSACTION**

On 18 March 2013, the Company announced the March Open Offers for shares and CPS on the basis of, respectively, (i) one offer share for every six then existing shares with an issue of one bonus share warrant for every offer share subscribed; and (ii) one offer CPS for every six CPS with an issue of one bonus CPS Warrant for every offer CPS subscribed.

As disclosed in the prospectus of the Company dated 11 April 2013 in relation to March Open Offers, the conversion shares to be allotted and issued on the exercise of the conversion/subscription rights attaching to the 215,525,161 offer CPS (the “**Then Offer CPS**”), 215,525,161 bonus CPS (which to be allotted and issued upon exercise of the CPS Warrants, the “**Then Bonus CPS**”) and the 1,180,938,718 Share Warrants issued under the March Open Offers, will be issued under the 2013 General Mandate which authorised the Directors to allot and issue up to 1,417,126,462 new Pre-consolidated Shares (equivalent to 236,187,743 new Shares following the Share Consolidation which became effective on 2 October 2013).

In view of the Open Offers and based on preliminary assessment of the Company according to the relevant adjustments requirements as set out in the terms and conditions of the Share Warrants, the Company notes that the subscription price of the Share Warrants is expected to be adjusted from HK\$0.3204 per Share Warrant to HK\$0.2429 per Share Warrant and accordingly, based on the outstanding Share Warrants in the aggregate nominal value of approximately HK\$58,569,582.18 as at the Latest Practicable Date, the number of Shares to be allotted and issued upon exercise of the subscription rights attaching to the outstanding Share Warrants would be adjusted from 182,801,443 Shares (based on the subscription price of HK\$0.3204 per Share Warrant) to 241,126,317 Shares (based on the preliminary estimated adjusted subscription price of HK\$0.2429 per Share Warrant), as a result of the Open Offers. In such circumstances, the adjusted number of conversion Shares to be issued under the outstanding Share Warrants, together with the number of conversion Shares to be issued upon the exercise of the Then Offer CPS and the Then Bonus CPS (which will remain unchanged as a result of the Open Offers), are expected to exceed the total number of new Shares originally authorised and available to be issued under the 2013 General Mandate. In view of the above, an ordinary resolution will be proposed at the SGM to approve the Grant of Specific Mandate to allot and issue the Share Warrant Conversion Shares.

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## LETTER FROM THE BOARD

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Given the situation as detailed in the paragraphs above and in particular, the adjusted number of Share Warrant Conversion Shares as a result of the Open Offers will exceed the respective number of new Shares originally authorised and available to be issued under the 2013 General Mandate, the Company will not be able to proceed with the Open Offers without the Grant of Specific Mandate. Having considered the reasons for the Open Offers including the funding needs of the Company as detailed in the section headed “Reasons for the Open Offers and the issue of Bonus Shares and Bonus CPS and use of proceeds” above, and that the Grant of Specific Mandate will allow the Company to issue any further additional Share Warrants Conversion Shares in case of any applicable adjustment(s) in accordance with the terms of the Share Warrants from time to time, the Directors consider that the Grant of Specific Mandate is fair and reasonable and in the interest of Company and the Shareholders as a whole.

Application will be made by the Company for the listing of, and permission to deal in, the Share Warrant Conversion Shares on the Stock Exchange.

Subject to the granting of the listing of, and permission to deal in, the Share Warrants Conversion Shares on the Stock Exchange, the Share Warrants Conversion Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Share Warrants Conversion Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

**Shareholders should note that the abovementioned adjusted subscription prices and the corresponding adjusted number of conversion Shares relating to the Share Warrants are estimated based on the preliminary estimation of the Company only, and are subject to confirmation by the auditors or approved merchant bank (to be appointed by the Company).**

Summary of the principal terms and conditions of the Share Warrants are set out below:-

Issue date:	7 May 2013
Outstanding nominal value as at the Latest Practicable Date:	approximately HK\$58,569,582.18
Initial subscription price:	HK\$0.0534 (subsequently adjusted to HK\$0.3204 following the Share Consolidation became effective)

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## LETTER FROM THE BOARD

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Subscription period: The Share Warrants may be exercised at any time between the date of issue and the date immediately preceding the date falling on the fifth anniversary of the date of issue of the Share Warrants (both dates inclusive).

Subscription rights: The Share Warrants will entitle the holders to subscribe for conversion Shares at the initial subscription price of HK\$0.0534 (subsequently adjusted to HK\$0.3204 following the Share Consolidation became effective) per Share in cash, subject to adjustment(s) upon occurrence of usual adjustment events arising as a result of changes in the ordinary share capital of the Company including consolidation or subdivision of Shares, capitalisation of profits or reserves, capital distributions in cash or specie or subsequent issue of securities in the Company.

For easy reference, the adjustment mechanisms of the subscription price of the Share Warrants relating to the Open Offers are set out as follows:

if and whenever the Company shall offer to holders of Shares any new Shares for subscription by way of rights, or shall grant to holders of Shares any options or warrants to subscribe for Shares, at a price which is less than 90 percent of the market price at the date of the announcement of the terms of the offer or grant, the subscription price of the Share Warrants shall be adjusted by multiplying the subscription price of the Share Warrants in force immediately before the date of the announcement of such offer or grant by a fraction of which the numerator is the number of Shares in issue immediately before the date of such announcement plus the number of Shares which the aggregate of the amount (if any) payable for the rights, options or warrants and of the amount payable for the total number of Shares comprised therein would purchase at such market price and the denominator is the number of Shares in issue on such date of announcement plus the aggregate number of Shares offered for subscription or comprised in the options or warrants (such adjustment to become effective from the commencement of the day next following the record date for the offer or grant).

The Share Warrant Conversion Shares, when allotted and issued, will rank *pari passu* in all respects with the Shares then in issue.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, Ms. Zhou, being an executive Director, is currently one of the Share Warrant holders holding 170,893,099 Shares Warrants in aggregate nominal value of approximately HK\$54,754,149.13 (representing approximately 93.5% of the total outstanding Share Warrants). Accordingly, Ms. Zhou is a connected person of the Company and the Possible Share Issue will constitute a connected transaction under Chapter 14A of the Listing Rules and is subject to the approval by the CT Independent Shareholders at the SGM.

In view of the Open Offers, and based on preliminary assessment of the Company according to the relevant adjustments requirements as set out in the terms and conditions of the Share Warrants and the outstanding Share Warrants in the aggregate nominal value of approximately HK\$54,754,149.13 held by Ms. Zhou as at the Latest Practicable Date, the number of Shares to be allotted and issued upon the exercise of the subscription rights attaching to the outstanding Share Warrants held by Ms. Zhou would be adjusted from 170,893,099 Shares (based on the subscription price of HK\$0.3204 per Share Warrant) to 225,418,481 Shares (based on the preliminary estimated adjusted subscription price of HK\$0.2429 per Share Warrant), as a result of the Open Offers. The Directors consider that the terms of the Possible Share Issue are fair and reasonable.

Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) assuming full conversion of the Share Warrants into Shares and no exercise of conversion rights under the Share Options, the CPS and the CPS Warrants before Completion; and (iii) assuming no exercise of conversion rights under the Share Options, the Share Warrants, the CPS and the CPS Warrants on or before Record Date, full acceptance by the Qualifying Shareholders and the Qualifying CPS Holders and full conversion of Share Warrants into Shares after Completion (based on the preliminary adjusted subscription price as a result of the Open Offers) but no exercise of conversion rights under the Share Options, the CPS and the CPS Warrants:

	As at the Latest Practicable Date				Assuming full conversion of the Share Warrants into Shares and no exercise of conversion rights under the Share Options, the CPS and the CPS Warrants before Completion				Assuming no exercise of conversion rights under the Share Options, the Share Warrants, the CPS and the CPS Warrants on or before Record Date, full acceptance by the Qualifying Shareholders and the Qualifying CPS Holders, and assuming full conversion of Share Warrant into Shares after Completion (based on the preliminary adjusted subscription price as a result of the Open Offers) but no exercise of conversion rights under the Share Options, the CPS and the CPS Warrants (Note 5)			
	No. of Shares held	Approx. %	No. of CPS held	Approx. %	No. of Shares held	Approx. %	No. of CPS held	Approx. %	No. of Shares held	Approx. %	No. of CPS held	Approx. %
Loh Jiah Yee, Katherine (Note 2)	294,650,651	21.17	929,974,147	61.64	294,650,651	18.71	929,974,147	61.64	471,441,041	19.10	1,487,958,631	61.64
Expert Plan Limited (Note 3)	170,893,099	12.28	215,525,161	14.29	170,893,099	10.85	215,525,161	14.29	273,428,953	11.08	344,840,257	14.29
Ms. Zhou (Note 4)	-	-	-	-	170,893,099	10.85	-	-	225,418,481	9.13	-	-
Public Shareholders	926,239,763	66.55	363,176,823	24.07	938,148,107	59.59	363,176,823	24.07	1,497,691,461 (Note 6)	60.69	581,082,921	24.07
<b>Total</b>	<b>1,391,783,513</b>	<b>100.00</b>	<b>1,508,676,131</b>	<b>100.00</b>	<b>1,574,584,956</b>	<b>100.00</b>	<b>1,508,676,131</b>	<b>100.00</b>	<b>2,467,979,936</b>	<b>100.00</b>	<b>2,413,881,809</b>	<b>100.00</b>

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## LETTER FROM THE BOARD

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*Notes:*

1. The above percentages are subject to rounding error.
2. Ms. Loh Joah Yee, Katherine is a former director of the Company who resigned on 15 February 2013.
3. Expert Plan Limited is a company incorporated in the BVI with limited liability and is wholly owned by Mr. Ho Ka Kui, Boniface.
4. Ms. Zhou is the chairman and an executive Director. As at the Latest Practicable Date, Ms. Zhou is interested in 13,879,311 Share Options, 170,893,099 Share Warrants and 215,525,161 CPS Warrants (convertible into 215,525,161 CPS), which are convertible into 13,879,311 Shares, 170,893,099 Shares and 6,735,161 Shares respectively.
5. In view of the Open Offers and based on preliminary assessment of the Company according to the relevant adjustments requirements as set out in the terms and conditions of the Share Warrants, the subscription price of the Share Warrants is expected to be adjusted from HK\$0.3204 per Share Warrant to HK\$0.2429 per Share Warrant as a result of the Open Offers.
6. Assuming no exercise of conversion rights under the Share Options, the Share Warrants, the CPS and the CPS Warrants on or before Record Date, full acceptance by the Qualifying Shareholders, and full conversion of Share Warrants after Completion (based on the preliminary adjusted subscription price) but no exercise of the Share Options and the CPS, the number of Shares held by public Shareholders will increase by (i) 92,623,977 Offer Shares; (ii) 463,119,885 Bonus Shares; and (iii) 15,707,836 Share Warrant Conversion Shares.

**Shareholders are reminded that the Grant of Specific Mandate and the Possible Share Issue are resolution(s) proposed to the Shareholders, and are independent of and not conditional upon the Open Offers.**

### **GENERAL**

As the Open Offers will increase the issued share capital of the Company by more than 50%, pursuant to the Listing Rules, any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates will abstain from voting in favour of the resolutions relating to the Open Offers. As at the Latest Practicable Date, there is no controlling Shareholder. Accordingly, the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates will abstain from voting in favour of the resolution(s) relating to the Open Offers at the SGM.

Subject to the approval of the Open Offers by the Independent Shareholders at the SGM, the Prospectus Documents setting out details of the Open Offers will be despatched to the Qualifying Shareholders and the Qualifying CPS Holders on the Posting Date and the Prospectus will be despatched to the Excluded Shareholders and the Excluded CPS Holders for information only.

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## LETTER FROM THE BOARD

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Ms. Zhou, being an executive Director, is currently one of the Share Warrant holders holding 170,893,099 Shares Warrants (representing approximately 93.5% of the total outstanding Share Warrants) as at the Latest Practicable Date. Accordingly, Ms. Zhou is a connected person of the Company and the Possible Shares Issue will constitute a connected transaction under Chapter 14A of the Listing Rules. Accordingly, Ms. Zhou has abstained from voting on the board resolution relating to the Possible Share Issue. As at the Latest Practicable Date, save for Ms. Zhou's interests in 13,879,311 Share Options, 170,893,099 Share Warrants and 215,525,161 CPS Warrants (convertible into 215,525,161 CPS), which are convertible into 13,879,311 Shares, 170,893,099 Shares and 6,735,161 Shares respectively, Ms. Zhou and her associates do not hold any Shares. Therefore, no Shareholder is required to abstain from voting on the resolution to be proposed at the SGM in relation to the Proposed Share Issue as at the Latest Practicable Date.

To the best of the Directors' knowledge, there had been no voting trust or other agreement or arrangement or understanding entered into by or binding upon any such Shareholders, and no obligation or entitlement of any such Shareholders whereby any one of them has or may temporarily or permanently passed control over the exercise of the voting right in respect of their respective interest in the Company to a third parties either especially or on a case-by-case basis.

