



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

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

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sustainable Forest Holdings Limited

Date Submitted 1 November 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>(10,000,000,000)<sup>(1)</sup> (608,305,027)<sup>(3(ii))</sup> 28,608,305,027<sup>(3(iii))</sup></u>		<u>- (626,083,050.27)<sup>(3(ii))</sup> 286,083,050.27<sup>(3(iii))</sup></u>
Balance at close of the month	<u>30,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$300,000,000</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\$575,340,000**

## 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	8,350,169,841	N/A	1,508,676,131	N/A
Increase/ (decrease) during the month	(6,958,474,868) <sup>(1)</sup> 8,333	N/A	Nil	N/A
Balance at close of the month	1,391,703,306	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	Nil	Nil	28,192,819 <sup>(2)</sup>
<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		

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value 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
<b>1. Ordinary Share Warrants</b>						
<b>(unlisted)</b>						
	HK\$	58,597,950.93	(2,670.00)	58,595,280.93	8,333	182,881,650
(06/05/2018 )						
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.3204 per ordinary share <sup>(2)</sup>					
EGM approval date (if applicable) (dd/mm/yyyy)	N/A					
<b>2. Convertible Preferred</b>						
<b>Shares Warrants (unlisted)</b>						
	HK\$	2,157,945.67	Nil	2,157,945.67	Nil	6,735,161
(06/05/2018 )						
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Convertible Preferred Shares					
Subscription price	HK\$0.0100125 per convertible preferred share					
EGM approval date (if applicable) (dd/mm/yyyy)	N/A					
<b>3. N/A</b>						
	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)	( / / )					
<b>4. N/A</b>						
	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 B. (Ordinary shares)	8,333
					(Preference shares)	Nil
					(Other class)	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
<b>1. Convertible Preferred Shares (unlisted)</b>						
	HK\$	12,931,509.70	Nil	12,931,509.70	Nil	40,410,967 <sup>(2)</sup>
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.32					
EGM approval date (if applicable) (dd/mm/yyyy)	( 13 / 07 / 2009 )					
<b>2. Convertible Preferred Shares (unlisted)</b>						
	HK\$	2,157,945.67	Nil	2,157,945.67	Nil	6,735,161 <sup>(2)</sup>
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.3204					
EGM approval date (if applicable) (dd/mm/yyyy)	N/A					
<b>3. N/A</b>						
	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)	( / / )					
<b>4. N/A</b>						
	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 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	93,545,700
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

Other Movements in Issued Share Capital				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
Type of Issue					
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 _____	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>
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 _____		
	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>
Total E. (Ordinary shares)		<u>Nil</u>	
(Preference shares)		<u>Nil</u>	
(Other class)		<u>Nil</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>8,333</u>
	(2)	<u>Nil</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>Nil</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>Nil</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Reference is made to the circular (the “**Circular**”) dated 6 September 2013 and announcement (the “**Announcement**”) dated 30 September 2013 issued by Sustainable Forest Holdings Limited (the “**Company**”) in respect of, among other things, the Share Consolidation and the Capital Reorganisation of the Company.

Terms used herein shall have the same meanings as those defined in the Circular unless defined otherwise.

(1) As disclosed in the Announcement, the Share Consolidation became effective from 2 October 2013. The Share Consolidation involved every six Existing Shares of HK\$0.0533 each in the issued and unissued share capital of the Company being consolidated into one Consolidated Share of HK\$0.32 each in the issued and unissued share capital of the Company.

(2) As a result of the Share Consolidation, adjustments have been made to the conversion price of the CPS and the exercise prices and numbers of the outstanding Share Options and the Share Warrants pursuant to the relevant terms of the CPS, the Share Option Scheme and the Share Warrants, details of which are set out in the Announcement.

(3) As disclosed in the Announcement, the Capital Reorganisation became effective from 2 October 2013 :

(i) the issued ordinary share capital of the Company was reduced through a cancellation of paid up capital of the Company to the extent of HK\$0.31 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Share was reduced from HK\$0.32 to HK\$0.01;

(ii) 608,305,027 authorised but unissued Consolidated Shares totaling HK\$626,083,050.27 were cancelled; and

(iii) the authorised share capital of the Company was increased to HK\$575,340,000 by the creation of an additional 28,608,305,027 unissued ordinary shares of HK\$0.01 each so that the authorised share capital of the Company comprises a total of 30,000,000,000 Adjusted Shares of HK\$0.01 each and 27,534,000,000 CPS of HK\$0.01 each.

Submitted by: Cheng Chun Shing

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

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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.