
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Grand Forestry Resources Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**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: 00910)

PROPOSED CHANGE OF COMPANY NAME

A notice convening the special general meeting of China Grand Forestry Resources Group Limited to be held at Room 1906, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 30 April 2008 at 11:00 a.m. or any adjournment thereof is set out on page 5 and 6 of this circular.

A form of proxy for use at the special general meeting of China Grand Forestry Resources Group Limited is enclosed with this circular. Whether or not you are able to attend and vote at the special general meeting, please complete and return the enclosed proxy form in accordance with the instructions printed thereon and return the same to China Grand Forestry Resources Group Limited's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the special general meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	2
Proposed change of company name	2
SGM	3
Procedures for demanding a poll	4
Recommendation	4
Miscellaneous	4
Notice of SGM	5

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the Board of Directors
Change of Company Name”	the proposed change of the name of the Company to “China Grand Forestry Green Resources Group Limited 中國林大綠色資源集團有限公司”
“Company”	China Grand Forestry Resources Group Limited, a limited liability company incorporated in Bermuda, whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“SGM”	the special general meeting of the Company to be convened and held at Room 1906, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 30 April 2008 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 5 to 6 of this circular
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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: 00910)

Executive Directors:

Mr. Ng Leung Ho (*Chairman*)
Ms. Cao Chuan (*Deputy Chairman*)
Mr. Lee Ming Hin
Mr. Hu Xiaoming
Mr. Cheung Wai Tak

Non-executive Director:

Mr. John MacMillan Duncanson

Independent Non-executive Directors:

Mr. Lo Cheung Kin
Mr. Zou Zi Ping
Mr. Zhu Jian Hong

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
168-200 Connaught Road Central
Hong Kong

7 April 2008

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

On 26 March 2008, the Board announced the proposal for the Change of Company Name.

The purposes of this circular are to provide the Shareholders with (i) further information on the Change of Company Name and (ii) the notice of the SGM to be convened and held for the purpose of considering and, if thought fit, approving the necessary resolution to implement the proposal for the Change of Company Name.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to put forward at the Special General Meeting a resolution to change the name of the Company from “China Grand Forestry Resources Group Limited” to “China Grand Forestry Green Resources Group Limited 中國林大綠色資源集團有限公司” and the existing Chinese name of the

* For identification purpose only

LETTER FROM THE BOARD

Company, being “中國林大資源集團有限公司”(which was adopted for identification purpose), will no longer be adopted. The Change of Company Name is to reflect the focus of the business of the Group on the green resources business.

The Change of Company Name is subject to:

- (a) the passing of a special resolution to approve the Change of Company Name at the SGM of the Company; and
- (b) the grant of the approval for Change of Company Name by the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new name on the register in place of the existing name. Thereafter, the Company will carry out the necessary filing procedures with the Registrar of Companies in Bermuda (where applicable) and the Companies Registry in Hong Kong. The stock short name of the ordinary shares of the Company will remain unchanged. Further announcement will be made by the Company once the Change of Company Name becomes effective.

The Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates in issue bearing the existing name of the Company will, after the Change of Company Name, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. As soon as the Change of Company Name has become effective, any new issue of share certificates will be issued in the new name of the Company. There will be no special arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company.

SGM

Set out on page 5 and 6 of this circular is a notice convening the SGM to consider and, if thought fit, to approve the special resolution relating to the Change of Company Name.

A form of proxy for use at the SGM is enclosed herewith. Whether or not you are able to attend and vote at the SGM, please complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

PROCEDURES FOR DEMANDING A POLL

Pursuant to the bye-laws of the Company, a resolution put to vote of the meeting shall be decided on a show of hands unless a poll is required by the stock exchange in the relevant territory or a poll is (before or on the declaration of the result on the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or
- (e) if required by the rules of the stock exchange in the relevant territory, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent. (5%) or more of the total voting rights at such meeting.

RECOMMENDATION

Having considered the circumstances set out herein, the Board considers that the proposed special resolution for the Change of Company Name is fair and reasonable and is in the best interest of the Company and accordingly, recommend all Shareholders to vote in favour of the special resolution at the SGM.

MISCELLANEOUS

The English version of this circular shall prevail over its Chinese version in case of any inconsistency.

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

NOTICE OF SGM



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: 00910)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “Meeting”) of China Grand Forestry Resources Group Limited (the “Company”) will be held at Room 1906, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 30 April 2008 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of Bermuda, the name of the Company be changed to “China Grand Forestry Green Resources Group Limited 中國林大綠色資源集團有限公司” and the directors of the Company be and are hereby authorized to do all such acts, deeds and things as they may, in their absolute discretion, deem fit in order to effect such change of name.”

By order of the Board

China Grand Forestry Resources Group Limited

Ng Leung Ho

Chairman

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,
168-200 Connaught Road Central,
Hong Kong

* For identification purpose only

NOTICE OF SGM

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 on behalf 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 Tricor 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 voting purpose, seniority shall be determined by the order in which the name stands first on the register of members of the Company in respect of the joint holding.