### NOTICE OF THE SGM

Set out on pages SGM-1 to SGM-4 of this circular is a notice of the SGM to be held at 20/F, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong on Friday, 4 April 2014 at 11:00 a.m. at which resolutions will be proposed to approve, among other things, the Open Offers, the Grant of Specific Mandate and the Possible Share Issue. Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return to the registrar of the Company as soon as practicable and in any event not later than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish and in such case, the form of proxy shall be deemed to be revoked.

### RECOMMENDATION

The Independent Board Committee has been established by the Company to advise (i) the Independent Shareholders as to whether the terms of the Open Offers are fair and reasonable and on how to vote on the relevant resolution(s) at the SGM; and (ii) the CT Independent Shareholders as to whether the terms of the Possible Share Issue are fair and reasonable and on how to vote on the relevant resolution(s) at the SGM, taking into account the recommendations of the independent financial adviser. Veda Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee, the Independent Shareholders and the CT Independent Shareholders in these regards.

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## LETTER FROM THE BOARD

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Your attention is drawn to the letter from the Independent Board Committee set out on pages 46 to 47 of this circular which contains its recommendation to the Independent Shareholders in relation to the Open Offers and its recommendation to the CT Independent Shareholder in relation to the Possible Share Issue, and the letter from the Independent Financial Adviser set out on pages 48 to 66 of this circular which contains its advice to the Independent Board Committee, the Independent Shareholders and the CT Independent Shareholders. The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, considers that the terms of the Open Offers and the Possible Share Issue are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends (i) the Independent Shareholders to vote in favour of the resolution relating to the Open Offers; and (ii) the CT Independent Shareholders to vote in favour of the resolution relating to the Possible Share Issue at the SGM.

The Directors consider that the terms of the Open Offers, the Grant of Specific Mandate and the Possible Share Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

### **SUBSTANTIAL SHAREHOLDERS AND THEIR ENTITLEMENTS**

As at the Latest Practicable Date, the Board had not received any information from any substantial Shareholders regarding their intention to accept or forfeit their entitlements under the Open Offers.

### **FURTHER INFORMATION**

Your attention is drawn to the financial and general information set out in the appendices to this circular.

By order of the Board  
**Sustainable Forest Holdings Limited**  
**Zhou Jing**  
*Chairman*



## Sustainable Forest Holdings Limited

永保林業控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 723)**

20 March 2014

*To the Independent Shareholders and  
the CT Independent Shareholders*

Dear Sirs or Madams,

**(I) PROPOSED SHARE OPEN OFFER ON THE BASIS OF ONE (1) OFFER SHARE FOR EVERY TEN (10) SHARES HELD ON THE RECORD DATE WITH SHARE BONUS ISSUE ON THE BASIS OF FIVE (5) BONUS SHARES FOR EVERY OFFER SHARE SUBSCRIBED;**  
**(II) PROPOSED CONVERTIBLE PREFERRED SHARE OPEN OFFER ON THE BASIS OF ONE (1) OFFER CONVERTIBLE PREFERRED SHARE FOR EVERY TEN (10) CONVERTIBLE PREFERRED SHARES HELD ON THE RECORD DATE WITH CONVERTIBLE PREFERRED SHARE BONUS ISSUE ON THE BASIS OF FIVE (5) BONUS CONVERTIBLE PREFERRED SHARES FOR EVERY OFFER CONVERTIBLE PREFERRED SHARE SUBSCRIBED;**  
**(III) PROPOSED GRANT OF SPECIFIC MANDATE TO ISSUE SHARES AND POSSIBLE CONNECTED TRANSACTION**

We refer to the circular of the Company dated 20 March 2014 (the “**Circular**”) of which this letter forms part. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders in respect of the proposed Open Offers and the CT Independent Shareholders in respect of the Possible Share Issue. The Independent Financial Adviser has been appointed as the independent financial adviser to advise the Independent Board Committee, the Independent Shareholders and the CT Independent Shareholders in these regards.

\* *for identification purposes only*

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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Having considered the principal reasons and factors considered by, and the advice of, the Independent Financial Adviser, as set out in its letter of advice to us as set out on pages 48 to 66 of the Circular, we are of the opinion that the proposed Open Offers and the Possible Share Issue are in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable so far as the Company, the Independent Shareholders and the CT Independent Shareholders are concerned. Accordingly, we recommend (i) the Independent Shareholders to vote in favour of the ordinary resolution relating to the Open Offers; and (ii) the CT Independent Shareholders to vote in favour of the ordinary resolution relating to the Possible Share Issue at the SGM.

Yours faithfully,

Independent Board Committee

**Sustainable Forest Holdings Limited**

**William Keith Jacobsen**

*Independent*

*Non-executive Director*

**Wu Wang Li**

*Independent*

*Non-executive Director*

**Ng Wai Hung**

*Independent*

*Non-executive Director*

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*The following is the full text of a letter of advice from Veda Capital Limited to the Independent Board Committee, the Independent Shareholders and the CT Independent Shareholders in respect of the Open Offers prepared for the purpose of inclusion in this circular.*

**VEDA | CAPITAL**  
**智 略 資 本**

**Veda Capital Limited**  
Suite 3711, 37/F  
Tower II, Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

20 March 2014

*To the Independent Board Committee, the Independent Shareholders and  
the CT Independent Shareholders of Sustainable Forest Holdings Limited*

Dear Madam/Sir,

- (I) PROPOSED SHARE OPEN OFFER ON THE BASIS OF  
ONE (1) OFFER SHARE FOR EVERY TEN (10) SHARES HELD ON  
THE RECORD DATE WITH SHARE BONUS ISSUE ON THE BASIS OF  
FIVE (5) BONUS SHARES FOR EVERY OFFER SHARE SUBSCRIBED;**
- (II) PROPOSED CONVERTIBLE PREFERRED SHARE OPEN OFFER ON THE BASIS OF  
ONE (1) OFFER CONVERTIBLE PREFERRED SHARE FOR EVERY  
TEN (10) CONVERTIBLE PREFERRED SHARES HELD ON THE  
RECORD DATE WITH CONVERTIBLE PREFERRED SHARE BONUS ISSUE  
ON THE BASIS OF FIVE (5) BONUS CONVERTIBLE PREFERRED SHARES  
FOR EVERY OFFER CONVERTIBLE PREFERRED SHARE SUBSCRIBED; AND**
- (III) POSSIBLE CONNECTED TRANSACTION**

### INTRODUCTION

We refer to our appointment to advise the Independent Board Committee, the Independent Shareholders and the CT Independent Shareholders in respect of the Open Offers, details of which are set out in the letter from the Board (the “**Board Letter**”) in the Company’s circular dated 20 March 2014 (the “**Circular**”) to the Shareholders, of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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On 27 February 2014, the Board announced, among others, to propose the Open Offers (i) to raise not less than approximately HK\$44.5 million and not more than approximately HK\$53.0 million before expenses by issuing not less than 139,173,247 Offer Shares and not more than 165,665,906 Offer Shares at the subscription price of HK\$0.32 per Offer Share on the basis of one (1) Offer Share for every ten (10) Shares held on the Record Date with Share Bonus Issue of five (5) Bonus Shares for every Offer Share subscribed and allotted; and (ii) to raise not more than approximately HK\$1.7 million before expenses by issuing not more than 172,420,129 Offer CPS at the subscription price of HK\$0.01 per Offer CPS on the basis of one (1) Offer CPS for every ten (10) existing CPS held on the Record Date with an issue of five (5) Bonus CPS for every Offer CPS subscribed and allotted. The Open Offers are fully underwritten by the Underwriters.

The Open Offers are conditional upon, among other things, (i) the Independent Shareholders/CT Independent Shareholders (as the case may be) at the SGM having approved: (a) the Open Offers, the Underwriting Agreement and the transactions contemplated thereunder; (b) the approval of granting of a specific mandate for the allotment and issue of the Bonus Shares, the Offer CPS Conversion Shares and the Bonus CPS Conversion Shares; and (c) the approval of granting of a specific mandate for the allotment and issue of the Share Warrant Conversion Shares pursuant to the Grant of Specific Mandate and any connected transactions (as defined under the Listing Rules) which may arise as a result of the Grant of Specific Mandate; and (ii) the Underwriting Agreement having performed and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof.

The Independent Board Committee, comprising all the independent non-executive Directors, has been established by the Company to advise (i) the Independent Shareholders on whether the terms of the Open Offers are fair and reasonable and on how to vote on relevant resolution(s) at the SGM; and (ii) the CT Independent Shareholders on whether the terms of the Possible Share Issue are fair and reasonable and on how to vote on relevant resolution(s) at the SGM, taking into account of the recommendation of the Independent Financial Adviser. Veda Capital Limited has been appointed as the Independent Financial Adviser (i) to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Open Offers are fair and reasonable; and (ii) to advise the Independent Board Committee and the CT Independent Shareholders as to whether the terms of the Possible Share Issue are fair and reasonable.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee, the Independent Shareholders and the CT Independent Shareholders, we have relied on the accuracy of the statements, information, opinions and representations contained or referred to in the Circular and the information and representations provided to us by the Company, the Directors and the management of the Company. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have assumed that all information, representations and opinions contained or referred to in the Circular, which have been provided by the Company, the Directors and the management of the Company and for which they are solely and wholly responsible, were true and accurate at the time when they were made and continue to be true as at the Latest Practicable Date and should there be any material changes to our opinion after the despatch of the Circular and up to the date of the SGM, Shareholders would be notified as soon as possible.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm in the Circular, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts not contained in the Circular, the omission of which would make any statement in the Circular misleading.

We have not conducted any independent in-depth investigation into the business and affairs of the Company, or its subsidiaries or associated companies. We have not considered the tax consequences on the Qualifying Shareholders/Qualifying CPS Holders arising from the subscription for, holding of or dealing in the Offer Shares/Offer CPS or otherwise, since these are particular to their own circumstances. We will not accept responsibility for any tax effect on, or liabilities of, any person resulting from the subscription for, holding of or dealing in the Offer Shares/Offer CPS or the exercise of any rights attaching thereto or otherwise. In particular, Qualifying Shareholders subject to overseas taxes or Hong Kong taxation on securities dealings should consider their own tax positions with regard to the Open Offers and, if in any doubt, should consult their own professional advisers.

This letter is issued for the information for the Independent Board Committee, the Independent Shareholders and the CT Independent Shareholders solely in connection with their consideration of Open Offers and the Possible Share Issue and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### PRINCIPAL FACTORS AND REASONS CONSIDERED

In assessing the Open Offers and in giving our recommendation to the Independent Board Committee and the Independent Shareholders, we have taken into account the following principal factors and reasons:

#### A. Financial highlights of the Group

The Group is principally engaged in (i) provision of tree felling and clearing services; (ii) sustainable management of and investment in natural forests, timber and wood processing, trading and sales of forestry and timber products; (iii) manufacturing and sale of timber products including but not limited to wooden door, furniture and wooden flooring; (iv) the business of licensed travel agent under the Travel Agents Ordinance; and (v) property investment.

Set out below are the financial highlights of the Group showing the financial performance of the Group in the recent financial periods:

##### 1. For the six months ended 30 September 2013

As set out in the Company's interim report for the six months ended 30 September 2013 ("**Interim Report 2013**"), the Group recorded an unaudited revenue of approximately HK\$26.45 million, representing a decrease of approximately 44.35% from that for the six months ended 30 September 2012 of an unaudited revenue of approximately HK\$47.53 million. As noted from the Interim Report 2013, the decrease in revenue was mainly attributable to the demand for the Group's timber products remained sluggish due to the slowdown of the economy and real estate sector.

The Group recorded an unaudited loss attributable to the Shareholders of approximately HK\$89.25 million for the six months ended 30 September 2013 as compared to an unaudited profit attributable to the Shareholders of approximately HK\$10.05 million for the six months ended 30 September 2012. As noted from the Interim Report 2013, the record of loss was primarily due to a decrease in fair value of biological assets of HK\$87.8 million.

##### 2. For the year ended 31 March 2013

As set out in the Company's annual report for the year ended 31 March 2013 ("**Annual Report 2013**"), the Group recorded revenue of approximately HK\$76.55 million, representing a decrease of approximately 33.79% from that for the year ended 31 March 2012 of a revenue of approximately HK\$115.62 million. As noted from the Annual Report 2013, the decrease of revenue was mainly attributable to the suspension

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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of harvesting operations in Acre, Brazil for one year since 27 March 2012 and the demand for the Group's timber products remains sluggish due to the slowdown of the economy and real estate sector.

The Group recorded loss attributable to the Shareholders of approximately HK\$326.60 million for the year ended 31 March 2013, representing a significant decrease in loss of approximately 85.97% when compared with a loss attributable to the Shareholders of approximately HK\$2,327.91 million for the year ended 31 March 2012. As noted from the Annual Report 2013, the record of loss was mainly because the demand for the Group's timber products continued to be affected by the poor market sentiment and a sluggish real estate market in the Group's overwhelmingly most important market, China.

