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EMERALD PLANTATION GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

UNCONDITIONAL MANDATORY GENERAL CASH OFFER

BY

MOELIS & COMPANY ASIA LIMITED

ON BEHALF OF

EMERALD PLANTATION GROUP LIMITED

TO ACQUIRE ALL THE ISSUED ORDINARY SHARE CAPITAL

OF

GREENHEART GROUP LIMITED

(STOCK CODE 094.HK)

(OTHER THAN THE ORDINARY SHARES ALREADY OWNED OR CONTROLLED BY

EMERALD PLANTATION GROUP LIMITED AND PARTIES ACTING IN CONCERT WITH IT AT THE TIME THE OFFER IS MADE), OFFER FOR THE CANCELLATION OF ALL OUTSTANDING OPTIONS AND OFFER FOR ALL OUTSTANDING CONVERTIBLE NOTES

Financial adviser to

Emerald Plantation Group Limited

MOELIS & COMPANY

SUMMARY

Reference is made to the announcements made by Greenheart Group Limited (the "**Offeree**") on 1 April 2012, 11 July 2012, 16 August 2012, 24 October 2012, 4 December 2012 and 11 December 2012 respectively in relation to Sino-Forest Corporation ("**Sino-Forest**") and on 24 January 2013 regarding suspension of trading in the shares of the Offeree from the Stock Exchange with effect from 1:00 p.m. on 24 January 2013 pending an anticipated announcement of an unconditional mandatory general cash offer by Emerald Plantation Group Limited (the "**Offeror**") in respect of the Shares, Options and Convertible Notes of the Offeree.

Sanction and Implementation of the Plan

Pursuant to a plan of compromise and reorganisation of the Sino-Forest group (the "**Plan**") under the Companies' Creditors Arrangement Act (Canada), R.S.C. 1985, c. C-36 (the "**CCAA**") as approved by the creditors of Sino-Forest on 3 December 2012 and sanctioned by the Ontario Superior Court of Justice on 10 December 2012, all of Sino-Forest's group companies and substantially all of the other assets of Sino-Forest, including the entire issued share capital of SCGI (which holds 495,519,102 Shares representing approximately 63.6 per cent of the issued Shares), were transferred to the Offeror pursuant to the implementation of the Plan on 30 January 2013. As a consequence, the Offeror acquired an indirect interest in 495,519,102 Shares representing approximately 63.6 per cent of the issued Shares.

As a result of the implementation of the Plan, the Offeror is required under Rule 26.1 of the Hong Kong Code on Takeovers and Mergers ("**Code**") to make a mandatory general offer for all of the Shares of the Offeree other than the Shares already owned or controlled by the Offeror and parties acting in concert with it and, under Rule 13, to make an appropriate offer for cancellation of all outstanding Options and an appropriate offer for the Convertible Notes. As the Offeror and persons acting in concert with it hold more than 50 per cent of the voting rights of the Offeree, the mandatory general offer, the offer for outstanding Options and the offer for Convertible Notes are unconditional.

Unconditional Mandatory General Cash Offer

The Offeror announces that Moelis & Company Asia Limited ("**Moelis**"), on behalf of the Offeror, will make an unconditional mandatory general cash offer to acquire all of the issued Shares, other than those already held by the Offeror, other members of the Offeror Group and parties acting in concert with the Offeror, at the time the offer ("**Share Offer**") is made, and will make cash offers to cancel all outstanding Options ("**Option Offer**") and to acquire all of the outstanding Convertible Notes ("**Convertible Notes Offer**").

The Offeror, other members of the Offeror Group and parties acting in concert with the Offeror currently own or control 495,519,102 Shares, representing approximately 63.6 per cent of the current issued Shares.

The Share Offer will be made on the following basis:

for each Offer Share.....HK\$0.58 in cash.

The Share Offer values the Offer Shares at HK\$164,838,901 in aggregate and the whole of the current issued Shares at HK\$452,239,980.

