



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 May 2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sustainable Forest Holdings Limited

Date Submitted 4 June 2013

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | |
|--|---------------------------|--|--|
| (1) Stock code : <u>00723</u> Description : <u>Ordinary Shares</u> | | | |
| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>12,000,000,000</u> | <u>HK\$0.0533</u> | <u>HK\$640,000,000</u> |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | <u>12,000,000,000</u> | <u>HK\$0.0533</u> | <u>HK\$640,000,000</u> |
| (2) Stock code : <u>N/A</u> Description : <u>N/A</u> | | | |
| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

2. Preference Shares

| | | | | |
|-------------------------------------|-----------------------|--------------------------|--|---|
| Stock code : | <u>N/A</u> | Description : | <u>Convertible Preferred Shares (Unlisted)</u> | |
| | | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>27,534,000,000</u> | <u>HK\$0.01</u> | <u>HK\$275,340,000</u> | |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> | |
| Balance at close of the month | <u>27,534,000,000</u> | <u>HK\$0.01</u> | <u>HK\$275,340,000</u> | |

3. Other Classes of Shares

| | | | | |
|-------------------------------------|------------|--------------------------------|--|---|
| Stock code : | <u>N/A</u> | Description : | <u>N/A</u> | |
| | | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/(decrease) | <u>N/A</u> | | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

Total authorised share capital at the end of the month (*State currency*) :

HK\$915,340,000

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | 7,085,632,310 | N/A | 1,293,150,970 | N/A |
| Increase/ (decrease) during the month | 1,181,074,343 | N/A | 215,525,161 | N/A |
| Balance at close of the month | 8,266,706,653 | N/A | 1,508,676,131 | N/A |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|----------------------------|--------------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| <u>1. Share Option Scheme</u> | | | | | | |
| <u>(27/11/2009)</u> | | | | | | |
| <u>Ordinary shares</u> | Nil | Nil | Nil | (35,721,710) | Nil | 2,605,194 |
| <i>(Note 1)</i> | | | | | | |
| <u>2. N/A</u> | | | | | | |
| <u>(/ /)</u> | | | | | | |
| <u>shares</u> | N/A | N/A | N/A | N/A | N/A | N/A |
| <i>(Note 1)</i> | | | | | | |
| <u>3. N/A</u> | | | | | | |
| <u>(/ /)</u> | | | | | | |
| <u>shares</u> | N/A | N/A | N/A | N/A | N/A | N/A |
| <i>(Note 1)</i> | | | | | | |
| | | | Total A. (Ordinary shares) | | Nil | |
| | | | (Preference shares) | | Nil | |
| | | | (Other class) | | Nil | |
| Total funds raised during the month from exercise of options (State currency) | | | | Nil | | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| <u>1. Convertible Preferred Shares (unlisted)</u> | | | | | | |
| | HK\$ | 12,931,509.70 | Nil | 12,931,509.70 | Nil | 242,465,806 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Subscription price | HK\$0.055 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (13 / 07 / 2009) | | | | | |
| <u>2. Convertible Preferred Shares (unlisted)</u> | | | | | | |
| | HK\$ | Nil | Nil | 2,157,945.67 | Nil | 40,410,967 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Subscription price | HK\$0.0534 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | N/A | | | | | |
| <u>3. N/A</u> | | | | | | |
| | N/A | N/A | N/A | N/A | N/A | N/A |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| <u>4. N/A</u> | | | | | | |
| | N/A | N/A | N/A | N/A | N/A | N/A |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | | Total C. (Ordinary shares) | Nil | |
| | | | | (Preference shares) | Nil | |
| | | | | (Other class) | Nil | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including SGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--|---|
| 1. Proposed issuance of up to 771,812,080 shares under general mandate pursuant to the equity line facility agreement dated 19 December 2011 (as amended and supplemented by supplemental deeds dated 21 December 2011 and 19 January 2012 respectively). For details, please refer to the announcements dated 19 December 2011, 21 December 2011 and 19 January 2012. SGM approval date: N/A Class of shares: ordinary shares (Note 1) | Nil | 561,274,204 |
| 2. N/A (/ /) shares (Note 1) | N/A | N/A |
| 3. N/A (/ /) shares (Note 1) | N/A | N/A |
| Total D. (Ordinary shares) (Preference shares) (Other class) | Nil Nil Nil | |

Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|--|--|--|---|
| 1. | Rights issue | At price : State currency _____ | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 2. | Open offer | At price : State currency <u>HK\$ 0.0534</u> | Class of shares issuable (Note 1) <u>Ordinary Shares</u> Issue and allotment date : (dd/mm/yyyy) (07/05 /2013) EGM approval date: (dd/mm/yyyy) N/A | <u>1,180,938,718</u> | <u>N/A</u> |
| 3. | Placing | At price : State currency _____ | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 4. | Bonus issue | | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |

For Main Board and GEM listed issuers

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--|--|---|
| 5. | Scrip dividend At price : State currency _____ | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> <u>N/A</u> |
| 6. | Repurchase of shares | Class of shares repurchased (Note 1) <u>N/A</u> Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> <u>N/A</u> |
| 7. | Redemption of shares | Class of shares redeemed (Note 1) <u>N/A</u> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> <u>N/A</u> |
| 8. | Consideration issue At price : State currency _____ | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> <u>N/A</u> |

For Main Board and GEM listed issuers

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|---|--|---|
| 9. Capital reorganisation | Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 10. Other (Open offer) | At price : State currency <u>HK\$ 0.0100125</u> Class of shares issuable <u>Convertible Preferred Shares</u> (Note 1) Issue and allotment date : (dd/mm/yyyy) (07/05 /2013) EGM approval date: (dd/mm/yyyy) | <u>N/A</u> | <u>215,525,161</u> |
| Total E. (Ordinary shares) | | <u>1,180,938,718</u> | |
| (Preference shares) | | <u>215,525,161</u> | |
| (Other class) | | <u>Nil</u> | |

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) 1,181,074,343

(2) Nil

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): 215,525,161

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): Nil

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):

Reference is made to the prospectus and announcement of the Company dated 11 April 2013 and 6 May 2013 respectively. Pursuant to the terms of the open offers, 1,180,938,718 ordinary shares, 215,525,161 convertible preferred shares with nominal value of HK\$2,157,945.67 at the subscription price of HK\$0.0534 per ordinary share, ordinary share warrants with nominal value of HK\$63,062,127.54 at the subscription price of HK\$0.0534 per ordinary share and convertible preferred share warrants with nominal value of HK\$2,157,945.67 at the subscription price of HK\$0.0100125 per convertible preferred share were issued and allotted. The issue and allotment were completed by 7 May 2013.

Submitted by: Cheng Chun Shing

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. If there is insufficient space, please append the prescribed continuation sheet.