As set out in the Annual Report 2013, the Group has current assets of approximately HK\$231.46 million in which cash and cash equivalents contributed approximately HK\$216.54 million and the Group's current liabilities as at 31 March 2013 were approximately HK\$172.44 million.

### *3. For the year ended 31 March 2012*

As set out in the Company's annual report for the year ended 31 March 2012 ("**Annual Report 2012**"), the Group recorded revenue of approximately HK\$115.62 million, representing a decrease of approximately 86.66% from that for the year ended 31 March 2011 of approximately HK\$866.66 million. As set out in the Annual Report 2012, the decrease in revenue was mainly attributable to (i) the disputes with the working party in Rondonia, Brazil; (ii) the continued extortion threats, publication of articles and constant disturbances to the Company's staff made the operating environment in Brazil difficult; and (iii) the slowdown of the economy and the sharp drop in demand for timber products in China.

The Group recorded loss attributable to the Shareholders of approximately HK\$2,327.91 million for the year ended 31 March 2012 as compared to a profit attributable to the Shareholders of approximately HK\$341.49 million for the year ended 31 March 2011. As noted from the Annual Report 2012, the record of loss was mainly due to the loss on business disruption of approximately HK\$335.64 million and the recognition of impairment loss on goodwill of approximately HK\$1,462.12 million.

As set out in the Annual Report 2012, the Group has current assets of approximately HK\$299.36 million in which cash and cash equivalents contributed approximately HK\$7.76 million. The Group's current liabilities as at 31 March 2012 were approximately HK\$293.19 million.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### **B. Reasons for the Open Offers**

The Company will raise not less than approximately HK\$44.5 million and not more than approximately HK\$53.0 million before expenses from the Share Open Offer. Pursuant to the terms of the CPS, if the Company makes any offer by way of rights of Shares to all Shareholders, the Company shall offer CPS to the CPS Holders at the same time and on the same terms as the Shares are offered. Accordingly, the Company has also extended the CPS Open Offer to the CPS Holders. The Company will raise not more than approximately HK\$1.7 million before expenses from the CPS Open Offer assuming that all CPS Warrants holders converted their CPS Warrants into CPS and no CPS Holder converted its CPS into Shares after the Latest Practicable Date and prior to the Record Date. As the maximum number of Offer Shares to be issued has already taken into account, among other things, the effect that all CPS Warrants holders converted their CPS Warrants into CPS and all CPS Holders converted their CPS into Shares, in aggregate, the Company will raise not less than approximately HK\$46.2 million and not more than approximately HK\$53.0 million before expenses from the Open Offers.

The net proceeds from Open Offers are estimated to be not less than approximately HK\$42.8 million and not more than approximately HK\$49.6 million. The Company intends to apply the net proceeds from Open Offers as to: (i) approximately HK\$16.5 million will be reserved for repayment of indebtedness, including the promissory notes that had been fall due on 31 July 2013, the Accrued Interests and part of the amount due to Shareholders which bears interest of 5% per annum and is payable within 2014. The outstanding balance of the promissory notes and the Accrued Interests is approximately HK\$7.9 million (including accrued interests) and approximately HK\$4.0 million respectively as at the Latest Practicable Date. The balance of approximately HK\$4.6 million will be applied for repayment of part of the amount due to Shareholders; (ii) approximately HK\$16.5 million will be reserved for future investments opportunities, including but not limited to property investment, as and when suitable opportunities arise; and (iii) the balance for general working capital of the Group, including but not limited to, payments of corporate and operating expenses.

As set out in the Board Letter, the Open Offers will strengthen the Company's capital base and enhance its financial position. The Board believes that the Open Offers will provide the Qualifying Shareholders and the Qualifying CPS Holders with an opportunity to maintain their respective pro rata equity interests in the Company and to participate in the future growth and development of the Company. In addition, the issue of Bonus Shares and Bonus CPS will be an additional incentive for the Shareholders and the CPS Holders to take part in the Open Offers. In this regard, the Directors (including independent non-executive Directors who have taken into consideration the advice from the Independent Financial Adviser) consider that the Open Offers are in the interests of the Group and the Shareholders as a whole.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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As noted from the Interim Report 2013, the Company suspended the Group's harvesting operations in Acre, Brazil on 27 March 2012 until the operating environment for its Brazilian subsidiary improves and the operations remained suspended as at the Latest Practicable Date. As a result, the business segment of manufacturing and sale of timber products became the sole revenue driver of the Group. As set out in the Interim Report 2013, demand for the Group's timber products remained sluggish as the slowdown of the economy and real estate sector continued. Due to the uncertain market conditions and poor demand for timber products, the outlook for the Group's timber product business is uncertain. The Group will continue to control its expenses and look for new business opportunities to enhance the income stream and to restore Shareholders' value. As set out in the Board Letter, the Company has not identified any new business/investment opportunities and has not entered into any negotiations for acquisition or investment as at the Latest Practicable Date.

As further noted from the announcements of the Company dated 18 March 2013 and 6 May 2013, respectively, the Company has completed the March Open Offers and raised gross proceeds of approximately HK\$65.3 million. As at the Latest Practicable Date, approximately HK\$44.0 million has been utilised for repayment of the indebtedness of the Group, approximately HK\$1.2 million has been utilised for the acquisition of a 95% equity interest in Travel Inn Limited, which is a licensed travel agent under the Travel Agents Ordinance of Hong Kong and is principally engaged in the provision of travel packages, including but not limited to airline ticketing, hotel and accommodation bookings, cruise holidays and other transportation arrangements, to retail customers in Hong Kong, (details of such acquisition are set out in the Company's announcement dated 5 December 2013) (the "**Acquisition**"), approximately HK\$0.4 million has been utilised for the acquisition of the entire equity interest in Good Magic Limited which holds 3 residential properties in Hong Kong in January 2014, approximately HK\$5.9 million has been utilised for general working capital of the Group and the rest of the net proceeds of approximately HK\$9.3 million are intended to be utilised as the general working capital of the Group such as daily operations of the Group. Including the abovementioned rest of net proceeds, the Group had cash and cash equivalents amounted to approximately HK\$11.6 million as at 31 January 2014. We also noted from Appendix I of this Circular that at the close of business on 31 January 2014, the Group had total borrowing of approximately HK\$23.2 million.

As further set out in the Board Letter, the Directors believe that the uncertain market conditions and poor demand for timber products would continue to affect the Group's near term outlook for its existing businesses. The Group has carried out aggressive cost cutting measures and will continue to tightly manage all expenses in the period ahead. Despite the keen competition in the market, the sale performance of the Group's travel business from the retail customers has remained stable following completion of the Acquisition on 18 February 2014. The Company is positive about the outlook of travel industry in Hong Kong and will put efforts and resources in maintaining the operation of the Group's travel business.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Having considered (i) the indebtedness and the current cash balance of the Group; (ii) existing challenges of the Group's businesses given that the operation in Brazil has been suspended and the demand for timber products remained sluggish; (iii) that the Group looks for new opportunities on a continual basis; and (iv) the Company will put efforts and resources in travel business operation, we consider that the Open Offers allow the Group to obtain a better financial position by reducing the current debts and able to sustain future potential investments.

As noted from the above proposed use of proceeds, the proceeds from the Open Offers will be utilized by the Group to (i) reduce current debts of the Group; (ii) raise funds for capturing new business opportunities and enhance working capital of the Group under the uncertain market conditions; and (iii) strengthen the capital base of the Group and enhance the financial position of the Group, it is expected that the Group will be in a better financial position for future development as a result of the Open Offers. Having also taken into account that the CPS Open Offer with CPS Bonus Issue is required pursuant to the terms of the CPS and the Open Offers providing incentives to the Qualifying Shareholders to subscribe for the Offer Shares and Offer CPS, we consider the Open Offers are in the interests of the Company and Independent Shareholders as a whole.

### **C. The Open Offers**

#### ***(I.) The Share Open Offer with Share Bonus Issue***

The Share Open Offer with Share Bonus Issue is on the basis of one (1) Offer Share for every ten (10) Shares held by on the Record Date with Share Bonus Issue of five (5) Bonus Shares for every Offer Share subscribed and allotted and payable in full on application. The subscription price of HK\$0.32 per Offer Share represents:

- (i) a premium of approximately 113.3% over the closing price of HK\$0.150 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 113.3% over the average closing price of approximately HK\$0.150 per Share for the last five trading days as quoted on the Stock Exchange up to and including the Last Trading Day;
- (iii) a premium of approximately 113.3% over the average closing price of approximately HK\$0.150 per Share for the last ten trading days as quoted on the Stock Exchange up to and including the Last Trading Day;
- (iv) a premium of approximately 180.7% over the theoretical ex-entitlement price of approximately HK\$0.114 per Share as quoted on the Stock Exchange on the Last Trading Day; and

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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- (v) a premium of approximately 116.2% over the closing price of HK\$0.148 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Share Bonus Issue will reduce the average price per Offer Share taken up and therefore is in effect affecting the subscription price per offer share to the prevailing market price of the Share. Since every five (5) Bonus Shares will be issued upon the subscription of one (1) Offer Share, the average price for each Share to be allotted and issued under the Share Open Offer and Share the Bonus Issue will be approximately HK\$0.0533 (the “**Effective Subscription Price**”), which represents:

- (i) a discount of approximately 64.4% to the closing price of HK\$0.150 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 64.4% to the average closing price of approximately HK\$0.150 per Share for the last five trading days as quoted on the Stock Exchange up to and including the Last Trading Day;
- (iii) a discount of approximately 64.4% to the average closing price of approximately HK\$0.150 for the last ten trading days as quoted on the Stock Exchange up to and including the Last Trading Day;
- (iv) a discount of approximately 53.2% to the theoretical ex-entitlement price of approximately HK\$0.114 per Share calculated based on the closing price per Share of HK\$0.150 as quoted on the Stock Exchange on the Last Trading Day; and
- (v) a discount of approximately 64.0% to the closing price of HK\$0.148 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

As stated in the Board Letter, the subscription price per Offer Share was determined after arm’s length negotiations between the Company and the Underwriters with reference to funding needs of the Company, the current market price of the Shares, par value of the Shares, and prevailing market condition.

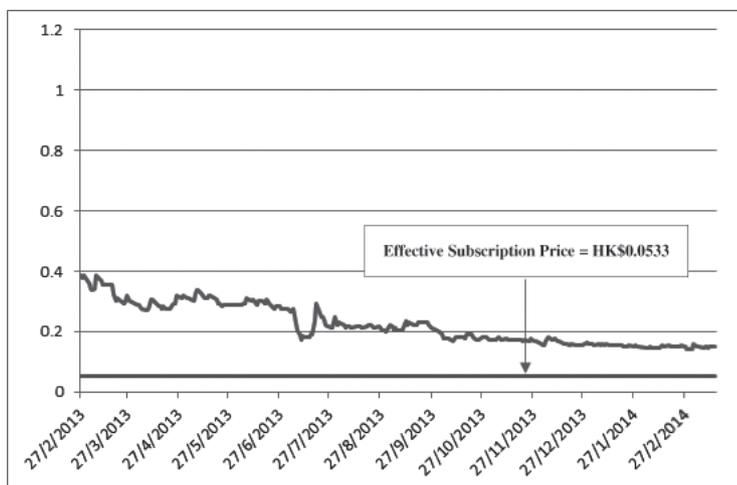
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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### 1. Historical closing prices

We have reviewed the movements in the trading price of the Shares during the period from 27 February 2013 (being the 12 calendar months period prior to the date of the Underwriting Agreement) to the Latest Practicable Date (the “**Review Period**”). The closing prices of the Shares during the Review Period are set out below:



Source: website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk))

Note: The trading of the Shares was suspended from 13 March 2013 to 18 March 2013.

The closing prices of the Shares ranged from the lowest of HK\$0.14 on 3 March 2014 to the highest of HK\$0.546 on 4 February 2013 during the Review Period. The average closing price of the Shares during the Review Period was approximately HK\$0.238.

The Effective Subscription Price represents (i) a discount of approximately 90.24% to the highest closing price of the Share; (ii) a discount of approximately 77.61% to the average closing price of the Share; and (iii) a discount of approximately 61.93% over the lowest closing price of the Share during the Review Period.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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We note that it is a common market practice that, in order to enhance the attractiveness of an open offer exercise and to encourage the existing shareholders to participate in an open offer, the subscription price of an open offer normally represents a discount to the prevailing market prices of the relevant shares. And in view that the closing prices of the Shares have been traded in a continuous decreasing trend, we concur with the Directors that the Effective Subscription Price being set as lower than the prevailing market prices of the Shares is in line with general practice and the current market trend, which we consider such arrangement is reasonable and acceptable.