As at the date of this announcement, up to 97,077,922 new Shares may be issued upon the full exercise of conversion rights of all outstanding Convertible Notes. The Share Offer extends to any new Shares issued upon conversion of Convertible Notes in the period prior to close of the Share Offer.

As at the date of this announcement, up to 46,222,070 new Shares may be issued upon the full exercise of all the outstanding Options under the Share Option Scheme.

The Option Offer for the cancellation of outstanding Options will be made at the applicable Option Offer price determined based on the Share Offer Price and the exercise prices of the Options, as set out under the section headed "The Option Offer" below.

The Convertible Notes Offer will be made at the applicable price determined with reference to the price of the Share Offer, the face value of the Convertible Notes and the ratio at which the Convertible Notes may be converted into Shares, as set out under the section headed "The Convertible Notes Offer" below.

The Offer Shares and the Convertible Notes will be acquired fully paid and free from all liens, charges, options, equities, encumbrances or other third party rights of any nature and together with all rights now or hereafter attaching or accruing to them, including the right to all dividends and other distributions (if any) declared, made or paid after the date of this announcement. The Offers will be subject to the further terms set out in Appendix 1 to this announcement. The Offers will not be subject to any acceptance or other conditions.

The Offer Document will be sent to Shareholders, holders of Options and holders of Convertible Notes as soon as practicable and within 21 days from the date of this announcement or such later date(s) as agreed by the Executive.

Trading in the Shares of the Offeree was suspended from the Stock Exchange with effect from 1:00 p.m. on 24 January 2013. The Offeree has indicated that application has been made to the Stock Exchange for the resumption of trading in the Shares of the Offeree with effect from 1:00 p.m. on 31 January 2013.

Appendix 2 to this announcement contains definitions of certain words and phrases used in this announcement.

1. UNCONDITIONAL MANDATORY GENERAL CASH OFFERS

The Offeror announces that Moelis will make an unconditional mandatory general cash offer on behalf of the Offeror to acquire all of the Shares of the Offeree, other than those Shares already held by the Offeror, other members of the Offeror Group and persons acting in concert with the Offeror, at the time the Share Offer is made, and announces the Option Offer to cancel all outstanding Options and the Convertible Notes Offer to acquire all of the outstanding Convertible Notes (other than Convertible Notes converted into Shares in the period prior to the close of the Share Offer).

As at the date of this announcement the Offeror, through its wholly-owned subsidiary SCGI and persons acting in concert with the Offeror, currently owns or controls 495,519,102 Shares, representing approximately 63.6 per cent of the current issued Shares. The Offeror, and persons acting in concert with it, do not hold, own or control any other Shares, convertible securities, warrants, options or derivatives of the Offeree.

As at the date of this announcement there were:

- (i) 284,205,002 Offer Shares in issue, representing approximately 36.4 per cent of the current Shares.
- (ii) 46,222,070 outstanding Options under the Share Option Scheme each exercisable into one Share.
- (iii) Convertible Notes in aggregate convertible into 97,077,922 Shares.

Apart from these securities, the Offeree has no outstanding options, warrants, derivatives or securities convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Code) as at the date of this announcement.

The Offers will be made on the bases set out below.

2. THE OFFERS

2.1 The Share Offer

The Share Offer will be made by Moelis, on behalf of the Offeror, on the following basis:

for each Offer Share..... HK\$0.58 in cash.

The Offer Shares will be acquired fully paid and free from all liens, charges, options, equities, encumbrances or other third party rights of any nature and together with all rights now or hereafter attaching or accruing to them, including the right to all dividends and other distributions (if any) declared, made or paid after the date of this announcement.

The Share Offer will extend to all Shares in issue on the date on which the Share Offer is made and to any further Shares which are unconditionally allotted or issued after the date on which the Share Offer is made and before the date on which the Share Offer closes, including any Shares which are unconditionally allotted or issued on the exercise of Options granted under the Share Option Scheme or on conversion of the Convertible Notes, other than those Shares held by the Offeror, SCGI and any other member of the Offeror Group, and persons acting in concert with the Offeror.

