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If you are in doubt as to any aspect of this circular, 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 of Greenheart 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 the transfer was effected for transmission to the purchaser or the transferee.

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GREENHEART GROUP LIMITED

綠森集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 94)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Lounge, M/F., Grand Hyatt Hong Kong, No. 1 Harbour Road, Wanchai, Hong Kong on Thursday, 30 June 2011 at 10:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., 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 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

* for identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the Refreshment of Scheme Mandate Limit, and the proposed re-election of Directors
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, and “Bye-law” shall mean a bye-law of the Bye-laws
“Company”	Greenheart Group Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Eligible Participant(s)”	means any employee, executives or officers of the Company or any of its subsidiaries (including executive and non-executive directors of the Company or any of its subsidiaries) and any suppliers, consultants, advisers, agents, shareholders, customers, partners or business associates, who in the discretion of the Board, have contributed to the Group
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal share capital of the Company in issue as at the date of the passing of such resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 May 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 22 March 2002
“Shareholder(s)”	holder(s) of the Share(s)
“Sino-Forest”	Sino-Forest Corporation, a company listed on Toronto Stock Exchange and the substantial Shareholder interested in 495,519,102 Shares or approximately 63.55% of the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



GREENHEART GROUP LIMITED

綠森集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 94)

Executive Directors:

Mr. William Judson Martin
Mr. Hui Tung Wah, Samuel

Non-executive Directors:

Mr. Chan Tak Yuen, Allen
Mr. Simon Murray

Independent non-executive Directors:

Mr. Wong Kin Chi
Mr. Wong Che Keung, Richard
Mr. Tong Yee Yung, Joseph

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal place of business in Hong Kong:

16th Floor
Dah Sing Financial Centre
108 Gloucester Road
Wanchai
Hong Kong

30 May 2011

To the Shareholders

Dear Sir or Madam

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT**

INTRODUCTION

At the AGM to be held at Lounge, M/F., Grand Hyatt Hong Kong, No. 1 Harbour Road, Wanchai, Hong Kong on Thursday, 30 June 2011 at 10:00 a.m., resolutions will be proposed, among other matters:

- (a) to grant the General Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;

* for identification purpose only

LETTER FROM THE BOARD

- (c) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate;
- (d) to refresh the Scheme Mandate Limit so that the total number of Shares which may be allotted and issued upon the exercise of all Options to be granted under the Share Option Scheme on or after the date of the AGM will not exceed 10% of the issued share capital of the Company as at the date of passing of the resolutions approving the Refreshment of Scheme Mandate Limit; and
- (e) to re-elect the Directors.

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate, the extension of the General Mandate, the Refreshment of Scheme Mandate Limit, the re-election of Directors, and to give you the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

General Mandate

The Company had in issue 779,674,104 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 155,934,820 Shares, representing 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the Share Option Scheme or any scrip dividend scheme as may be approved by the Shareholders.

LETTER FROM THE BOARD

Repurchase Mandate

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

In addition, an ordinary resolution will also be proposed at the AGM to extend the General Mandate by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme

The Share Option Scheme was approved and adopted by the then Shareholders at the special general meeting of the Company held on 22 March 2002 whereby the Directors were authorised to grant options to the Eligible Participant(s). The Scheme Mandate Limit was initially set at 10% of the Shares in issue as at the date of adoption of the Share Option Scheme which represents a maximum number of new Shares that may be issued upon the exercise of all Options under the Share Option Scheme. At the special general meeting of the Company held on 17 December 2010, the Company has sought the approval from the Shareholders to refresh the Scheme Mandate Limit such that the maximum number of Shares which may be allotted and issued upon the exercise of the Options under the Share Option Scheme is 68,114,915 Shares, representing 10% of the then issued share capital of the Company at the date of that special general meeting. In compliance with rule 17.03(4) of the Listing Rules, the total number of Shares issued and to be issued upon exercise of the Options granted to each grantee in any 12-month period does not exceed 1% of the share capital of the Company since 17 December 2010. The following table shows the movements of Options since the date of refreshment of the existing Scheme Mandate Limit:

As at 17 December 2010 (being the date of the existing Scheme Mandate Limit was last refreshed)		Between 17 December 2010 and the Latest Practicable Date				As at the Latest Practicable Date		
Total number of Options outstanding	Scheme Mandate Limit available	Options granted	Options exercised	Options cancelled	Options lapsed	Total number of Options outstanding	Scheme Mandate Limit available	% to issued share capital of the Company
27,816,000	68,114,915	16,027,560	2,030,000	–	70,000	41,743,560	52,087,355	12.03%

As at the Latest Practicable Date, 41,743,560 Options remain outstanding and unexercised, representing approximately 5.35% of the total issued share capital of the Company.

LETTER FROM THE BOARD

The Refreshed Scheme Mandate Limit

Based on 779,674,104 Shares in issue as at the Latest Practicable Date and assuming there will not be any issue or repurchase of Shares prior to the AGM, the current Scheme Mandate Limit will be refreshed to the extent the total number of securities, which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other scheme under the Scheme Mandate Limit as refreshed, will not exceed 77,967,410 new Shares, representing 10% of the Shares in issue as at the date of the AGM. Options previously granted under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

The Board resolved to put forward a proposal to the Shareholders to refresh the current Scheme Mandate Limit under the Share Option Scheme at the AGM to provide more flexibility to grant further Options to Eligible Participants under the Share Option Scheme so as to provide opportunities and incentives to them to work towards enhancing the values of the Company and Shares for the benefit of the Company and Shareholders as a whole.

The new Shares falling to be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes may not exceed 30% of the issued share capital of the Company. Save as disclosed above, there are no other share options granted or remaining outstanding as at the Latest Practicable Date.

Conditions of the Refreshment of Scheme Mandate Limit

The Refreshment of Scheme Mandate Limit is conditional upon:

- (i) the passing of the necessary ordinary resolution by the Shareholders at the AGM to approve the Refreshment of Scheme Mandate Limit; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of Options to be granted under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As announced by the Board by way of announcements dated 3 August 2010 and 17 August 2010, Mr. William Judson Martin was appointed as executive Director, and Mr. Chan Tak Yuen, Allen and Mr. Simon Murray were appointed as non-executive Directors. According to Bye-law 89, any Director appointed as an addition to the Board shall hold office only until the next following annual general meeting of the Company. In addition, according to Bye-law 97(A), one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to one-third, shall retire from office by rotation at every annual general meeting of the Company. A retiring Director shall be eligible for re-election.

In accordance with Bye-law 89, Mr. William Judson Martin, Mr. Chan Tak Yuen, Allen and Mr. Simon Murray shall retire from their offices as Director at the AGM. In accordance with Bye-law 97(A), Mr. Hui Tung Wah, Samuel and Mr. Wong Che Keung, Richard shall retire from their offices as Director at the AGM. Being eligible, Mr. William Judson Martin and Mr. Hui Tung Wah, Samuel would offer themselves for re-election as executive Directors, Mr. Chan Tak Yuen, Allen and Mr. Simon Murray would offer themselves for re-election as non-executive Directors; and Mr. Wong Che Keung, Richard offer himself for re-election as independent non-executive Director. At the AGM, an ordinary resolution will be proposed to re-elect Mr. William Judson Martin and Mr. Hui Tung Wah, Samuel as executive Directors, Mr. Chan Tak Yuen, Allen and Mr. Simon Murray as non-executive Directors and Mr. Wong Che Keung, Richard as independent non-executive Director.

Particulars relating to Mr. William Judson Martin, Mr. Hui Tung Wah, Samuel, Mr. Chan Tak Yuen, Allen, Mr. Simon Murray and Mr. Wong Che Keung, Richard are set out in Appendix II to this circular.

ACTION TO BE TAKEN

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof in person if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions proposed to be approved at the AGM will be taken by poll. In accordance with the Bye-law 67, the chairman of the AGM will therefore demand a poll on each of the resolutions to be proposed at the AGM and an announcement will be made by the Company after the AGM on the results of the AGM.

RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate and the Repurchase Mandate, the extension of the General Mandate, the Refreshment of Scheme Mandate Limit and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully

For and on behalf of the Board of

Greenheart Group Limited

William Judson Martin

President, Chief Executive Officer and Executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. Repurchase of securities from connected parties

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

2. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 779,674,104 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 77,967,410 fully paid Shares.

3. Reasons for the repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. Funding of repurchases

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under Bermuda law and the memorandum of association of the Company and the Bye-laws for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2010, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. Share prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months were as follows:

	Highest HK\$	Lowest HK\$
2010		
May	2.00	1.70
June	2.10	1.63
July	2.33	1.91
August	2.38	1.97
September	2.65	2.15
October	2.50	2.27
November	2.80	2.29
December	2.65	2.30
2011		
January	3.20	2.63
February	3.10	2.70
March	2.92	2.60
April	3.18	2.67
May (up to the Latest Practicable Date)	3.10	2.77

6. Disclosure of interests and minimum public holding

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

According to the information available to the Company, as at the Latest Practicable Date, Sino-Forest and its wholly-owned subsidiary held 495,519,102 Shares, representing approximately 63.55% of the voting rights in general meetings of the Company.

On the basis that none of the outstanding share options of the Company or the subscription rights attached to the convertible bonds of the Company is exercised and no further Shares are issued between the Latest Practicable Date and the date of a repurchase under the Repurchase Mandate and no further Shares are repurchased prior to the AGM, in the event that the Directors exercise in full the Repurchase Mandate, the voting rights of Sino-Forest would be increased to approximately 70.62% thereby triggering a mandatory general offer under Rule 26 of the Takeovers Code. However, the Directors have no intention to exercise any of the Repurchase Mandate to such an extent that will result in Sino-Forest or any party acting in concert with it to make a mandatory general offer under the Takeovers Code. Save as disclosed, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

Assuming that none of the outstanding share options of the Company and the subscription rights attached to the convertible bonds of the Company is exercised and no further issue of Shares between the Latest Practicable Date and the date of a repurchase under the Repurchase Mandate, the exercise of the Repurchase Mandate in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

7. Shares repurchases made by the Company

Neither the Company nor any of its subsidiaries has repurchased any of the Company's listed securities during the six months immediately prior to the Latest Practicable Date.

The details of the Directors who will retire from office by rotation at the AGM and being eligible, would offer themselves for re-election at the AGM, are set out below:

Mr. William Judson Martin (“Mr. Martin”) – Executive Director

Mr. Martin, aged 55, is the president, chief executive officer of the Company and an executive Director. He is a director of several subsidiaries of the Company. He joined the Board in August 2010 and is the vice-chairman and an executive director of Sino-Forest since June 2010 and had been an independent non-executive director of Sino-Forest since 2006 and its lead director since 2007. Before joining Sino-Forest, Mr. Martin was executive vice president and chief financial officer of Alliance Atlantis Communications Inc. from 1999 to 2002 and senior executive vice president and chief financial officer from 2003 to 2005. Mr. Martin is also the chairman of SWEF Terrawinds Resources Corporation and chair of its audit committee and until November 2009 was a director of Somerset Entertainment Income Fund, chair of its compensation and nominating committee and member of its audit committee. Save as disclosed above, Mr. Martin was not a director in any other listed companies in Hong Kong or overseas in the last three years.

There is no service contract between the Company and Mr. Martin. He has no fixed term of service with the Company but will be subject to rotation and re-election in accordance with the Bye-laws. He will be entitled to a director’s fee to be determined by the remuneration committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark. Mr. Martin has not received any director’s fee for the year ended 31 December 2010.

Save as disclosed above, Mr. Martin is not related to any other Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Martin was beneficially interested in 6,811,490 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or other matters that need to be brought to the attention of the Shareholders.