### 2. Comparison with open offers comparables

In assessing the fairness of the Effective Subscription Price, we have compared the Share Open Offer with Share Bonus Issue with an exhaustive list which includes all the samples within our parameters (i.e. companies that have conducted open offers that are listed on the Stock Exchange starting from 27 August 2013 up to and including 27 February 2014, being the date of the Underwriting Agreement), and have identified 19 companies which have shown in the table below (the “Comparables”). As the terms of the Comparables are determined under similar market conditions and sentiments as the Share Open Offer and the Underwriters and the Company had considered the then recent market conditions, i.e. during the six months’ period prior to the Underwriting Agreement, when determining the terms of the Open Offers, we believe that the Comparables may reflect the recent trend of the open offer transactions in the market and is helpful in assessing the fairness of the Effective Subscription Price. Details of the Comparables are summarized in the following table:

Comparable (Stock Code)	Date of Announcement	Basis of entitlement	Premium/	Premium/	Maximum dilution	Underwriting commission	Excess application
			(discount) of subscription price over/(to) the closing price on the last trading day (%)	(discount) of subscription price over/(to) the theoretical ex-entitlement price (%)			
Ming Fung Jewellery Group Limited (860)	2014/02/26	1 for 2	(57.90)	(47.70)	33.33	1	N
Capital VC Limited (2324)	2014/01/27	4 for 1	(59.02)	(22.36)	80.00	2.5	N
Coastal Greenland Limited (1124)	2014/01/24	1 for 2	(19.40)	(13.80)	33.33	1.5	Y
Solartech International Holdings Limited (1166)	2014/01/21	5 for 1	(66.67)	(25.00)	83.33	2.5	N
Grand Field Group Holdings Limited (115)	2014/01/17	1 for 2	(66.10)	(56.52)	33.33	3.5	N

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Comparable (Stock Code)	Date of Announcement	Basis of entitlement	Premium/ (discount) of subscription price over/(to) the closing price on the last trading day (%)	Premium/ (discount) of subscription price over/(to) the theoretical ex-entitlement price (%)	Maximum dilution (Note 1) (%)	Underwriting commission (%)	Excess application (Y/N)
Larry Jewelry International Company Limited (8351)	2014/01/03	7 for 10	(13.04)	(8.12)	41.18	2.5	N
China Leason CBM & Shale Gas Group Company Limited (8270)	2013/12/22	1 for 2	(63.96)	(54.18)	33.33	3.5	N
China Information Technology Development Limited (8178)	2013/11/28	2 for 1	(36.05)	(16.03)	66.67	1.25	N
China Zhongwang Holdings Limited (1333)	2013/11/28	3 for 10	0.00	0.00	23.08	0	Y
Unlimited Creativity Holdings Limited (8079)	2013/11/22	4 for 1	(65.52)	(27.54)	80.00	2	N
Golden Meditech Holdings Limited (801)	2013/11/19	1 for 2	(49.00)	(39.00)	33.33	1.5	Y
China Star Entertainment Limited (326)	2013/11/18	2 for 5	(3.85)	(3.10)	28.57	1	N
Perception Digital Holdings Limited (1822)	2013/11/14	6 for 5	(73.70)	(55.99)	54.55	2.5	N
Oriental Explorer Holdings Limited (430)	2013/11/14	1 for 2	(35.50)	(26.80)	33.33	2	Y
Global Energy Resources International Group Limited (8192)	2013/11/11	1 for 2	(49.28)	(39.29)	33.33	2.50	N
Sun International Resources Limited (8029)	2013/10/28	1 for 2	(68.75)	(59.51)	33.33	0.00	N
FAVA International Holdings Limited (8108)	2013/09/17	4 for 1	(66.10)	(28.06)	80.00	3.50	Y
Carnival Group International Holdings Limited (996)	2013/09/16	1 for 2	(50.00)	(25.01)	33.33	1.50	N
Mitsumara East Kit (Holdings) Limited (2358) (Note 2)	2013/08/28	6 for 1	(89.36)	(54.55)	85.71	2.50	N
		Minimum	(73.70)	(59.51)	23.08	0.00	
		Maximum	0.00	0.00	83.33	3.5	
		Mean	(46.88)	(30.45)	46.52	1.93	
Company (taken into account the Share Bonus Issue)		1 for 10 with Share Bonus Issue of 5 Bonus Shares for every Offer Share	(64.4)	(53.2)	54.5	2.5	N

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*Notes:*

1. Maximum dilution effect of each open offer is calculated as:  $((\text{number of offer shares to be issued under the basis of entitlement})/(\text{number of existing shares held for the entitlement for the offer shares under the basis of entitlement} + \text{number of offer shares to be issued under the basis of entitlement})) \times 100\%$ , e.g. for an open offer with basis of one offer share for every ten existing shares, the maximum dilution effect is calculated as  $((1)/(1+10))*100 = 9.09\%$ .
2. Trading of the shares of the listed company has been suspended for more than 12 months, i.e. throughout the Review Period, which the closing prices and subscription prices could not reflect the recent market conditions and sentiments and therefore, we considered this company not suitable for comparison.

As shown in the above table, the discounts represented by the subscription prices to the closing prices of shares of the Comparables on the last trading days prior to the release of the respective announcements ranged from approximately 73.70% to 0% (the “**LTD Market Range**”). The discount of approximately 64.4% as represented by the Effective Subscription Price to the closing price of the Shares on the Last Trading Day falls within and is deeper than the mean of the LTD Market Range.

The discount represented by the subscription prices to the theoretical ex-entitlement prices of the shares of the Comparables ranged from approximately 59.51% to 0% (the “**TEP Market Range**”). The discount of approximately 53.2% as represented by the Effective Subscription Price to the theoretical ex-entitlement price of the Shares falls within and is deeper than the mean of the TEP Market Range.

Having taken into account of (i) the use of proceeds from the Open Offer as disclosed in the section “B. Reasons for the Open Offers” above; (ii) the continue loss-makings recorded by the Company since the financial year ended 31 March 2012; and (iii) the decreasing trend of the closing prices of the Shares, we consider that it is inevitable for the Company to set the Effective Subscription Price at a deeper discount so as to increase the attractiveness of the Share Open Offer. Having considered the abovementioned factors and that (i) the Effective Subscription Price was determined after arm’s length negotiations between the Company and the Underwriters; (ii) all Qualifying Shareholders are offered an equal opportunities to subscribe for the Offer Shares; (iii) the discount represented by the Effective Subscription Price to the closing price of the Shares on the Last Trading Day falls within the LTD Market Range; and (iv) the discount represented by the Effective Subscription Price to the theoretical ex-entitlement price of the Shares falls within the TEP Market Range, we consider the Effective Subscription Price is fair and reasonable so far as the Independent Shareholders are concerned.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### *(II.) The CPS Open Offer with CPS Bonus Issue*

The CPS Open Offer with CPS Bonus Issue is on the basis of one (1) Offer CPS for every ten (10) existing CPS held on the Record Date and payable in full upon application with five (5) Bonus CPS for every Offer CPS allotted and issued. The subscription price of the Offer CPS is HK\$0.01 each. Taking into account the conversion ratio of one CPS to 0.03125 Share, the subscription price of the Offer CPS per Share to be converted thereunder is equivalent to the subscription price of the Offer Shares (i.e. HK\$0.32 each).

Given the terms, including but not limited to, the subscription price of the CPS Open Offer with CPS Bonus Issue are same as the Share Offer with Share Bonus Issue, based on our analysis under the sub-section headed “(I.) The Share Open Offer with Share Bonus Issue”, we consider the subscription price of the Offer CPS is fair and reasonable so far as the Independent Shareholders are concerned.

### *(III.) No application for excess Offer Shares and Offer CPS*

As set out in the Board Letter, there is no arrangement for application for the Offer Shares and Offer CPS by the Qualifying Shareholders and the Qualifying CPS Holders respectively in excess of their entitlements. Considering that each Qualifying Shareholder and Qualifying CPS Holder will be given an equal and fair opportunity to participate in the Company’s future development by subscribing for his/her/its proportionate entitlement under the Share Open Offer and the CPS Open Offer respectively, if application for excess Offer Shares and Offer CPS is arranged, the Company will be required to put in additional effort and costs to administer the excess application procedures, which is not cost-effective from the viewpoint of the Company. Any Offer Shares and Offer CPS not taken up by the Qualifying Shareholders and the Qualifying CPS Holders will be taken up by the Underwriters pursuant to the terms and conditions of the Underwriting Agreement.

We consider that the absence of the excess application arrangement may not be desirable from the point of view of those Qualifying Shareholders/Qualifying CPS Holders (as the case may be) who wish to take up additional Offer Shares/Offer CPS (as the case may be) in excess of their assured entitlements. However, we consider that the aforesaid should be balanced against the fact that (i) the terms of the Open Offers are structured with an intention to encourage all the Qualifying Shareholders to take up their respective assured allotment as the Effective Subscription Price is set at a discount to the prevailing market price of the Shares which provides reasonable incentives to all the Qualifying Shareholders/Qualifying CPS Holders (as the case may be) to participate in the Open Offers; (ii) the Qualifying Shareholders and the Qualifying CPS Holders have the first right to decide whether to accept the Open Offers; (iii) the absence of such arrangement will save additional efforts and costs to

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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the administrative procedures for the excess application; and (iv) each Qualifying Shareholder and the Qualifying CPS Holder will be given a fair and equal opportunity to subscribe for his/her/its assured entitlement under the Open Offers, we are of the view that the absence of excess application under the Open Offers is fair and reasonable.

### *(IV.) Underwriting commission*

As stated in the Board Letter, the Open Offers will be fully underwritten by the Underwriters and the Company will pay the Underwriters an underwriting commission of 2.50% (the “**Underwriting Commission**”) of the aggregate subscription price in respect of the Offer Shares and Offer CPS to be underwritten by the Underwriters. As shown in the above table, the underwriting commissions of the Comparables range from nil to 3.5% with a mean of 1.93%. In view that (i) the Underwriting Commission falls within the range of the underwriting commissions of the Comparables; and (ii) the Underwriting Commission was determined after arm’s length negotiation between the Company and the Underwriters, we consider that the Underwriting Commission is in line with the market practice and is fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole.

### *(V.) Risks associated with the Open Offers*

Shareholders and potential investors should note that the Open Offers are conditional, among other things, upon the fulfillment of the conditions set out under the section headed “Conditions of the Open Offers” in the Board Letter. In particular, the Open Offers are subject to the Underwriting Agreement having become unconditional and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof as set out in the paragraph headed “Termination of the Underwriting Agreement” in the Board Letter. Accordingly, the Open Offers may or may not proceed. The Shareholders and potential investors should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

## **D. Alternatives**

We have enquired with the Company and are advised that they have considered other methods of fund raisings such as rights issue, placement of new Shares or other convertible securities and bank borrowing. Having taking into account the following:

- (i) pursuant to the terms of the CPS, if the Company makes any offer by way of rights of Shares to all Shareholders, the Company shall offer CPS to the CPS Holders at the same time and on the same terms as the Shares are offered. In this regard, if the Company raises fund by way of rights issue, such rights issue has to be extended to the CPS Holders accordingly. Higher costs will be incurred by

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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rights issue as compared to open offer because of additional administrative costs and expenses of the Company in arranging trading arrangement of the nil-paid rights with the share registrar for the Shares and the arrangement of the transfer of the nil-paid rights for the CPS. Also, there is no liquidity for the nil-paid rights of the CPS as compared to those of the Shares as the CPS is unlisted.

- (ii) the Open Offers will give each Qualifying Shareholder and Qualifying CPS Holder an equal and fair opportunity to maintain their respective pro-rata shareholding interests in the Company;
- (iii) the uncertainty of the existence of a market to trade the nil-paid entitlements and the un-economical trading cost which may be incurred by a qualifying shareholder;
- (iv) debt financing and bank borrowing will create interest payment obligations on the Group and increase the gearing and incur further interest burden to the Company;
- (v) any placing of new Shares will inevitably cause massive dilution to the interests of the existing Shareholders as they will not be able to participate on an equitable basis; and
- (vi) the Open Offers will enable the Shareholders and the CPS Holders to maintain their proportionate interests in the Company should they so wish,

Given the above, we are of the view that fund raising by way of the Open Offers is fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole.

### **E. Financial effect of the Open Offers**

#### ***1. Net asset value***

Based on the statement of unaudited pro forma financial information set out in Appendix II of the Circular, the unaudited pro forma adjusted consolidated net tangible assets of the Group would increase by the estimated net proceeds from the Open Offers (i) by approximately HK\$43 million to approximately HK\$217 million as compared with that as at 30 September 2013 assuming no exercise of Share Options, Share Warrants or conversion of CPS (including the CPS resulted from exercise of CPS Warrants); and (ii) by approximately HK\$50 million to approximately HK\$235 million as compared with that as at 30 September 2013 assuming full exercise of Share Options, Share Warrants and full conversion of CPS (including the CPS resulted from exercise of CPS Warrants).