Total consideration

The Share Offer values the Offer Shares in issue at the date of this announcement at HK\$164,838,901 in aggregate and the whole of the current issued Shares at HK\$452,239,980.

Comparisons of value

The Share Offer, valued at HK\$0.58 per Offer Share, represents:

- (a) a discount of approximately 1.7 per cent to the closing price of the Shares quoted on the Stock Exchange of HK\$0.59 per Share on 23 January 2013, being the last day on which the Shares were traded prior to suspension of trading of the Shares pending issue of this announcement;
- (b) a discount of approximately 1.0 per cent to the average closing price of the Shares quoted on the Stock Exchange of HK\$0.59 per Share over the 5 trading days up to and including 23 January 2013;
- (c) a discount of approximately 0.9 per cent to the average closing price of the Shares quoted on the Stock Exchange of HK\$0.59 per Share over the 10 trading days up to and including 23 January 2013;
- (d) a premium of approximately 1.3 per cent over the average closing price of the Shares quoted on the Stock Exchange of \$0.57 per Offeree Share over the 30 trading days up to and including 23 January 2013;
- (e) a premium of approximately 4.3 per cent over the average closing price of the Shares quoted on the Stock Exchange of HK\$0.56 per Share over the 60 trading days up to and including 23 January 2013;
- (f) a premium of approximately 6.7 per cent over the average closing price of the Shares quoted on the Stock Exchange of HK\$0.54 per Share over the 90 trading days up to and including 23 January 2013; and
- (g) a premium of approximately 16.9 per cent over the average closing price of the Shares quoted on the Stock Exchange of HK\$0.50 per Share over the 180 trading days up to and including 23 January 2013.

Highest and lowest prices

During the six-month period preceding the date of this announcement:

- (h) the highest closing price of Shares as quoted on the Stock Exchange was HK\$0.64 on 24 January 2013; and
- (i) the lowest closing price of Shares as quoted on the Stock Exchange was HK\$0.41 on 3 August 2012.

2.2 The Option Offer

The Option Offer will be made by Moelis, on behalf of the Offeror, on the following basis:

For cancellation of each Option with an exercise price of:

HK\$0.501 (14,430,000 options in total).....	HK\$0.079 in cash.
HK\$1.266 (300,000 options in total).....	HK\$0.001 in cash.
HK\$1.952 (2,000,000 options in total).....	HK\$0.001 in cash.
HK\$1.65 (9,770,000 options in total).....	HK\$0.001 in cash.
HK\$2.18 (6,576,000 options in total).....	HK\$0.001 in cash.
HK\$2.50 (7,646,070 options in total).....	HK\$0.001 in cash.
HK\$2.71 (2,000,000 options in total).....	HK\$0.001 in cash.
HK\$2.93 (3,500,000 options in total).....	HK\$0.001 in cash.

The Option offer price of HK\$0.079 for Options with an exercise price of HK\$0.501 represents the difference between the exercise price of HK\$0.501 and the Share Offer Price.

The exercise prices for Options between HK\$1.266 - HK\$2.93 are higher than the Share Offer Price and these Options are out of the money. In the circumstances, the Option Offer is made at a nominal price of HK\$0.001 for the cancellation of each corresponding Option.

Acceptance of the Option Offer by the holders of the outstanding Options will result in the cancellation of those outstanding Options, together with all rights attaching thereto.

Total consideration

The total amount required to satisfy the cancellation of all the outstanding Options assuming full acceptance of the Option Offer by all holders of Options is HK\$1,171,762.

2.3 The Convertible Notes Offer

The Convertible Notes Offer will be made by Moelis, on behalf of the Offeror, on the following basis:

for each US\$1.00 face value of the Convertible Notes.....HK\$2.252 in cash.

The Convertible Notes will be acquired fully paid and free from all liens, charges, options, equities, encumbrances or other third party rights of any nature and together with all rights now or hereafter attaching or accruing to them, including the right to all dividends and other distributions (if any) declared, made or paid after the date of this announcement.

The Convertible Notes Offer will apply to the outstanding Convertible Notes in issue on the date on which the Convertible Notes Offer is made and will not apply to any Convertible Notes which are or have been converted into Shares prior to the close of the Share Offer.