Mr. Hui Tung Wah, Samuel (“Mr. Hui”) – Executive Director

Mr. Hui, aged 57, is an executive Director. He joined the Board in June 2005. He was an executive director of the Company from 9 July 2001 to 28 May 2003. After serving 2 years as senior vice president for Sino-Forest, Mr. Hui rejoined the Company as Deputy Chief Executive Officer from 1 May 2005. Mr. Hui comes from a strong financial and general management background with over 30 years working experience in senior management of major international and local banks, and companies in Hong Kong, Australia and Canada. He is a seasoned executive and has extensive management experience. He is currently a non-executive director of Café de Coral Holdings Limited whose issued shares are listed on the main board of the Stock Exchange, and a non-executive director of WLS Holdings Limited whose issued shares are listed on the Growth Enterprise Market of the Stock Exchange. Mr. Hui holds a Bachelor Degree in Social Sciences from the University of Hong Kong and a Master Degree in Business Administration from the Brunel University in the United Kingdom. Save as disclosed above, Mr. Hui was not a director in any other listed companies in Hong Kong or overseas in the last three years.

There is no service contract between the Company and Mr. Hui. He has no fixed term of service with the Company but will be subject to rotation and re-election in accordance with the Bye-laws. He will be entitled to a director's fee to be determined by the remuneration committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark. Mr. Hui has received a director's fee of HK\$1,300,000 for the year ended 31 December 2010.

Save as disclosed above, Mr. Hui is not related to any other Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Hui was interested in 2,886,145 Shares within the meaning of Part XV of the SFO in which 2,811,145 Shares were personally owned and 75,000 Shares were jointly owned by him and his spouse.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or other matters that need to be brought to the attention of the Shareholders.

Mr. Chan Tak Yuen, Allen ("Mr. Chan") – Non-executive Director

Mr. Chan, aged 59, is the chairman of the Board and a non-executive Director. He joined the Board in August 2010. Mr. Chan co-found Sino-Forest in 1992 and has been the chairman, chief executive officer and a director of Sino-Forest, with responsibility for Sino-Forest's overall strategic planning and management. Before cofounding Sino-Forest, Mr. Chan worked for 12 years as a management consultant and project manager in China. He has also worked for the Hong Kong government in new town development and management programs. In December 2010, Mr. Chan was appointed as a vice president of the China National Forestry Industry Federation. Save as disclosed above, Mr. Chan was not a director in any other listed companies in Hong Kong or overseas in the last three years.

There is no service contract between the Company and Mr. Chan. He has no fixed term of service with the Company but will be subject to rotation and re-election in accordance with the Bye-laws. He will be entitled to a director's fee to be determined by the remuneration committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark. Mr. Chan has not received any director's fee for the year ended 31 December 2010.

Save as disclosed above, Mr. Chan is not related to any other Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Chan was beneficially interested in 6,811,490 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or other matters that need to be brought to the attention of the Shareholders.

Mr. Simon Murray (“Mr. Murray”) – Non-executive Director

Mr. Murray, aged 71, is a non-executive Director. He joined the Board in August 2010. Mr. Murray is the chairman of General Enterprise Management Services (International) Limited (“GEMS Ltd.”) and is an independent non-executive director of Sino-Forest. Before establishing GEMS Ltd. in 1998, Mr. Murray was the group managing director of Hutchison Whampoa Ltd. from 1984 to 1993 and the executive chairman in Asia Pacific for the Deutsche Bank group from 1994 to 1997. Mr. Murray is also a member of the board of directors of Cheung Kong (Holdings) Limited, Orient Overseas (International) Limited and Wing Tai Properties Limited (formerly known as USI Holdings Limited) and IRC Limited, all of which are listed in Hong Kong. He is also a director of Compagnie Financière Richemont SA, a company listed in Switzerland, and Essar Energy plc, a company listed in the United Kingdom. Mr. Murray was also a member of the board of directors of Vodafone Group plc, a company listed in the United Kingdom, between July 2007 and July 2010, Hutchison Whampoa Ltd, a Hong Kong listed company, between August 1984 and May 2007, and Arnhold Holdings Ltd., a Hong Kong listed Company, between October 1993 and March 2011. He is a member of the Former Directors Committee of The Community Chest and is involved in a number of other charitable organizations, including The China Coast Community Association. Save as disclosed above, Mr. Murray was not a director in any other listed companies in Hong Kong or overseas in the last three years.