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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The unaudited consolidated net tangible assets per Share as at 30 September 2013 was HK\$0.1252 based on 1,391,694,973 Shares in issue as at 30 September 2013.

The unaudited pro forma adjusted net tangible assets per Share immediately after completion for the Open Offers would be (i) approximately HK\$0.0975 which represents a decrease of approximately 22.12% assuming no exercise of Share Options, Share Warrants or conversion of CPS (including the CPS resulted from exercise of CPS Warrants); and (ii) approximately HK\$0.0886 which represents a decrease of approximately 29.23% assuming full exercise of Share Options, Share Warrants and full conversion of CPS (including the CPS resulted from exercise of CPS Warrants).

As illustrated above, the Offer Shares and the Offer CPS, which will be issued at a discount to the net tangible assets per Share before completion of the Open Offers, is expected to decrease the consolidated net tangible assets per Share upon completion of the Open Offers.

### **2. Working capital**

The Open Offers shall have positive effect on the Group's working capital upon completion as the net proceeds from the Open Offers will bring a net cash inflow to the Group.

In light of the enhancement on the net tangible assets and the working capital as a result of the Open Offers, we are of the opinion that the Open Offer is in the interests of the Company and the Independent Shareholders as a whole.

### **F. Potential Dilution**

As the Open Offers are offered to all Qualifying Shareholders and Qualifying CPS Holders on the same basis, the Qualifying Shareholders and Qualifying CPS Holders will be able to maintain their proportional interests in the Company if they take up their allotments under the Open Offer in full. Any Qualifying Shareholders and Qualifying CPS Holders who choose not to take up in full their assured entitlements under the Open Offer will have their shareholdings in the Company diluted by up to a maximum of approximately 54.5% from their shareholding interest upon completion of the Open Offers. As shown in the above table, the dilution of the Comparables range from minimum of approximately 23.08% to maximum of 83.33% with a mean of approximately 46.52%. The maximum dilution effect of the Share Open Offer with Bonus Issue lies within the range of the Comparables and is slightly above the mean of the Comparables.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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In all cases of open offers, the dilution on the shareholding of those qualifying shareholders who do not take up in full their assured entitlements under the open offers is inevitable. In fact, the dilution magnitude of any open offers depends mainly on the extent of the basis of entitlement under such exercises since the higher offering ratio of new shares to existing shares is the greater the dilution on the shareholding would be.

Having considered that (i) the Share Open Offer would enable the Group to strengthen the capital base and the financial position of the Group; (ii) all Qualifying Shareholders and Qualifying CPS Holders will be offered the same opportunity to maintain their proportional interests in the Company; (iii) it is common for the listed issuers in Hong Kong to issue Offer Shares at a discount to the market price in order to enhance the attractiveness of an open offer transaction and the Effective Subscription Price, which is at discount to the market price of the Shares as at the Last Trading Day is in line with general practice in the market; (iv) the inherent dilutive nature of open offer for non-participating Shareholders in general; (v) Qualifying Shareholders and Qualifying CPS Holders have their choices whether to accept the Open Offers or not; and (vi) the dilution effect of the Share Open Offer lies within the range of the Comparables, we consider that the potential dilution effect of the Open Offers to the Qualifying Shareholders and Qualifying CPS Holders who decide not to accept the Open Offers is acceptable.

### **G. Possible Connected Transaction**

As set out in the Board Letter, the Company has 182,801,443 outstanding Share Warrants as at the Latest Practicable Date. Ms. Zhou, being an executive Director, is currently one of the Share Warrant holders holding 170,893,099 Shares Warrants (representing approximately 93.5% of the total outstanding Share Warrants) as at the Latest Practicable Date. In view of the Open Offers, and based on preliminary assessment of the Company according to the relevant adjustments requirements as set out in the terms and conditions of the Share Warrants in the Board Letter and the outstanding Share Warrants in the aggregate nominal value of approximately HK\$54,754,149.13 held by Ms. Zhou as at the Latest Practicable Date, the number of Shares to be allotted and issued upon the exercise of the subscription rights attaching to the outstanding Share Warrants held by Ms. Zhou would be adjusted from 170,893,099 Shares (based on the subscription price of HK\$0.3204 per Share Warrant) to 225,418,481 Shares (based on the preliminary estimated adjusted subscription price of HK\$0.2429 per Share Warrant), as a result of the Open Offers.

Shareholders should note that the abovementioned adjusted subscription prices and the corresponding adjusted number of conversion Shares relating to the Share Warrants are estimated based on the preliminary estimation of the Company only, and are subject to confirmation by the auditors or approved merchant bank (to be appointed by the Company).

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Ms. Zhou is a connected person of the Company and the Possible Shares Issue will constitute a connected transaction under Chapter 14A of the Listing Rules and is subject to the approval by the CT Independent Shareholders at the SGM.

As at the Latest Practicable Date, save for Ms. Zhou's interests in 13,879,311 Share Options, 170,893,099 Share Warrants and 215,525,161 CPS Warrants (convertible into 215,525,161 CPS), which are convertible into 13,879,311 Shares, 170,893,099 Shares and 6,735,161 Shares respectively, Ms. Zhou and her associates do not hold any Shares. Therefore, no Shareholder is required to abstain from voting on the resolution to be proposed at the SGM in relation to the Proposed Share Issue as at the Latest Practicable Date.

Having considered that (i) the Possible Share Issue is a result from the adjustments on the subscription price per Share Warrant according to the terms and conditions of the Share Warrants; and (ii) all holders of the Share Warrants are subject to the same adjustments mechanism of the subscription price of the Share Warrants pursuant to the terms and conditions of the Share Warrants, we concur with the Directors that the terms of the Possible Share Issue are fair and reasonable.

### RECOMMENDATIONS

Having considered the principal factors and reasons referred to above, we are of the opinion that (i) the terms of the Open Offers are fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole; and (ii) the terms of the Possible Share Issue are fair and reasonable, on normal commercial terms but not in the ordinary and usual course of business of the Company. Accordingly, we would therefore advise (i) the Independent Shareholders and the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the resolutions to approve the Open Offers to be proposed at the SGM; and (ii) the CT Independent Shareholders and the Independent Board Committee to recommend the CT Independent Shareholders to vote in favour of the resolution to approve the Possible Share Issue to be proposed at the SGM.

Yours faithfully,  
For and on behalf of  
**Veda Capital Limited**  
**Julisa Fong**  
*Managing Director*

**1. FINANCIAL INFORMATION INCORPORATED BY REFERENCE**

Financial information of the Group for the three years ended 31 March 2011, 2012 and 2013 and the six months ended 30 September 2013 are disclosed in the annual report of the Company for the year ended 31 March 2011 (pages 66 to 190) (<http://www.hkexnews.hk/listedco/listconews/SEHK/2011/0715/LTN20110715246.pdf>), the annual report of the Company for the year ended 31 March 2012 (pages 43 to 187) (<http://www.hkexnews.hk/listedco/listconews/SEHK/2012/1221/LTN20121221806.pdf>), the annual report of the Company for the year ended 31 March 2013 pages (39 to 179) (<http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0719/LTN20130719189.pdf>) as well as the 2013 interim report (pages 8 to 53) (<http://www.hkexnews.hk/listedco/listconews/SEHK/2013/1210/LTN20131210160.pdf>), respectively, of the Company, which are also published on the Company's designated website (<http://www.susfor.com>).

**2. INDEBTEDNESS STATEMENT****(a) Borrowing**

At the close of business on 31 January 2014, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this Circular, the Group had total borrowing of approximately HK\$23,197,000, comprising accrued interest of HK\$4,046,000 for a loan facility from an independent third party, promissory notes of HK\$6,761,000 from a substantial shareholder, and interest bearing loans from shareholders of HK\$12,390,000.

**(b) Security and guarantees**

As at the close of business on 31 January 2014, the Group's accrued interest of HK\$4,046,000 was secured by the entire issued share capital of a wholly-owned subsidiary.

**(c) Commitment**

As the close of business on 31 January 2014, the Group had total future minimum lease payments under non-cancelable operating leases in respect of rented premises amounting to approximately HK\$590,000.

**(d) Contingent liabilities**

On 18 July 2011, a subsidiary of the Group entered into an agreement (the "Agreement") with R2R Indústria e Comércio de Produtos Florestais Ltda. ("R2R"). Under the Agreement, the subsidiary will harvest logs on forest area supposedly owned by R2R under a sustainable forest management plan and pay R2R a total of R\$9,602,000 (equivalent to approximately HK\$41.0 million) by installments. R2R was responsible to obtain the necessary harvesting permit ("AUTEF") within 30 days of the Agreement. R2R

was late in presenting the AUTEF to the subsidiary and failed to produce documentations that support its ownership of the subject forest area. In addition, the subsidiary's harvesting team discovered various environmental crimes in the subject forest area during its preparatory inspection. A total sum of R\$840,000 (equivalent to approximately HK\$3,869,000) was paid by the subsidiary under the Agreement while the remaining balance was withheld due to the above breach and irregularities. In the meantime, R2R sent various notices demanding for performance under the Agreement. On 17 January 2012, the subsidiary served a termination notice to R2R and demanded for the return of the deposits paid. On 23 February 2012, R2R sent the subsidiary an amicable settlement offer where reducing the outstanding balance to R\$1,621,000 (equivalent to approximately HK\$6,910,000) as final settlement for the immediate termination of the Agreement.

(e) **Litigations**

In the land search of the freehold lands of a subsidiary, it revealed that F Um Terraplanagem ("**Terraplanagem**") submitted a claim to a court against the subsidiary to pay for alleged outstanding service fee of approximately R\$1,300,000 (equivalent to approximately HK\$4,511,000) and filed a precautionary injunction to prevent the subsidiary of selling its freehold lands without properly paying possible claim to itself. At the moment, the subsidiary did not receive any writ from the court in due course. According to some preliminary information, the court hearing has not yet been scheduled. The subsidiary will investigate the issue and defend itself vigorously in the legal proceeding.

In the land search of the freehold lands of the subsidiary, it also revealed that a labour claim against the subsidiary for approximately R\$1,100,000 (equivalent to approximately HK\$3,817,000) and a precautionary injunction to prevent the subsidiary of selling its freehold lands without properly paying possible claim was filed by Leandro Dos Martires Guerra ("**Leandro**"), a former director of the Company. At the moment, the subsidiary did not receive any writ from the court in due course. According to some preliminary information, the court made an order to the subsidiary for paying Leandro the claim of R\$1,100,000 (equivalent to approximately HK\$3,817,000). The subsidiary will investigate the issue and is consulting legal counsels for legal appeal.

On 19 July 2010, a subsidiary of the Company entered into a logistical agreement and a long-term supply agreement with Viewscm Corporation Ltd. ("**Viewscm**"). According to the logistical agreement, Viewscm was appointed as the sole logistics service provider to the subsidiary for export of logs and timbers from hydroelectric power plant area in the state of Rondonia, Brazil to China. However, after Viewscm formulated the logistic plan under the logistical agreement, the proposed transportation cost from Viewscm did not meet the target cost of the subsidiary. Thus, the subsidiary did not use any logistics service by Viewscm. Also, according to the long-term supply agreement, the subsidiary would sell logs to Viewscm in Brazil and the origin of the logs should be from the hydroelectric power plant area. The Group was engaged by a main contractor to provide tree felling service in the

hydroelectric power plant area. The relationship with the main contractor deteriorated since occurrence of the harassments from an alleged agent of the main contractor and operating staff and officers of our Group were rejected access to the hydroelectric power plant area. As such, the subsidiary could not sell any logs to Viewscm.

Viewscm asserted claims against the subsidiary by reason of the alleged breaches of the logistical agreement and long-term supply agreement by the subsidiary. The alleged breaches of the logistical agreement and long-term supply agreement were dealt with under arbitration proceedings which hearings were held at South China International Economic and Trade Arbitration Commission and Shenzhen Arbitration Commission respectively. On 20 March 2013, South China International Economic and Trade Arbitration Commission issued an award of approximately RMB784,000 (equivalent to approximately HK\$991,000) in favour of Viewscm for the alleged breach of logistical agreement by the subsidiary and on 12 April 2013, Shenzhen Arbitration Commission issued an award of approximately RMB703,000 (equivalent to approximately HK\$888,000) in favour of Viewscm for the alleged breach of long-term supply agreement by the subsidiary.

On 19 September 2013, the subsidiary received two court orders for the enforcement of arbitration awards issued by South China International Economic and Trade Arbitration Commission and Shenzhen Arbitration Commission totaling approximately RMB1,487,000 (equivalent to approximately HK\$1,879,000) and related legal expenses in favour of Viewscm.

**(f) Disclaimers**

Save as aforesaid and apart from intra-group liabilities and normal trade payables in the ordinary course of business, as at the close of business on 31 January 2014, the Group did not have any debt securities issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills) or acceptance credits, mortgages, charges, finance leases or hire purchase commitments, guarantees or other material contingent liabilities.

