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GREENHEART GROUP LIMITED

綠心集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 23 JANUARY 2017

The Board is pleased to announce that the proposed resolution as set out in the SGM Notice dated 6 January 2017 was duly passed by the Independent Shareholders by way of poll at the SGM held on 23 January 2017.

References are made to the circular (the “**Circular**”) and the notice of the special general meeting (the “**SGM Notice**”) of Greenheart Group Limited (the “**Company**”), both dated 6 January 2017. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the proposed resolution was duly passed by the Independent Shareholders by way of poll at the special general meeting held on 23 January 2017 (the “**SGM**”). The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

POLL RESULTS OF THE SPECIAL GENERAL MEETING

As at the date of the SGM, the total number of issued Shares was 1,486,277,506. As disclosed in the Circular, Newforest and its associates, holding 1,020,005,389 Shares (representing approximately 68.63% of the issued share capital of the Company), were required to and did abstain from voting on the proposed resolution at the SGM. Save as aforesaid, no other Shareholders were required to abstain from voting on the proposed resolution at the SGM. Accordingly, the Independent Shareholders, holding a total of 466,272,117 Shares and representing approximately 31.37% of the issued share capital of the Company, were entitled to attend and vote for or against the proposed resolution at the SGM. No Shareholder was entitled to attend and vote only against the proposed resolution at the SGM.

The poll results for the proposed resolution at the SGM was as follows:

	Ordinary resolution (Note)	Number of shares voted (%)	
		For	Against
1	<p>(a) To approve, confirm and ratify the Third Supplemental Facility Agreement, the terms and conditions thereof and transactions contemplated thereunder (including the Proposed Annual Caps); and</p> <p>(b) To authorize any one or more of the Directors to sign and do all such things and acts as he/they may in his/their discretion consider necessary to effect the transactions contemplated under the Third Supplemental Facility Agreement.</p>	<p>151,930,449 (100.000%)</p>	<p>0 (0.000%)</p>

Note: The description of the proposed resolution is by way of summary only. Please refer to the SGM Notice for the full text of the proposed resolution.

As a quorum of Shareholders was present at the SGM and more than 50% of the valid votes were cast in favour of the above proposed resolution, the above proposed resolution was therefore duly passed as an ordinary resolution of the Company at the SGM.

By order of the Board
Greenheart Group Limited
Wu Wai Leung Danny
*Chief Executive Officer and
Executive Director*

Hong Kong, 23 January 2017

As at the date hereof, the Board comprises two executive Directors, namely Messrs. Wu Wai Leung, Danny and Lim Hoe Pin, three non-executive Directors, namely Messrs. Cheng Chi-Him, Conrad, Tsang On-Yip, Patrick and Simon Murray, and three independent non-executive Directors, namely Messrs. Nguyen Van Tu, Peter, Tang Shun Lam, Steven and Wong Man Chung, Francis.

Website: <http://www.greenheartgroup.com>