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**CHINA GRAND FORESTRY RESOURCES GROUP LIMITED**

**中國林大資源集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock code: 910)

**MONTHLY ANNOUNCEMENT  
IN RESPECT OF THE CONVERTIBLE NOTE**

Reference is made to the Company's Announcement and Circular. The Company made this announcement as per the undertakings given to the Stock Exchange to inform Shareholders and investors of future dilution in shareholdings as a result of the conversion of the Convertible Notes into new Shares.

Reference is made to the Company's announcement dated 1 June 2006 (the "Announcement") and circular to shareholders dated 18 April 2006 (the "Circular"). Reference is also made to the Company's previous monthly announcement dated 2 January 2007. The Company made this announcement as per the undertakings given to the Stock Exchange to inform Shareholders and investors of future dilution in shareholdings as a result of the conversion of the Convertible Notes into new Shares. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Directors report that there was no conversion made of Convertible Notes outstanding with the Company during the month of January 2007.

During the month of January 2007, 400,000,000 shares were issued pursuant to the Subscription Agreement dated 16 January 2007.

As at the date of this announcement, there are in aggregate 5,062,807,600 Shares outstanding with the issued share capital of the Company.

As at the date of this announcement, the aggregate outstanding principal amount of the Convertible Notes is HK\$100,000,000. The exercise in full of conversion rights vested with the Company's outstanding Convertible Notes would result in the issue and allotment of 833,333,333 new Shares in the Company.

## **GENERAL**

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 Xiaoming and Mr. Ge Wen Hong being the Executive Directors, and Mr. Lo Cheung Kin, Mr. Zou Zi Ping and Mr. Zhu Jian Hong being the Independent Non-Executive Directors.

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

Hong Kong, 1 February 2007

\* *For identification purpose only*