



# CHINA GRAND FORESTRY RESOURCES GROUP LIMITED

## 中國林大資源集團有限公司\*

(Formerly known as Good Fellow Group Limited 金威集團控股有限公司\*)

(Incorporated in Bermuda with limited liability)

(Stock code: 910)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of the shareholders of China Grand Forestry Resources Group Limited (formerly known as “Good Fellow Group Limited”) (the “Company”) will be held at 11:00 a.m. on 17 January 2007, Wednesday at Room 1906, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company, namely:

#### ORDINARY RESOLUTION

“**THAT** the Acquisition Agreement dated 16 October 2006 (the “Acquisition Agreement”) entered into between Strong Lead Investment Limited and FeiFei SenWang Resource Group Co., Ltd., copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved ratified and confirmed; and the directors of the Company be and are hereby authorized to make any amendments, as they deem desirable or necessary, to the Acquisition Agreement and the transactions contemplated thereunder, and to do all such acts, matters and things and to execute such documents as they may in their absolute discretion consider necessary, expedient or desirable to give effect to and implement the Acquisition Agreement and the transactions contemplated thereunder.”

By Order of the Board  
**China Grand Forestry Resources Group Limited**  
**Ng Leung Ho**  
Chairman

30 December 2006

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and Principal place of business  
in Hong Kong:*  
Unit 3405  
34th Floor, China Merchants Tower  
Shun Tak Centre  
Central, 168-200 Connaught Road  
Hong Kong

#### Notes:

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong at Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment(s) thereof.
3. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled to vote, whether in person or by proxy. For the purpose, seniority shall be determined by the order in which the name stands first on the registrar of members of the company in respect of the joint holding.

*As at the date of this announcement, the board of directors of the company comprises of Mr. Ng Leung Ho, Ms. Lee Ming Hin, Mr. Hu Xiaming and Mr. Ge Wen Hong being the executive directors of the company, and Mr. Lo Cheung Kin, Mr. Zou Zi Ping and Mr. Zhu Jian Hong being the independent non-executive directors of the company.*

\* For identification purpose only

Please also refer to the published version of this announcement in The Standard.