The offer price for the Convertible Notes is HK\$2.252 for each US\$1.00 face value of the Convertible Notes determined, in accordance with Practice Note 6 to the Code, as the "see-through" consideration for each Convertible Note being the number of Shares into which the Convertible Note is convertible multiplied by the Share Offer Price. The Convertible Notes are in aggregate convertible into 97,077,922 Shares which when

multiplied by the Share Offer Price (HK\$0.58) per Share values the total Convertible Notes Offer at HK\$56,305,195.

Total Consideration

The total amount required to satisfy full acceptance of the Convertible Notes Offer is HK\$56,305,195, assuming acceptance in respect of the whole principal amount of the outstanding Convertible Notes of US\$25,000,000.

2.4 Financial resources

The Offeror intends to finance the Offers from the internal resources of the Offeror Group. Moelis is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offers.

2.5 Settlement of consideration

Each Shareholder who validly accepts the Share Offer, Option Offer or Convertible Notes Offer will be paid the applicable consideration within 7 Business Days of the date on which the relevant Offer Shares are validly tendered for acceptance of the Offer.

3. BACKGROUND TO AND REASONS FOR THE OFFERS

3.1 Sino-Forest group and compromise and reorganisation pursuant to the Plan

During the course of 2011 Sino-Forest experienced certain financial difficulties and, as a result, defaulted on certain of its obligations under certain of the Notes. Waivers of breaches were granted but have now expired without extension and consequently Sino-Forest was in default under the Notes.

On 30 March 2012, Sino-Forest filed a motion under the Companies' Creditors Arrangement Act (Canada), R.S.C. 1985, c. C-36 (the "**CCAA**") seeking the protection of the Ontario Superior Court of Justice to rearrange its affairs.

On 14 August 2012, Sino-Forest filed a plan (the "**Plan**") with the Ontario Superior Court of Justice setting out the terms of the proposed plan of compromise and reorganisation of Sino-Forest by way of a debt-equity conversion under the CCAA. On 23 October 2012, Sino-Forest filed an amended version of the Plan with the Ontario Superior Court of Justice. The meeting of creditors approved the Plan on 3 December 2012 and the court sanctioned the Plan in hearings on 7 and 10 December 2012.

Pursuant to the Plan as approved by the creditors of Sino-Forest on 3 December 2012 and sanctioned by the Ontario Superior Court of Justice on 10 December 2012, all of Sino-Forest's group companies and substantially all of the other assets of Sino-Forest, including the entire issued share capital of SCGI (which holds 495,519,102 Shares representing approximately 63.6 per cent of the issued Shares), were transferred to the Offeror pursuant to the implementation of the Plan on 30 January 2013. As a consequence, the Offeror acquired an interest in all the direct subsidiaries of Sino-Forest (including SCGI) and other Sino-Forest assets and through SCGI the Offeror has acquired an indirect interest in 495,519,102 Shares representing approximately 63.6 per cent of the issued Shares.

3.2 **Obligation to make mandatory general offer under Rule 26.1**

Under Rule 26.1 of the Code a mandatory general offer is required to be made where any person or group of persons acting in concert acquire voting rights of 30 per cent or more in respect of a company to which the Code applies.

Note 8 to Rule 26.1 of the Code sets out what is known as the chain principle. The Note says:

"Occasionally, a person or group of persons acting in concert acquiring statutory control of a company (which need not be a company to which the Takeovers Code applies) will thereby acquire or consolidate control, as defined in the Codes, of a second company because the first company itself holds, either directly or indirectly through intermediate companies, a controlling interest in the second company, or holds voting rights which, when aggregated with those already held by the person or group, secure or consolidate control of the second company. The Executive will not normally require an offer to be made under this Rule 26 in these circumstances unless either:–

- (a) *the holding in the second company is significant in relation to the first company. In assessing this, the Executive will take into account a number of factors including, as appropriate, the assets and profits of the respective companies. Relative values of 60% or more will normally be regarded as significant; or*
- (b) *one of the main purposes of acquiring control of the first company was to secure control of the second company."*

The holding of 63.6 per cent of the Shares of the Offeree is regarded as significant in relation to SCGI.

