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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 ANNUAL GENERAL MEETING HELD ON 5 FEBRUARY 2013 AND RETIREMENT OF DIRECTOR

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the Ordinary Resolutions as set out in the Revised Notice of AGM were duly passed by the Shareholders by way of poll at the AGM held on 5 February 2013.

RETIREMENT OF DIRECTOR

The Board further announces that Mr. LI Zhixiong has retired as an Executive Director of the Company with effect from the conclusion of the AGM held on 5 February 2013.

Reference is made to the circular and supplemental circular of Sustainable Forest Holdings Limited (the “**Company**”) dated 4 January 2013 and 30 January 2013 respectively (the “**Circulars**”). Capitalized terms used in this announcement shall have the same meanings as those defined in the Circulars unless otherwise defined herein.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the ordinary resolutions (the “**Ordinary Resolutions**”) as set out in the revised notice of AGM dated 30 January 2013 (the “**Revised Notice of AGM**”) were duly passed by the Shareholders by way of poll at the AGM held on 5 February 2013. 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 AGM.

** For identification purposes only*

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

Ordinary Resolutions		Number of Shares (Approximate percentage)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the Directors and auditor of the Company for the year ended 31 March 2012.	1,769,358,910 (93.32%)	126,589,167 (6.68%)
2.	(i) To re-elect Mr. LEUNG Siu Hung, Joel as an executive Director.	1,879,656,410 (99.14%)	16,291,667 (0.86%)
	(ii) To re-elect Ms. ZHOU Jing as an executive Director.	1,881,613,910 (99.24%)	14,334,167 (0.76%)
	(iii) To re-elect Mr. MUNG Wai Ming as an executive Director.	1,879,656,410 (99.14%)	16,291,667 (0.86%)
	(iv) To re-elect Mr. William Keith JACOBSEN as an independent non-executive Director.	1,876,416,410 (98.97%)	19,531,667 (1.03%)
	(v) To re-elect Mr. WU Wang Li as an independent non-executive Director.	1,881,973,910 (99.26%)	13,974,167 (0.74%)
3.	To authorize the Board to fix the Directors' remuneration.	1,881,613,910 (99.26%)	13,974,167 (0.74%)
4.	To re-appoint Crowe Horwath (HK) CPA Limited as auditor of the Company and to authorize the Board to fix its remuneration.	1,879,656,410 (99.14%)	16,291,667 (0.86%)
5.	To give a general and unconditional mandate to the Directors to exercise all powers of the Company to issue, allot and deal with additional ordinary shares of the Company not exceeding 20% of the total nominal amount of the issued share capital of the Company on the date of passing this resolution.	1,768,496,410 (93.28%)	127,451,667 (6.72%)
6.	To give a general and unconditional mandate to the Directors to exercise all powers of the Company to purchase the Company's ordinary shares not exceeding 10% of the total nominal amount of the issued share capital of the Company on the date of passing this resolution.	1,881,613,910 (99.26%)	13,974,167 (0.74%)
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the number of shares repurchased by the Company.	1,768,136,410 (93.26%)	127,811,667 (6.74%)

As at the date of the AGM, the total number of issued ordinary shares of the Company was 7,085,632,310, which was also the total number of shares entitling the Shareholders to attend and vote for or against the Ordinary Resolutions. No Shareholder was required to abstain from voting on the Ordinary Resolutions and no Shareholder was entitled to attend and vote only against any of the Ordinary Resolutions at the AGM.

RETIREMENT OF DIRECTOR

As disclosed in the circular of the Company dated 4 January 2013, Mr. LI Zhixiong, the Executive Director of the Company, retired by rotation at the AGM and did not offer himself for re-election.

The Board further announces that Mr. LI Zhixiong has retired as an Executive Director of the Company with effect from the conclusion of the AGM held on 5 February 2013.

Mr. LI Zhixiong has confirmed that he has no disagreement with the Board and there are no matters with respect to his retirement that need to be brought to the attention of the Shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. LI Zhixiong for his valuable contribution to the Company during his tenure of office.

By order of the Board
Sustainable Forest Holdings Limited
Zhou Jing
Chairman

Hong Kong, 5 February 2013

After the retirement of Mr. Li Zhixiong, as at the date of this announcement, the Board comprises Ms. LOH Jiah Yee, Katherine, Ms. FLETCHER Yurk Nam, Sandy, Mr. LEUNG Siu Hung, Joel, Ms. ZHOU Jing and Mr. MUNG Wai Ming as executive directors; Mr. KEUNG Paul Hinsum, Mr. William Keith JACOBSEN and Mr. WU Wang Li as independent non-executive directors.