Upon completion of the acquisition of a 95% equity interest in Travel Inn Limited and the entire equity interest in Good Magic Limited in February 2014, the outstanding indebtedness owed by Travel Inn Limited, and Good Magic Limited and its subsidiaries was consolidated into that of the Group. Save for the aforesaid, the Directors confirmed that no material changes in the indebtedness and contingent liabilities of the Group since 31 January 2014 up to and including the Latest Practicable Date.

**3. WORKING CAPITAL**

The Directors are of the opinion that after taking into account the present internal financial resources of the Group, the currently available banking facilities and the estimated net proceeds from the Open Offers, the Group has sufficient working capital for its present requirements for at least the next 12 months from the date of this circular.

**4. MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2013, being the date to which the latest audited consolidated financial statements of the Group were made up.

**(A) UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP**

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets (the “Unaudited Pro Forma Financial Information”) of the Group prepared in accordance with Rule 4.29 of the Listing Rules for the purpose of illustrating the effect of the Open Offers on the unaudited consolidated net tangible assets of the Group as if the Open Offers had been completed on 30 September 2013.

The Unaudited Pro Forma Financial Information of the Group has been prepared for illustrative purpose only, based on the judgements, estimates and assumptions of the Directors, and because of its nature, it may not give a true picture of the financial position of the Group upon Completion.

The Unaudited Pro Forma Financial Information of the Group is prepared based on the unaudited consolidated net tangible assets attributable to equity holders of the Company as at 30 September 2013, as extracted from the published interim report of the Company as of 30 September 2013 and the adjustments described below.

Unaudited consolidated net tangible assets attributable to equity holders of the Company as at 30 September 2013 <i>HK\$'000</i> <i>(Note 1)</i>	Estimated net proceeds from the Open Offers <i>HK\$'000</i> <i>(Note 2)</i>	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity holder of the Company upon Completion <i>HK\$'000</i>	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity holders of the Company per Share as at 30 September 2013 <i>HK cents</i> <i>(Note 3)</i>	Unaudited consolidated net tangible assets attributable to equity holders of the Company per Share upon Completion (assuming no exercise of Share Options, Share Warrants or conversion of CPS (Including the CPS resulted from exercise of CPS Warrants) before the Record Date) <i>HK cents</i> <i>(Note 4)</i>
Based on 139,178,351 Offer Shares and 172,420,129 Offer CPS to be issued	174,234	42,809	217,043	12.52
	<u>174,234</u>	<u>42,809</u>	<u>217,043</u>	<u>12.52</u>
		<u>217,043</u>	<u>12.52</u>	<u>9.75</u>

	Unaudited consolidated net tangible assets attributable to Estimated net proceeds from the full exercise of Share Options, Share Warrants and full conversion of CPS (Including the CPS resulted from exercise of CPS Warrants) as at 30 September 2013 HK\$'000 (Note 1)	Unaudited consolidated net tangible assets attributable to equity holders of the Company (assuming full exercise of Share Options, Share Warrants and full conversion of CPS) (Including the CPS resulted from exercise of CPS Warrants) as at 30 September 2013 HK\$'000 (Note 5)	Unaudited consolidated net tangible assets attributable to equity holders of the Company (assuming full exercise of Share Options, Share Warrants and full conversion of CPS) (Including the CPS resulted from exercise of CPS Warrants) as at 30 September 2013 HK\$'000 (Note 6)	Estimated net proceeds from the Open Offers HK\$'000 (Note 6)	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity holders of the Company (assuming full exercise of Share Options, Share Warrants and full conversion of CPS) (Including the CPS resulted from exercise of CPS Warrants) HK\$'000 (Note 7)	Unaudited consolidated net tangible assets attributable to equity holders of the Company per Share upon Completion (assuming full exercise of Share Options, Share Warrants and full conversion of CPS) (Including the CPS resulted from exercise of CPS Warrants) HK cents (Note 7)
Based on 165,665,906 Offer Shares to be issued	174,234	11,036	185,270	49,562	234,832	8.86

## Notes:

1. This represented the unaudited consolidated net assets attributable to equity holders of the Company of HK\$476,352,000 less goodwill of HK\$302,118,000 which are extracted from the unaudited consolidated statement of finance position of the Group as at 30 September 2013.
2. The estimated net proceeds from the Open Offers of approximately HK\$42.8 million are based on 139,178,351 Offer Shares and 172,420,129 Offer CPS to be issued at the subscription prices of HK\$0.32 and HK\$0.01 per Offer Share and Offer CPS respectively and after deducting the estimated issuing expenses of approximately HK\$3.5 million.
3. The unaudited consolidated net tangible assets attributable to equity holders of the Company per Share of approximately HK12.52 cents is calculated based on 1,391,694,973 Shares in issue as at 30 September 2013.
4. The unaudited pro forma adjusted consolidated net tangible assets attributable to equity holders of the Company per Share upon Completion of approximately HK9.75 cents is arrived at after the adjustment referred to in note 2 above and on the basis of 2,226,853,619 Shares expected to be in issue upon Completion, comprising 1,391,783,513 Shares in issue as at the Latest Practicable Date and 139,178,351 Offer Shares and 695,891,755 Bonus Shares (as mentioned in the paragraph headed "Issue Statistics of Share Open Offer" in the "Letter from the Board") to be issued pursuant to the Open Offers.

5. The estimated net proceeds from the full exercise of Share Options, full conversion of CPS, full conversion of ordinary share warrants and full conversion of CPS share warrants of HK\$11,036,000 are based on 260,432, 140,432, 33,333 and 27,758,622 Share Options to be exercised at the exercise price of HK\$5.64, HK\$4.26, HK\$2.25 and HK\$0.3204 respectively, 1,508,676,131 CPS to be converted as at 30 September 2013 with no net proceeds, ordinary share warrants with nominal value of HK\$58,595,280.93 to be exercised as at 30 September 2013, and CPS warrants with nominal value of HK\$2,157,945.67 to be exercised as at 30 September 2013.
6. The estimated net proceeds from the Open Offers of approximately HK\$49,562,000 are based on 165,665,906 Offer Shares to be issued at the subscription prices of HK\$0.32 per Offer Share and after deduction the estimated issuing expenses of approximately HK\$3.5 million.
7. The unaudited pro forma adjusted consolidated net tangible assets attributable to equity holders of the Company per Share upon Completion of approximately 8.86 cents is arrived at after the adjustment referred to in note 5 and 6 above and on the basis of 2,650,654,500 Shares expected to be in issue upon Completion, comprising 1,391,783,513 Shares in issue as at the Latest Practicable Date, 28,192,819 Shares to be issued through the exercise of Share Options, 47,146,128 Shares to be issued through the conversion of CPS, 182,801,443 Shares to be issued through the exercise of ordinary share warrants, 6,735,161 Share to be issued through the exercise of CPS warrants, and 165,665,906 Offer Shares and 828,329,530 Bonus Shares (as mentioned in the paragraph headed “Issue Statistics of Share Open Offer” in the “Letter from the Board”) to be issued pursuant to the Open Offers.
8. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 September 2013.

**(B) REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF ADJUSTED  
CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP**

The following is the text of a report received from Crowe Horwath, certified public accountants, in respect of the unaudited pro forma financial information of the Group for the purpose of inclusion in this Prospectus.



國富浩華(香港)會計師事務所有限公司  
Member Crowe Horwath International

9/F, Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

The Board of Directors  
**Sustainable Forest Holdings Limited**

20 March 2014

Dear Sirs

We report on the unaudited pro forma adjusted consolidated net tangible assets (the “Unaudited Pro Forma Financial Information”) of Sustainable Forest Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”), set out in Appendix II to the circular dated 20 March 2014 (the “Circular”) in connection with (I) the proposed share open offer on the basis of one offer share for every ten shares held on the record date with share bonus issue on the basis of five bonus shares for every offer share subscribed and (II) the proposed convertible preferred share (“CPS”) open offer on the basis of one offer CPS for every ten CPS held on the record date with CPS bonus issue on the basis of five bonus CPS for every offer CPS subscribed (the “Open Offer”). The Unaudited Pro Forma financial information of the Group has been prepared by the directors of the Company, for illustrative purposes only, to provide information about how the Open Offer might have affected the unaudited consolidated net tangible assets of the Group as if the Open Offer had been taken place at 30 September 2013. The basis of preparation of the Unaudited Pro Forma Financial Information is set out in Appendix II to the Circular.

**RESPECTIVE RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND  
REPORTING ACCOUNTANTS**

It is the responsibility solely of the directors of the Company to prepare the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants.

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

**BASIS OF OPINION**

We conducted our engagement in accordance with Hong Kong Standard in Investment Circular Reporting Engagement 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Financial Information with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

The Unaudited Pro Forma Financial Information is for illustrative purpose only, based on the judgements and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of the unaudited financial position of the Group as at 30 September 2013 or any future dates.

**OPINION**

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**Crowe Horwath (HK) CPA Limited**

*Certified Public Accountants*

Hong Kong

**Alvin Yeung Sik Hung**

Practising Certificate Number P05206

**1. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

**2. SHARE CAPITAL**

The authorised and issued share capital of the Company as at the Latest Practicable Date and upon Completion were as follows:

<i>Authorised:</i>		<i>HK\$</i>
<u>30,000,000,000</u>	Shares	<u>300,000,000</u>
<u>27,534,000,000</u>	CPS	<u>275,340,000</u>

*Issued and fully paid Shares:*

(i) assuming no exercise of Share Options, Share Warrants or CPS Warrants or conversion of CPS before the Record Date		
1,391,783,513	Shares as at the Latest Practicable Date	13,917,835.13
<u>835,070,106</u>	Offer Shares and Bonus Shares to be issued upon Completion	<u>8,350,701.06</u>
<u>2,226,853,619</u>	Total issued Shares upon Completion	<u>22,268,536.19</u>
(ii) assuming full exercise of Share Options and Share Warrants and full conversion of the CPS (including those as a result of conversion of CPS Warrants) before the Record Date		
1,656,659,064	Shares before the Record Date	16,566,590.64
<u>993,995,436</u>	Offer Shares and Bonus Shares to be issued upon Completion	<u>9,939,954.36</u>
<u>2,650,654,500</u>	Total issued Shares upon Completion	<u>26,506,545.00</u>

*Authorised:*

*HK\$*

*Issued and fully paid CPS:*

1,508,676,131	CPS as at the Latest Practicable Date	15,086,761.31
	Offer CPS and Bonus CPS to be issued upon Completion (assuming full conversion of CPS Warrants into CPS and no conversion of CPS (including those as a result of conversion of CPS Warrants) into Shares before the Record Date)	
<u>1,034,520,774</u>		<u>10,345,207.74</u>
<u>2,758,722,066</u>	Total issued CPS upon Completion	<u>27,587,220.66</u>

The certificates of the Offer Shares, Bonus Shares, Offer CPS and Bonus CPS, if issued, will be the definitive document of title.

As at the Latest Practicable Date, the Company had 28,197,819 outstanding Options entitling holders thereof to subscribe for 28,197,819 Shares; 182,801,443 outstanding Share Warrants entitling holder thereof to subscribe for 182,801,443 Shares; 215,525,161 CPS Warrants entitling holder thereof to subscribe for 215,525,161 CPS and 1,508,676,131 CPS in issue. Save as disclosed above, the Company did not have any other outstanding derivatives, options, warrants and conversion rights or similar rights or securities in issue which are convertible or exchangeable into Shares or Offer Shares.

The Shares in issue are listed on the Stock Exchange. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange and no application is being made or is currently proposed or sought for the Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, no capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option.

There is no arrangement under which future dividends are waived or agree to be waived.

## 3. DISCLOSURE OF INTEREST

## (a) Directors' interests in Shares, CPS, Share Options, Share Warrants and CPS Warrants

Save as disclosed below, none of the Directors or chief executive of the Company had, as at the Latest Practicable Date, any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies of the Listing Rules.

Name of Director	Capacity and nature of interest	Number and nature of interests
Ms. Zhou ( <i>Note 1</i> )	beneficial owner	13,879,311 Share Options 170,893,099 Share Warrants 215,525,161 CPS Warrants
Mr. Mung Wai Ming ( <i>Note 2</i> )	beneficial owner	13,879,311 Share Options

*Notes:*

- Ms. Zhou is the chairman and an executive Director of the Company. As at the Latest Practicable Date, Ms. Zhou is interested in 13,879,311 Share Options, 170,893,099 Share Warrants and 215,525,161 CPS Warrants (convertible into 215,525,161 CPS), which are convertible into 13,879,311 Shares, 170,893,099 Shares and 6,735,161 Shares respectively.
- Mr. Mung Wai Ming is an executive Director. As at the Latest Practicable Date, Mr. Mung Wai Ming is interested in 13,879,311 Share Options, which are convertible into 13,879,311 Shares.

