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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)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 11 APRIL 2012**

The Board is pleased to announce that all Ordinary Resolutions as set out in the Notice of SGM were duly passed by the Shareholders or Independent Shareholders, as the case may be, by way of poll at the SGM held on 11 April 2012.

Reference is made to the circular (the “**Circular**”) of Sustainable Forest Holdings Limited (the “**Company**”) dated 21 March 2012. Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise defined herein.

#### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that all the ordinary resolutions (the “**Ordinary Resolutions**”) as set out in the notice of SGM (the “**Notice of SGM**”) dated 21 March 2012 were duly passed by the Shareholders or Independent Shareholders, as the case may be, by way of poll at the SGM held on 11 April 2012. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for vote-taking at the SGM.

The poll results of the Ordinary Resolutions as set out in the Notice of SGM are as follows:-

<b>Ordinary Resolutions</b>		<b>Number of Shares (Approximate percentage)</b>	
		<b>For</b>	<b>Against</b>
1.	(A) To approve the refreshment of a general and unconditional mandate to Directors to exercise all powers of the Company to issue, allot and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	315,630,838 (75.73%)	101,157,500 (24.27%)

\* For identification purposes only

1.	(B) To extend the Refreshed General Mandate granted to the Directors to issue, allot and deal with additional Shares in the capital of the Company by the numbers of Shares repurchased by the Company.	315,270,838 (75.64%)	101,517,500 (24.36%)
2.	To approve the refreshment of the existing scheme mandate limit of the Share Option Scheme by authorising the Directors to grant share options to subscribe for Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	1,662,074,285 (94.24%)	101,517,500 (5.76%)
3.	To approve the increase in authorised share capital of the Company from HK\$725,340,000 divided into 8,437,500,000 Shares and 27,534,000,000 Preference Shares to HK\$915,340,000 divided into 12,000,000,000 Shares and 27,534,000,000 Preference Shares.	1,757,659,285 (99.66%)	5,932,500 (0.34%)

As at the date of the SGM, the total number of issued Shares was 6,702,364,335.

Ms. Loh Jiah Yee, Katherine and Mr. Li Zhixiong, the executive Directors of the Company and their respective associates who were, in aggregate, interested in 2,037,903,910 Shares, representing approximately 30.41% of the total issued share capital of the Company as at the date of the SGM, entitled to attend the SGM and abstained from voting in favor of the Ordinary Resolutions nos. 1(A) and 1(B) pursuant to rules 13.36(4)(a) and 13.40 of the Listing Rules; and there were 4,664,460,425 Shares held by the Independent Shareholders (representing approximately 69.59% of the total issued share capital of the Company as at the date of the SGM) who were entitled to attend the SGM and voted on the Ordinary Resolutions nos. 1(A) and 1(B).

As no Shareholder was required to abstain from voting the Ordinary Resolutions Nos. 2 and 3, the total number of Shares entitling Shareholders to attend the SGM and vote on the Ordinary Resolutions nos. 2 and 3 at the SGM was 6,702,364,335 Shares, representing 100% of the total issued share capital of the Company as at the date of the SGM.

Except as disclosed above, no other Shareholders were required under the Listing Rules to abstain from voting on any Ordinary Resolutions proposed at the SGM. As set out in the Circular, Ms. Loh Jiah Yee, Katherine and Mr. Li Zhixiong and their respective associates who have to abstain from voting in favor of Ordinary Resolutions nos. 1(A) and 1(B) have so abstained from voting in favor of such resolutions at the SGM, other than that, no other parties have stated their intention in the Circular to vote against or to abstain from voting any Ordinary Resolutions proposed at the SGM.

By order of the Board  
**Sustainable Forest Holdings Limited**  
**Yeung Wing Yee**  
*Company Secretary*

Hong Kong, 11 April 2012

*As at the date of this announcement, the Board comprises Ms. Loh Jiah Yee, Katherine, Ms. Fletcher Yurk Nam, Sandy, Mr. Li Zhixiong, Mr. Leung Siu Hung, Joel and Mr. Shih Chiu, David as executive directors; and Mr. John Tewksbury Banigan, Mr. Keung Paul Hinsum and Mr. Donald Smith Worthley as independent non-executive directors.*