3.3 **Implementation of the Plan**

The Plan was implemented on 30 January 2013, including the acquisition by the Offeror of SCGI, and in accordance with Rule 26.1 of the Code and the chain principle under the Code, the Offeror is now required to make an unconditional mandatory general cash offer in respect of the Offeree.

4. **FURTHER TERMS AND CONDITIONS OF THE OFFERS**

The Offers are not subject to any acceptance or other conditions.

The Offers are subject to the further terms set out in Appendix 1 to this announcement.

5. **OVERSEAS HOLDERS**

It is intended that the Offers will be made available to all holders of Offer Shares, Options and Convertible Notes, including those Shareholders, holders of Options and holders of Convertible Notes whose registered address, as shown on the register of members of the Offeree, is outside Hong Kong.

However, as the making of the Offers to persons not resident in Hong Kong may be affected by the laws of the relevant jurisdictions, any Shareholder or holder of Options or holder of Convertible Notes who is not a resident of Hong Kong should inform himself about and observe any applicable legal requirements. The Offeror reserves the right to make arrangements in respect of Shareholders, holders of Options and holders of Convertible Notes who are not residents of Hong Kong in relation to the terms of the Offers.

It is the responsibility of each Overseas Holder who wishes to accept the Share Offer and/or the Option Offer and/or the Convertible Notes Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction, including the obtaining of any governmental, exchange control or other consent which may be required or the compliance with other necessary formalities or legal requirements and the payment of any issue, transfer or other taxes due in such jurisdiction.

The Offeror reserves the right to notify any matter, including the making of the Offers, to Overseas Holders by announcement or by advertisement in a newspaper which may not be circulated in the jurisdictions in which the Overseas Holders are resident. The notice will be deemed to have been sufficiently given, despite any failure by an Overseas Holder to receive or see that notice.

6. COMPULSORY ACQUISITION OF THE OUTSTANDING OFFER SHARES

6.1 Right to Compulsory Acquisition

If, within four months after making of the Share Offer, the Offeror together with other members of the Offeror Group acquires not less than nine-tenths in value of the Offer Shares from Shareholders representing three-fourths in number of the holders of Offer Shares, the Offeror intends to exercise any rights it may have under Section 102 of the Companies Act and in accordance with Rule 2.11 of the Code to proceed to the Compulsory Acquisition of those Offer Shares not acquired by the Offeror pursuant to the Share Offer.

7. INFORMATION ABOUT THE OFFEROR AND THE OFFEROR GROUP

The Offeror is a company newly incorporated in the Cayman Islands pursuant to the Plan for the purpose of receiving the transfer of certain assets of Sino-Forest. Save for taking transfer of such assets in accordance with the Plan, the Offeror has not traded since its incorporation.

The Offeror is a direct, wholly-owned subsidiary of EPHL, which is also a company newly incorporated in the Cayman Islands pursuant to the Plan. EPHL is, on implementation of the Plan, the ultimate holding company of the Offeror. The shareholders of EPHL will comprise the former holders of the Notes and other creditors of Sino-Forest recognised in accordance with the Plan. On implementation of the Plan no shareholder of EPHL is expected to hold 30 per cent or more of the voting rights of EPHL.

SCGI is a company incorporated in the British Virgin Islands and immediately prior to implementation of the Plan was a direct, wholly-owned subsidiary of Sino-Forest and is the holding company for the 495,519,102 Shares (representing approximately 63.6 per cent of the issued Shares). Upon implementation of the Plan on 30 January 2013, SCGI became a direct, wholly-owned subsidiary of the Offeror.

There is no outstanding arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or the Offeree and which might be material to the Offers. There is no agreement or arrangement to which the Offeror is party which relate to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offers. The Offeror, through SCGI, is interested in more than 50 per cent of voting rights of the Offeree and accordingly, the Offers are unconditional.

