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**CHINA GRAND FORESTRY GREEN RESOURCES GROUP LIMITED**

**中國林大綠色資源集團有限公司**

*(incorporated in Bermuda with limited liability)*

(Stock code: 00910)

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of China Grand Forestry Green Resources Group Limited (the “Company”) will be held at Units 3309-11, 33F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on 30 March 2010 at 10:30 a.m. (or immediately after the conclusion or adjournment of the special general meeting of the Company to be held at 10:00 a.m. on the same day, if later) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:—

**ORDINARY RESOLUTIONS**

**“THAT:**

- (a) the agreement (the “Disposal Agreement”) dated 12 February 2010 entered into between the Company and Forcemade Investments Limited relating to the sale and purchase of the Disposal Assets (as defined in the circular dated 12 March 2010 issued to shareholders of the Company) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “Directors”) be and are hereby authorised to do all acts and execute all documents they consider necessary or expedient to give effect to the transactions contemplated under the Disposal Agreement.”

By order of the Board

**China Grand Forestry Green Resources Group Limited**

**Tse On Kin**

*Chairman*

Hong Kong, 12 March 2010

*Notes:*

- (1) Any member entitled to attend and vote at the SGM of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- (2) Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
- (3) A form of proxy for use at the SGM is enclosed herewith.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney must be lodged at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or adjourned meeting or not less than 24 hours before the time appointed for taking the poll subsequent to the date of the SGM or adjourned meeting thereof (as the case may be) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the SGM or at any adjourned meeting (as the case may be) should they so wish.

*As at the date of this announcement, the Board of Directors of the Company comprises of Mr. Tse On Kin and Mr. Pang Chun Kit being the executive Directors and Dr. Wong Yun Kuen, Mr. Chan Chi Yuen and Ms. Xu Lei being the independent non-executive Directors.*