

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **CHINA GRAND FORESTRY GREEN RESOURCES GROUP LIMITED**

### **中國林大綠色資源集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00910)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of China Grand Forestry Green Resources Group Limited (the “**Company**”) will be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong at 11:00 a.m. on Monday, 30 January 2012 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$2,000,000,000 divided into 200,000,000,000 ordinary shares of par value of HK\$0.01 each (the “**Shares**”) to HK\$2,006,020,000 divided into: (a) 200,000,000,000 Shares and (b) 602,000,000 convertible preference shares of par value of HK\$0.01 each (the “**Convertible Preference Shares**”) by the creation of 602,000,000 Convertible Preference Shares, such Convertible Preference Shares having the rights and restrictions as set out in appendix VI to the circular of the Company dated 10 January 2012 (the “**Circular**”) (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification), (the “**Increase in the Authorised Share Capital**”);
- (b) the issue and allotment of the Convertible Preference Shares as set out in the Circular, on and subject to the terms of the Share Transfer Agreement (A) (as defined in Resolution 2 below) and the Share Transfer Agreement (B) (as defined in Resolution 3 below) in accordance with the Bye-laws of the Company, be and is hereby approved;
- (c) the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue such number of new Shares in the share capital of the Company as may be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Preference Shares in accordance with the Bye-laws of the Company; and

- (d) any one director of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps which, in the opinion of such director, are necessary, appropriate, desirable or expedient to give effect to or implement the issue and/or conversion of the Convertible Preference Shares and the matters contemplated in and for completion of the Increase in Authorised Share Capital.”;

2. **“THAT**

- (a) the conditional agreement dated 26 July 2011 (as supplemented by the supplemental agreements dated 30 September 2011 and 28 October 2011) (collectively the **“Share Transfer Agreement (A)”**) entered into among Top Trendy Holdings Limited as vendor, Grand Supreme Limited as purchaser, Mr. Guo Jiadi as guarantor and the Company (a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification) in relation to, among other matters, the acquisition of the entire issued share capital of Grandbiz Holdings Limited (the **“Acquisition (A)”**) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the issue of the convertible note in an aggregate principal amount of HK\$490,000,000 (the **“Convertible Note (A)”**), the principal terms and conditions of which are set out or referred to in the Circular, pursuant to the terms and conditions of the Share Transfer Agreement (A) be and is hereby approved;
- (c) the issue and allotment of such number of the Shares which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Note (A) be and is hereby approved;
- (d) the issue and allotment of 421,166,666 Convertible Preference Shares (as defined in Resolution 1 above) in the share capital of the Company pursuant to the Resolution 1 above, with the Convertible Preference Shares having the rights and restrictions as set out in appendix VI to the Circular, at an issue price of HK\$3.00 per Convertible Preference Share, credited as fully paid, pursuant to the terms and conditions of the Share Transfer Agreement (A) (the **“Convertible Preference Shares (A)”**) be and is hereby approved;
- (e) the issue and allotment of such number of Shares which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Preference Shares (A) be and is hereby approved; and
- (f) the Directors be and are hereby authorised to execute such all other documents, do all other acts and things and take such action as may in the opinion of the Directors be necessary, desirable or expedient to implement and give effect to the Share Transfer Agreement (A), the Acquisition (A) and any other transactions contemplated under the Share Transfer Agreement (A).”.

3. **“THAT**

- (a) the conditional agreement dated 30 September 2011 (as supplemented by the supplemental agreement dated 28 October 2011) (collectively the “**Share Transfer Agreement (B)**”) entered into among Good Fellow Resources Holdings Limited as vendor, Grand Supreme Limited as purchaser and the Company (a copy of which has been produced to the meeting and marked “C” and initialed by the chairman of the meeting for the purpose of identification) in relation to, among other matters, the acquisition of the entire issued share capital of Great Peace Global Group Limited (the “**Acquisition (B)**”) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the issue of the convertible note in an aggregate principal amount of HK\$210,000,000 (the “**Convertible Note (B)**”), the principal terms and conditions of which are set out or referred to in the Circular, pursuant to the terms and conditions of the Share Transfer Agreement (B) be and is hereby approved;
- (c) the issue and allotment of such number of Shares which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Note (B) be and is hereby approved;
- (d) the issue and allotment of 180,500,000 Convertible Preference Shares (as defined in Resolution 1 above) in the share capital of the Company pursuant to the Resolution 1 above, with the Convertible Preference Shares having the rights and restrictions as set out in appendix VI to the Circular, at an issue price of HK\$3.00 per Convertible Preference Share, credited as fully paid, pursuant to the terms and conditions of the Share Transfer Agreement (B) (the “**Convertible Preference Shares (B)**”) be and is hereby approved;
- (e) the issue and allotment of such number of Shares which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Preference Shares (B) be and is hereby approved; and
- (f) the Directors be and are hereby authorised to execute such all other documents, do all other acts and things and take such action as may in the opinion of the Directors be necessary, desirable or expedient to implement and give effect to the Share Transfer Agreement (B), the Acquisition (B) and any other transactions contemplated under the Share Transfer Agreement (B).”.

By order of the Board  
**China Grand Forestry Green Resources Group Limited**  
**Chi Chi Hung, Kenneth**  
*Executive Director and Company Secretary*

Hong Kong, 10 January 2012

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal Place of Business  
in Hong Kong:*  
Room 3309  
33rd Floor, West Tower  
Shun Tak Centre  
168–200 Connaught Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, on a poll, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's Hong Kong branch registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, No. 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof.

*As at the date of this announcement, the Board of Directors of the Company comprises of Mr. Lau Man Tak and Mr. Chi Chi Hung Kenneth being the executive Directors and Dr. Wong Yun Kuen, Mr. Chan Chi Yuen and Mr. Yu Pak Yan being the independent non-executive Directors.*