As at the date of this announcement, neither the Offeror nor any person acting in concert with it has received any irrevocable commitment to accept the Offers. There are no relevant securities (as defined in Note 4 to Rule 22 of the Code) of the Offeree which the Offeror or any person in concert with it has borrowed or lent.

8. INFORMATION ABOUT THE OFFEREE

8.1 The Offeree

The Offeree is a company incorporated in Bermuda, the Shares of which are listed on the Main Board of the Stock Exchange with stock code 094.HK. It is principally engaged in the forestry business and its principal operations are in New Zealand and Suriname.

8.2 Shareholding structure of the Offeree

The table below sets out the shareholding structure of the Offeree as at the date of this announcement.

Name of Shareholder	Shareholding as at the date of this announcement	
	<i>Number of issued Shares</i>	<i>Approximate %</i>
SCGI	495,519,102	63.6
Hui Tung Wah, Samuel*	1,505,000	0.19
Simon Murray*	1,246,000	0.16
Wong Kin Chi*	150,000	0.019
Public Shareholders	281,304,002	36.1
Total	779,724,104	100.0

Notes:

1. Due to rounding up of the percentages, the accumulated percentage is slightly different from 100%.

2. * denotes a director of the Offeree. Excludes any Options held by the directors under the Share Option Scheme.

Aside from SCGI the Offeree has no other substantial shareholders. Based on publicly available substantial shareholder filings in respect of the Offeree under Part XV of the SFO, GEMS is interested in 7,000,000 Shares (or less than 1% of the issued Shares) and is deemed under the SFO to be interested in the share interests of GSHL. GSHL holds the Convertible Notes, being the US dollar denominated convertible notes with an aggregate principal amount of US\$25,000,000 due 17 August 2015 issued by the Offeree which are convertible into 97,077,922 Shares (representing approximately 12.5% of the existing issued Shares). As at the date of this announcement, there are also 46,222,070 outstanding Options under the Share Option Scheme.

Save as disclosed herein, the Offeree has no other relevant securities (as defined in Note 4 to Rule 22 of the Code).

9. THE OFFEROR'S INTENTIONS IN RELATION TO THE OFFEREE

9.1 Compulsory Acquisition

If the Offeror acquires not less than the relevant number of Offer Shares, the directors of the Offeror intend that the Offeror will proceed to the Compulsory Acquisition of those Offer Shares not acquired by the Offeror pursuant to the Share Offer (see section headed "Compulsory Acquisition of the outstanding Offer Shares" above).

9.2 Maintaining listing

If the Offeror does not achieve the level of acceptances required for Compulsory Acquisition, the directors of the Offeror intend that the Offeree shall maintain the listing of the Shares on the Stock Exchange.

The directors of the Offeror understand that Rule 8.08 of the Listing Rules relating to the minimum prescribed percentage of Shares to be held by the public has to be complied with and will undertake to the Stock Exchange to take appropriate steps following the close of the Offer to ensure that Rule 8.08 of the Listing Rules is complied with.

9.3 Continuation of business

The Offeror does not have any plans to change the Offeree's existing business activities or management. However, it is the intention of the Offeror that, following closing of the Offers, it will initiate a review on the business activities and assets of the Offeree, for the purpose of formulating business plans and strategies for the future business development of the Offeree.

9.4 Directors

The Offeror has made no decision in relation to appointments to and removals from the Offeree's Board. Any such change will only take effect in accordance with the requirements of the Code and the publication requirement under the Listing Rules to inform the public accordingly.

10. GENERAL MATTERS

10.1 Stamp duty

Seller's ad valorem stamp duty at a rate of 0.1% (HK\$1.00 for every HK\$1,000 (or part of HK\$1,000)) of the consideration payable will be deducted from the amount payable to Shareholders who accept the Offer. The Offeror Group will pay buyer's ad valorem stamp duty on the acquisition of any shares.