**(b) Substantial Shareholders**

So far as is known to any Director or chief executive of the Company, as at the Latest Practicable Date, Shareholders (other than Directors or chief executives of the Company), who had interest or short positions in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who were, directly or indirectly, interested in ten per cent or more of the nominal value of any class of Share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group and the amount of each of such person's interest in such securities, together with particulars of any options in respect of such capital were as follows:

*Long positions of substantial shareholders in the Shares*

<b>Name of Shareholder</b>	<b>Capacity and nature of interest</b>	<b>Number and class of Shares and underlying Shares</b>	<b>Aggregate percentage of interest as at the Latest Practicable Date</b>
Loh Jiah Yee, Katherine ("Ms. Loh") (Note 1)	Beneficial owner/Interest of controlled corporation	323,712,343	23.26
Mr. Lau Jack ("Mr. Lau") (Note 2)	Interest of spouse	323,712,343	23.26
Assure Gain International Limited ("Assure Gain") (Note 1)	Beneficial owner/Interest of controlled corporation	314,067,736	22.57
Expert Plan Limited (note 3)	Beneficial owner	177,628,260	12.76
Ho Ka Kui, Boniface ("Mr. Ho") (note 4)	Interest in controlled corporation	177,628,260	12.76
Ocean Honor Limited ("Ocean Honor") (note 5)	Beneficial owner	695,796,804	49.99
Chan Yuen Ming ("Mr. Chan") (note 6)	Interest in controlled corporation	695,796,804	49.99
Head & Shoulders Securities Limited ("Head & Shoulders") (note 7)	Beneficial owner	298,198,632	21.43

Name of Shareholder	Capacity and nature of interest	Number and class of Shares and underlying Shares	Aggregate percentage of interest as at the Latest Practicable Date
Cheung Fung Kuen, Maggie ("Ms. Cheung") (note 8)	Interest in controlled corporation	298,198,632	21.43
Choi Chiu Fai, Stanley ("Mr. Choi") (note 9)	Interest in controlled corporation	298,198,632	21.43

## Notes:

- Ms. Loh was beneficially interested in 100% of the issued share capital of Assure Gain, which held 100% of the issued share capital of Winner Global Holdings Limited ("Winner Global") and Splendid Asset Holdings Limited ("Splendid Asset") respectively. Ms. Loh was also beneficially interested in 50% of the issued share capital of Corp Insights Holdings Inc. ("Corp Insights") held through Corporate Insights Limited. Assure Gain was the registered holder of 186,127,058 Shares and 621,346,723 CPS of the Company convertible into 19,417,085 underlying Shares; Winner Global was the registered holder of 53,340,183 Shares; Splendid Asset was the registered holder of 55,183,410 Shares; and Corp Insights was the registered holder of 308,627,424 CPS convertible into 9,644,607 underlying Shares. Under Part XV of the SFO, Ms. Loh was therefore deemed to have interests in 294,650,651 Shares and 29,061,692 underlying Shares upon conversion of the CPS in which Assure Gain, Winner Global, Splendid Asset and Corp Insights were interested.
- Mr. Lau, being the spouse of Ms. Loh, was deemed to have an interest in the same parcel of the Shares and underlying Shares in which Ms. Loh was interested under Part XV of the SFO.
- Expert Plan Limited was interested in 170,893,099 Shares and 6,735,161 underlying Shares upon conversion of 215,525,161 CPS.
- Mr. Ho was beneficially interested in 100% of the issued share capital of Expert Plan Limited. Under Part XV of the SFO, Mr. Ho was therefore deemed to have interests in 170,893,099 Shares and 6,735,161 underlying Shares upon conversion of 215,525,161 CPS in which Expert Plan Limited was interested.
- Pursuant to the Underwriting Agreement, Ocean Honor was interested in 695,796,804 Shares.
- Mr. Chan was beneficially interested in 100% of the issued share capital of Ocean Honor. Under Part XV of the SFO, Mr. Chan was therefore deemed to have interests in 695,796,804 Shares.
- Pursuant to the Underwriting Agreement, Head & Shoulders was interested in 298,198,632 Shares.

8. Ms. Cheung was beneficially interested in 50% of the issued share capital of Grand Rich Limited, which holds 100% interest in the issued share capital of Master Gold Limited. Head & Shoulders is directly and wholly owned by Master Gold Limited. Under Part XV of the SFO, Ms. Cheung was therefore deemed to have interests in 298,198,632 Shares in which Head & Shoulders was interested.
9. Mr. Choi was beneficially interested in 50% of the issued share capital of Grand Rich Limited, which holds 100% interest in the issued share capital of Master Gold Limited. Head & Shoulders is directly and wholly owned by Master Gold Limited. Under Part XV of the SFO, Mr. Choi was therefore deemed to have interests in 298,198,632 Shares in which Head & Shoulders was interested.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any persons (other than Directors or Chief Executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

**(c) Directors' Interests in contracts and assets**

As at the Latest Practicable Date, none of the Directors had materially interested in contract or arrangement subsisting which is significant in relation to the business of the Group.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets acquired or disposed of by or leased to any member of the Group or was proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2013, being the date to which the latest published audited financial statements of the Company were made up.

**(d) Directors' competing interests**

As at the Latest Practicable Date, none of the Directors or proposed Directors or their respective associates had any interest in any business which competes or may compete, either directly or indirectly, with the business of the Group or has or may have any other conflicts of interest with the Group pursuant to the Listing Rules.

**4. LITIGATION**

Saved as disclosed in the sub-paragraph headed "(e) Litigation" under the paragraph headed "2. Indebtedness Statement" set out in Appendix I of this circular, neither the Company or any of its subsidiaries was engaged in any material litigation, arbitration or claims and, so far as the Directors were aware, no material litigation or claims were pending or threatened by or against any member of the Group as at the Latest Practicable Date.

**5. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had entered into any service contracts with any member of the Group which cannot be terminated by the Company within one year without payment of compensation.

**6. EXPERT AND CONSENT**

The following are the qualification of the experts who have given opinion and advice, which are contained in this circular:

<b>Name</b>	<b>Qualifications</b>
Crowe Horwath (CPA) Limited	Certified Public Accountants
Veda Capital Limited	a corporation licensed under the SFO to conduct type 6 (advising on corporate finance) regulated activity as defined under the SFO

Each of Crowe Horwath (CPA) Limited and Veda Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its report and references to its name in the form and context in which it appears. As at the Latest Practicable Date, each of Crowe Horwath (CPA) Limited and Veda Capital Limited:

- (i) did not have any shareholding in any member of the Group and did not have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and
- (ii) did not have any direct or indirect interest in any assets which have been, since 31 March 2013 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

**7. MATERIAL CONTRACTS**

The following contracts (not being contracts in the ordinary course of business) have been entered into by the members of the Group within the two years immediately preceding the Latest Practicable Date:

- (i) the Underwriting Agreement;
- (ii) the sale and purchase agreement dated 29 January 2014 and entered into between Applause Global Limited (a wholly-owned subsidiary of the Company, as the purchaser) and Mr. You Xiaofei (as the vendor) in relation to the acquisition by Applause Global Limited the entire equity interest of Good Magic Limited at the consideration of HK\$370,000;

- (iii) the Sale and Purchase Agreement;
- (iv) the deed of termination dated 23 August 2013 and entered into between the Company and the 2013 July Underwriters in relation to the termination of the 2013 July Underwriting Agreement by mutual agreement;
- (v) the underwriting agreement dated 5 July 2013 and entered into among the Company Ocean Honor Limited and China Galaxy International Securities (Hong Kong) Co., Limited pursuant to which Ocean Honor Limited and China Galaxy International Securities (Hong Kong) Co., Limited (the “**2013 July Underwriters**”) agreed to underwrite not less than 114,826,106 offer shares of the Company and not more than 135,741,703 offer shares of the Company and not more than 143,683,441 offer CPS of the Company (the “**2013 July Underwriting Agreement**”);
- (vi) the underwriting agreement dated 18 March 2013 and entered into between the Company and Expert Plan Limited pursuant to which Expert Plan Limited agreed to underwrite not less than 1,180,938,718 offer shares of the Company and not more than 1,227,737,503 offer Shares of the Company and not more than 215,525,161 offer CPS of the Company; and
- (vii) (a) a disposal agreement dated 6 October 2011 and entered into between a subsidiary of the Group and Source Bright Limited in relation to the disposal of the entire issued share capital of Ally Rise Limited at a consideration of HK\$208,000,000. The consideration shall be paid as to HK\$10,400,000 upon completion and the balance of HK\$197,600,000 shall be payable to the subsidiary of the Group within 9 months upon completion; (b) a supplemental agreement dated 30 December 2011 and entered into between the subsidiary of the Group and Source Bright Limited. Pursuant to the supplemental agreement, the long stop date regarding the completion of the Disposal was extended from 31 December 2011 to 31 March 2012; (c) a second supplemental agreement dated 30 March 2012 and entered into between the subsidiary of the Group and Source Bright Limited prior to the completion of the disposal. Pursuant to the second supplemental agreement, the entire amount of the consideration shall be paid in one lump sum payment within 9 months upon completion in cash or by way of other mode of settlement as may be agreed between the parties; (d) the completion of the disposal took place on 30 March 2012. Upon Completion, as a security for payment of the consideration and other obligations on the part of Source Bright Limited under the disposal agreement, Source Bright Limited executed a share charge in relation to the charge of the entire issued share capital of Ally Rise Limited in favor of the subsidiary of the Group; (e) a third supplemental agreement dated 17 April 2012 and entered into between the subsidiary of the Group and Source Bright Limited. Pursuant to the third supplemental agreement, the consideration shall be paid in one lump sum payment within 9 months upon completion in cash; and (f) a fourth supplemental agreement dated 18 December 2012 and entered into between the subsidiary of the Group and Source Bright Limited. Pursuant to the fourth supplemental agreement, the consideration shall be paid in one lump sum payment within 12 months upon completion in cash. In addition, Source Bright Limited shall pay interest equivalent to 9.25% p.a. calculated based on the consideration from the date of the fourth supplemental agreement until the consideration is settled in full.

**8. PARTIES INVOLVED IN THE OPEN OFFERS AND CORPORATE INFORMATION**

Head office and principal place of Business in Hong Kong	Suites No. 302-305, 3rd Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong
Registered office	Clarendon House 2 Church Street Hamilton HM11 Bermuda
Underwriters	Ocean Honor Limited Head & Shoulders Securities Limited
Auditors	Crowe Horwath (HK) CPA Limited 9/F, Leighton Centre 77 Leighton Road Causeway Bay Hong Kong
Legal adviser	<i>As to Hong Kong law:</i> Robertsons 57/F The Center 99 Queen's Road Central Hong Kong  <i>As to Bermuda and BVI laws:</i> Conyers Dill & Pearman 2901 One Exchange Square 8 Connaught Place Central Hong Kong

Principal bankers	Bank of Communications Co., Ltd. Hong Kong Branch 20 Pedder Street Central Hong Kong
	The Hongkong and Shanghai Banking Corporation Limited 1 Queen's Road Central Central Hong Kong
	Shanghai Commercial Bank Ltd. No. 666 Nathan Road Mongkok Kowloon Hong Kong
Hong Kong branch share registrar and transfer office	Tricor Tengis Limited 26/F, Tesbury Centre 28 Queen's Road East Wanchai Hong Kong
	Level 22 Hopewell Centre 183 Queen's Road East Hong Kong (with effect from 31 March 2014)
Authorised representatives	Ms. Zhou Jing Suites No. 302-305, 3rd Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong
	Mr. Cheng Chun Shing Suites No. 302-305, 3rd Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong

**9. DIRECTORS AND SENIOR MANAGEMENT****Executive Directors*****Ms. ZHOU Jing***

Ms. ZHOU Jing, aged 38, joined the Group in January 2013 as an Executive Director and a member of the executive committee (“Executive Committee”) of the Board of the Company and subsequently she was appointed as the Chairman of the Board of the Company and acted as the chairman of the Executive Committee. Ms. Zhou graduated from a university in the PRC with a bachelor’s degree majoring in accounting and was awarded with Certified Public Accountant qualification in the PRC in 2002. She worked in an imports and exports company responsible for foreign trade accounting and has also joined an accountant firm as a shareholder and carries out her duties in auditing and asset valuation. Ms. Zhou has more than 10 years’ experience in international trade accounting and corporate financial management. Ms. Zhou is also an independent non-executive director of Perception Digital Holdings Limited (stock code: 1822). Ms. Zhou was an executive director of Yun Sky Chemical (International) Holdings Limited (currently known as King Stone Energy Group Limited) (stock code: 663), and resigned in February 2010. Save as disclosed above, Ms. Zhou did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Ms. Zhou is not a director or employee of a company which has an interest in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, “SFO”).