10.2 Interests in Shares and options

Save as disclosed in paragraph 1 above, as at the date of this announcement, neither the Offeror nor any member of the Offeror Group nor any person acting in concert with the Offeror, owns or controls any Shares or has options to acquire (or other outstanding derivatives in respect of) any Shares. Neither the Offeror nor any member of the Offeror Group nor any person acting in concert with the Offeror has (a) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Code) of the Offeree; or (b) received any irrevocable commitment to accept the Offer in respect of any Offer Shares. The Offeror Group comprises the Offeror and the subsidiaries of Sino-Forest (including SCGI) transferred to the Offeror on implementation of the Plan. Save for statements that relate to the Offeror and its concert parties, the statements relating to SCGI's and the

Offeror Group's interests and dealings in Shares are based on the disclosure of interests notifications provided by the Sino-Forest group (including SCGI) to the Offeree and to the Stock Exchange pursuant to section 324 of the SFO, as recorded immediately prior to this announcement.

10.3 **Advisers**

Moelis has been appointed by the Offeror as its financial adviser in connection with the Offers.

10.4 **Disclosure of dealings in the securities of the Offeree**

Associates (as defined in the Code and including a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Code)) of the Offeror and the Offeree are reminded to disclose their dealings in the securities of the Offeree in accordance with Rule 22 of the Code. In accordance with Rule 3.8 of the Code, the full text of Note 11 to Rule 22 of the Code is reproduced below:

"Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."

10.5 **Offer Document**

An Offer Document, containing, among other things, details of the Offers, together with the forms of acceptance and transfer, will be sent to Shareholders as soon as practicable. Under Rule 8.2 of the Code, the Offer Document is required to be despatched within 21 days from the date of this announcement.

10.6 **Suspension and resumption of trading**

Trading in the Shares of the Offeree was suspended from the Stock Exchange with effect from 1:00 p.m. on 24 January 2013. The Offeree has indicated that application will be made to the Stock Exchange for the resumption of trading in the Shares of the Offeree with effect from 1:00 p.m. on 31 January 2013.

By order of the Board of
Emerald Plantation Group Limited

Paul Brough

Director

Hong Kong, 31 January 2013

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, save that the only responsibility of the directors of the Offeror in respect of information contained in this announcement relating to the Offeree, which has been compiled and reproduced from public sources, is to ensure that such information is correctly and fairly reproduced and presented. Subject as aforesaid, they confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Appendix 1

Further terms of the Offers

1. The Offers will be made in compliance with the Code and the rules and regulations of the Stock Exchange and will be subject to the further terms contained in this announcement and the Offer Document.
2. The Share Offer will extend to all Shares in issue on the date on which the Share Offer is made and to any further Shares which are unconditionally allotted or issued after the date on which the Share Offer is made and before the date on which the Share Offer closes including any Shares which are unconditionally allotted or issued on the exercise of Options granted under the Share Option Scheme or conversion of the Convertible Notes, other than those Shares held by the Offeror, SCGI and any other member of the Offeror Group, and persons acting in concert with the Offeror.
3. The Offer Shares and the Convertible Notes will be acquired by the Offeror or another member of the Offeror Group fully paid and free from all liens, charges, options, equities, encumbrances or other third party rights of any nature and together with all rights now or hereafter attaching or accruing to them, including the right to all dividends and other distributions (if any) declared, made or paid after the date of this announcement.
4. Acceptance of the Option Offer by a holder of outstanding Options will result in the cancellation of those outstanding Options, together with all rights attaching thereto.

APPENDIX 2

Definitions

The following definitions apply throughout this announcement, unless the context requires otherwise:

"Board"	the Board of Directors of any of the Offeror or the Offeree, as applicable;
"Business Day"	a day on which the Stock Exchange is open for the transaction of business;
"CCAA"	the Companies' Creditors Arrangement Act (Canada), R.S.C. 1985, c. C-36;
"Code"	the Hong Kong Code on Takeovers and Mergers, as in force from time to time;
"Companies Act"	the Companies Act (1981) of Bermuda (as amended);
"Companies Law"	the Companies Law (Revised) of the Cayman Islands;
"Compulsory Acquisition"	the compulsory acquisition in accordance with applicable law and regulations of Offer Shares held by Shareholders who do not accept the Share Offer;
"Convertible Notes"	the US dollar denominated convertible notes due 17 August 2015 with an aggregate principal amount of US\$25,000,000 issued by the Offeree and convertible into 97,077,922 Shares;
"Convertible Notes Offer"	the unconditional cash offer to acquire the Convertible Notes;
"EPHL"	Emerald Plantation Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the ultimate holding company of the Offeror;
"Executive"	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any of his delegates;
"GEMS"	General Enterprise Management Services Limited, a company incorporated in the Cayman Islands with limited liability, which company is deemed to be interested in the Shares in which GSHL is interested in by virtue of Part XV of the SFO;
"GSHL"	Greater Sino Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and the holder of the Convertible Notes;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Moelis"	Moelis & Company Asia Limited, a licensed corporation under the SFO to conduct Type 6 (advising on corporate finance) regulated activity, a company incorporated in Hong Kong with limited liability and the financial adviser to the Offeror;

"Notes"	<p>the following notes issued by Sino-Forest:</p> <ul style="list-style-type: none"> (a) under an indenture dated 23 July 2008, being US\$345,000,000 5.00% Convertible Senior Notes due 2013; (b) under an indenture dated 27 July 2009, being US\$399,517,000 10.25% Guaranteed Senior Notes due 2014; (c) under an indenture dated 17 December 2009, being US\$460,000,000 4.25% Convertible Senior Notes due 2016; and (d) under an indenture dated 21 October 2010, being US\$600,000,000 6.25% Guaranteed Senior Notes due 2017;
"Offer Document"	the formal document proposed to be sent to Shareholders, the holders of Options and the holder of the Convertible Notes by the Offeror containing, inter alia, details of the Offers;
"Offers"	the Share Offer, the Option Offer and the Convertible Notes Offer;
"Offer Shares"	the Shares in issue at the date on which the Offer is made and any further Shares which are unconditionally allotted or issued after the date on which the Offer is made and on or before the date on which the Offer closes including any Shares which are unconditionally allotted or issued on the exercise of options granted under the Share Option Scheme or conversion of the Convertible Notes, other than those Shares held by the Offeror, SCGI and any other member of the Offeror Group and persons acting in concert with the Offeror;
"Offeree"	Greenheart Group Limited, a company incorporated in Bermuda with limited liability;
"Offeror"	Emerald Plantation Group Limited, a company incorporated in the Cayman Islands with limited liability;
"Offeror Group"	the Offeror and each of its subsidiaries (as such term is defined in the Companies Law);
"Option Offer"	the unconditional cash offers for the cancellation of all outstanding Options;
"Options"	outstanding options granted by the Offeree under the Share Option Scheme;
"Overseas Holders"	Shareholders and holders of Options whose registered address, as shown in the register of members of the Offeree, is outside Hong Kong;
"Plan"	the plan of compromise and reorganisation of Sino-Forest by way of a debt-equity conversion under the CCAA as amended and approved by the Ontario Superior Court of Justice and the creditors of Sino-Forest;
"SCGI"	Sino-Capital Global Inc., a company incorporated in the British Virgin Islands, prior to implementation of the Plan a wholly-owned

	subsidiary of Sino-Forest and following implementation of the Plan a wholly-owned subsidiary of the Offeror;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong);
"Shareholders"	shareholders of the Offeree;
"Share Offer"	the unconditional mandatory general cash offer to acquire the Offer Shares;
"Share Option Scheme"	the share option schemes of the Offeree, being the share option scheme adopted on 22 March 2002 and the share option scheme adopted on 28 June 2012;
"Share Offer Price"	the price at which the Share Offer will be made, being HK\$0.58 per Offer Share;
"Shares"	ordinary shares of HK\$0.01 each in the capital of the Offeree;
"Sino-Forest"	Sino-Forest Corporation, a company incorporated in Canada and formerly listed on the Toronto Stock Exchange; and
"Stock Exchange"	The Stock Exchange of Hong Kong Limited.