***Mr. MUNG Wai Ming***

Mr. MUNG Wai Ming, aged 49, joined the Group in January 2013 as an Executive Director and a member of the Executive Committee. Mr. Mung has more than 20 years' experience in property and car park management. He has accumulated extensive concept in the operation management from his operation in different industries. Mr. Mung worked in various industries including property trading, financing, wedding witnesses, club management, car park operation and foot massage etc. Mr. Mung is the chairman of Eli Car Park Ltd. and director of Pure Massage Group Ltd and is also an executive director of Perception Digital Holdings Limited (stock code: 1822). He devotes himself in charity and was elected as the member of the sixth standing committee of the Overseas Congress of Yue Xiu District of Guangzhou, member of the forth standing committee of the Overseas Congress of Qingxin District of Qingyuan, member of Friends of Qing Yuan Association (H.K.) Ltd. and founding chairman of International Industry and Commerce Experts Association Ltd. Save as disclosed above, Mr. Mung did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Mung is not a director or employee of a company which has an interest in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**Independent Non-Executive Directors*****Mr. William Keith JACOBSEN***

Mr. William Keith JACOBSEN, aged 46, joined the Group in January 2013 as an Independent Non-Executive Director. He is also the chairman and a member of each of the audit committee ("Audit Committee"), the remuneration committee ("Remuneration Committee") and the nomination committee ("Nomination Committee") of the Board of the Company. Mr. Jacobsen is the managing director of a licensed corporation to advise on corporate finance matters. He has more than 20 years of experience in corporate finance and business development. Mr. Jacobsen is an executive director of Auto Italia Holdings Limited (formerly known as Wo Kee Hong (Holdings) Limited, stock code: 720) and is also an independent non-executive director of HyComm Wireless Limited (stock code: 499), abc Multiactive Limited (stock code: 8131), China Financial Leasing Group Limited (stock code: 2312) and Perception Digital Holdings Limited (stock code: 1822). He was also an independent non-executive director of King Stone Energy Group Limited (stock code: 663) for the period from 26 September 2008 to 30 September 2011. Save as disclosed above, Mr. Jacobsen did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Jacobsen is not a director or employee of a company which has an interest in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

*Mr. WU Wang Li*

Mr. WU Wang Li, aged 38, joined the Group in January 2013 as an Independent Non-Executive Director. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He obtained his bachelor of commerce degree from Deakin University, and has over 14 years of experience in auditing and accounting profession and consulting services. Mr. Wu is a director of Skywise Consultants Limited and is admitted to the status of Certified Practising Accountant of CPA Australia. Currently, Mr. Wu is the director of Skywise Consultants Limited and an independent non-executive director of HyComm Wireless Ltd (stock code: 499) since December 2007. He was appointed as an independent non-executive director on several listed companies in main board and growth enterprise market in Hong Kong. He has appropriate accounting and related financial management expertise as required under Rule 3.10(2) of the Listing Rules by virtue of his experience in accounting and financial consulting services. Mr. Wu was the independent non-executive director of Hao Wen Holdings Limited (formerly known as Everpride Biopharmaceutical Company Limited) (stock code: 8019), King Stone Energy Group Limited (formerly known as Yun Sky Chemical (International) Holdings Limited) (stock code: 663) and Talent Property Group Limited (formerly known as Tomorrow International Holdings Limited) (stock code: 760) and resigned in July 2009, January 2010 and January 2011 respectively. Save as disclosed above, Mr. Wu did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Wu is not a director or employee of a company which has an interest in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

***Mr. NG Wai Hung***

Mr. NG Wai Hung, aged 49, joined the Group in February 2013 as an Independent Non-Executive Director. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He is a practising solicitor and a partner in Iu, Lai & Li, a Hong Kong firm of solicitors. Mr. Ng practises in the areas of securities law, corporate law and commercial law in Hong Kong. Mr. Ng is also an independent non-executive director of six companies listed on Stock Exchange, namely Fortune Sun (China) Holdings Limited (stock code: 352), Gome Electrical Appliances Holding Limited (stock code: 493), HyComm Wireless Limited (stock code: 499), Trigiant Group Limited (stock code: 1300), Perception Digital Holdings Limited (stock code: 1822) and Tech Pro Technology Development Limited (stock code: 3823). Mr. Ng was also an independent non-executive director of Yun Sky Chemical (International) Holdings Limited (currently known as King Stone Energy Group Limited, stock code: 663), KTP Holdings Limited (currently known as Ares Asia Limited, stock code: 645) and Tomorrow International Holdings Limited (currently known as Talent Property Group Limited, stock code: 760) and resigned in February 2010, February 2011 and January 2012, respectively. Save as disclosed above, Mr. Ng did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Ng is not a director or employee of a company which has an interest in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**Senior Management*****Mr. Jairo Alfonso RAMOS SUAREZ***  
***(Vice President of Field Operations)***

Mr. Jairo Alfonso RAMOS SUAREZ, aged 41, is the vice president of field operations of the Group. He joined the Group in November 2009. Mr. Ramos Suarez is a trained mechanical engineer, has more than 16 years of experience in production, maintenance programming, quality control, mechanical design, marketing and procurement in tropical timber products and other materials. Mr. Ramos Suarez was in charge of trading of forest products for a private Columbian company in Shanghai, China from 2006 to 2008. Mr. Ramos Suarez is responsible for the field operations in Acre. Save as disclosed above, Mr. Ramos Suarez did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Ramos Suarez is not a director or employee of a company which has an interest in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

The addresses of the Directors and the senior management are as follows:

Name	Address
<i>Executive Directors</i>	
Ms. Zhou Jing	Suites No. 302-305, 3rd Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong
Mr. Mung Wai Ming	Suites No. 302-305, 3rd Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong
<i>Independent non-executive Directors</i>	
Mr. Wu Wang Li	Room G, Block 5, 15/F., Royal Peninsula, Hung Lai Road, Hong Kong
Mr. William Keith Jacobsen	Flat 35C, Tower 6, Larvotto, 8 Ap Lei Chau Praya Road, Hong Kong
Mr. Ng Wai Hung	Flat B, 32/F, King Yu Court, No. 43-45 Tin Hau Temple Road, Hong Kong
<i>Senior management</i>	
Mr. Jairo Alfonso Ramos Suarez	Tv. Issac d'Avila 84 Ana Vieira, Sena Madureila AC-Brazil CEP-69940-00

## 10. EXPENSES

The expenses in connection with the Open Offers, including financial advisory fees, underwriting commission, printing, registration, translation, legal and accountancy charges are estimated to be approximately HK\$3.5 million, which are payable by the Company.

**11. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the principal place of business of the Company at Suites No 302-305, 3rd Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong during normal business hours on any weekday other than public holidays, up to and including the date of SGM:

- (a) the Memorandum and the bye-laws of the Company;
- (b) the material contract(s) referred to in the paragraph headed “Material Contracts” in this Appendix;
- (c) the annual reports of the Company for the two years ended 31 March 2012 and 2013;
- (d) the interim report of the Company for the six months ended 30 September 2013;
- (e) the report on the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group from Crowe Horwath (CPA) Limited, the text of which is set out in Appendix II to this circular;
- (f) the letter from the Independent Financial Adviser, the text of which is set out in this circular;
- (g) the consent letters from Crowe Horwath (CPA) Limited and Veda Capital Limited referred to in the paragraph headed “Expert and Consent” in this Appendix;
- (h) the instrument of the Share Warrants dated 19 April 2013; and
- (i) this circular.

**12. MISCELLANEOUS**

- (i) The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda and the head office and principal place of business of the Company is situated at Suites No. 302-305, 3rd Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong.
- (ii) The Share Registrar is Tricor Tengis Limited, having its office situated at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (to be moved to Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 31 March 2014).
- (iii) Mr. Cheng Chun Shing, the company secretary of the Company, is a member of the Hong Kong Institute of Certified Public Accountants.
- (iv) The English text of the Prospectus Documents shall prevail over their respective Chinese texts in the case of inconsistency.

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## NOTICE OF SGM

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# Sustainable Forest Holdings Limited 永保林業控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 723)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (“SGM”) of Sustainable Forest Holdings Limited (“Company”) will be held at 20/F, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong on Friday, 4 April 2014 at 11:00 a.m. (or an adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

“**THAT**, subject to the fulfilment of the conditions in the Underwriting Agreement (as defined and more particularly described in the circular of the Company dated 20 March 2014 (“Circular”), and copies of the Underwriting Agreement and the Circular have been tabled at the meeting, marked “A” and “B” respectively and signed by the Chairman of the meeting for the purpose of identification):

1. (a) the allotment and issue by way of open offer of not less than 139,173,247 shares and not more than 165,665,906 shares of HK\$0.01 each in the capital of the Company (the “Offer Shares”) to those shareholders of the Company whose names appear on the register of members of the Company at the close of business on a date to be fixed by the Directors (the “Record Date”), other than Excluded Shareholders (as defined in the Circular) in the proportion of ten (10) Offer Shares for every one (1) existing Share (as defined in the Circular) held on the Record Date at the subscription price of HK\$0.32 per Offer Share and on the terms and conditions as set out in the Circular be and is hereby approved, confirmed and ratified and subject to the allotment and issue of the Offer Shares, the Directors be and are hereby authorised to allot and issue shares (“Bonus Shares”), by way of bonus issue, to the registered holders of the Offer Shares on the basis of five (5) Bonus Shares for every one (1) Offer Share taken up under the Share Open Offer entitling the holders of the Bonus Shares be and is hereby approved, confirmed and ratified (the “Share Open Offer”);

\* for identification purposes only

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## NOTICE OF SGM

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- (b) the allotment and issue by way of open offer of not less than 172,420,129 convertible preferred shares (the “CPS”) of HK\$0.01 each in the capital of the Company (the “Offer CPS”) to those shareholders of the Company whose names appear on the register of CPS holders of the Company at the close of business on the Record Date, other than Excluded CPS Holders (as defined in the Circular) in the proportion of ten (10) Offer CPS for every one (1) existing CPS (as defined in the Circular) held on the Record Date at the subscription price of HK\$0.01 per Offer CPS and on the terms and conditions as set out in the Circular, be and is hereby approved, confirmed and ratified and subject to the allotment and issue of the Offer CPS, the Directors be and are hereby authorised to allot and issue CPS (“Bonus CPS”), by way of bonus issue, to the registered holders of the CPS on the basis of five (5) Bonus CPS for every one (1) Offer CPS taken up under the CPS Open Offer entitling the holders of the Bonus CPS be and is hereby approved (the “CPS Open Offer”);
- (c) the Underwriting Agreement and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do such acts or execute such other document which may be necessary, desirable or expedient in his opinion to carry into effect or to give effect to the terms of the Underwriting Agreement;
- (d) the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Share Open Offer be and is hereby approved, confirmed and ratified;
- (e) the absence of arrangements for application for the CPS by the Qualifying Holders in excess of their entitlements under the CPS Offer be and is hereby approved, confirmed and ratified;
- (f) the Directors of the Company be and are hereby specifically authorised to allot, issue and deal with the Bonus Shares, the new shares to be allotted, issued and dealt on the exercise of the subscription rights attaching to the Offer CPS (the “Offer CPS Conversion Shares”), the new shares to be allotted, issued and dealt on the exercise of the conversion rights attaching to the Bonus CPS (the “Bonus CPS Conversion Shares”);
- (g) the Directors, acting together, individually or by committee, be and are hereby authorised to allot, issue and deal with the Offer Shares, the Bonus Shares, the Offer CPS, the Bonus CPS, the Offer CPS Conversion Shares and the Bonus CPS Conversion Shares and to take such actions, do such things and execute such further documents or deeds for and on behalf of the Company as such Directors may, in their opinion, consider necessary, desirable or expedient to carry out or give effect to any or all the transactions contemplated in this resolution and the Circular;

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## NOTICE OF SGM

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2. (a) the Directors of the Company be and are hereby specifically authorised to allot and issue the shares (the “**Warrant Conversion Shares**”) to be allotted, issued and dealt upon the exercise of the subscription rights attaching to all outstanding share warrants of the Company (the “**Grant of Specific Mandate**”);
- (b) any connected transactions (as defined under Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited) which may arise as a result of the Grant of Specific Mandate be and is hereby approved, confirmed and ratified;
- (c) The Directors, acting together, individually or by committee, be and are hereby authorised to allot and issue and deal with Warrant Conversion Shares and to take such actions, do such things and execute such further documents or deeds for and on behalf of the Company as such Directors may, in their opinion, consider necessary, desirable or expedient to carry out or give effect to any or all the transactions contemplated in this resolution and the Circular.

By order of the Board  
**Sustainable Forest Holdings Limited**  
**Zhou Jing**  
*Chairman*

Hong Kong, 20 March 2014

*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he/she/it so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (to be moved to Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 31 March 2014) not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

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## NOTICE OF SGM

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4. In the case of joint holders of Shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. Any voting at the SGM shall be taken by way of poll.