There is no service contract between the Company and Mr. Murray. He has no fixed term of service with the Company but will be subject to rotation and re-election in accordance with the Bye-laws. He will be entitled to a director’s fee to be determined by the remuneration committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark. Mr. Murray has not received any director’s fee for the year ended 31 December 2010.

Save as disclosed above, Mr. Murray is not related to any other Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Murray was interested in 2,342,000 Shares within the meaning of Part XV of the SFO. In 2002, Mr. Murray admitted to two breaches of the repealed Securities (Disclosure of Interests) Ordinance and was fined by the Securities and Futures Commission for a total of HK\$8,000 for the failure to report within a timely manner the purchase of 16,000 shares in Hutchison Whampoa Ltd on 7 June 2000. The Securities and Future Commission accepted that Mr. Murray had no intention of concealing the purchase.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or other matters that need to be brought to the attention of the Shareholders.

Mr. Wong Che Keung, Richard (“Mr. Wong”) – Independent non-executive Director

Mr. Wong, aged 65, is an independent non-executive Director. Mr. Wong joined the Board in June 2000. Mr. Wong is the Honorary Consul of The Republic of Tunisia in Hong Kong and a fellow member of the Canadian Institute of Bankers. He is also the Chief Executive of Regency Investments & Management Co., Ltd. which engages in direct business investments both locally and overseas. Save as being the Chairman of the audit committee and a member of the remuneration committee of the Company, Mr. Wong does not hold any position with the Company or other members of the Group. Mr. Wong was not a director in any other listed companies in Hong Kong or overseas in the last three years.

Pursuant to his letter of appointment, Mr. Wong is appointed for a term of 3 years commencing from 15 June 2009 and is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Wong will be entitled to a director's fee to be determined by the remuneration committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark. Mr. Wong has received a director's fee of HK\$120,000 for the year ended 31 December 2010.

Save as disclosed above, Mr. Wong is not related to any other Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Wong was interested in 891,145 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



GREENHEART GROUP LIMITED

綠森集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 94)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Greenheart Group Limited (the “**Company**”) will be held at Lounge, M/F., Grand Hyatt Hong Kong, No. 1 Harbour Road, Wanchai, Hong Kong on Thursday, 30 June 2011 at 10:00 a.m. to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements for the Company and its subsidiaries and reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2010;
2.
 - (a) to re-elect Mr. William Judson Martin as executive Director;
 - (b) to re-elect Mr. Hui Tung Wah, Samuel as executive Director;
 - (c) to re-elect Mr. Chan Tak Yuen, Allen as non-executive Director;
 - (d) to re-elect Mr. Simon Murray as non-executive Director;
 - (e) to re-elect Mr. Wong Che Keung, Richard as independent non-executive Director; and
 - (f) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint auditors and to authorise the board of Directors to fix their remuneration;

and, as special business to consider and, if thought fit, passing the following resolutions (with or without amendments) as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (the “**Companies Act**”) or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. “**THAT** subject to the ordinary resolutions nos.4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no.4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no.5.”.

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of option to be granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme of the Company adopted on 22 March 2002, which entitles the Directors to grant options after the listing of Shares on the Stock Exchange, in the manner as set out in paragraph (a) of this resolution,
- (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable as they consider necessary or expedient to give effect to the foregoing arrangement.”

By order of the Board
Greenheart Group Limited
William Judson Martin

President, Chief Executive Officer and Executive Director

Hong Kong, 30 May 2011

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal place of business in Hong Kong:
16th Floor, Dah Sing Financial Centre
108 Gloucester Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting or any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. In relation to proposed resolutions nos.4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any Shares other than the Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by shareholders.
6. In relation to proposed resolution no.5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Rules Governing the Listing of Securities on the Stock Exchange is set out in Appendix I to the circular of the Company dated 30 May 2011 of which this notice forms part.

As at the date of this notice, the Board comprises Mr. William Judson Martin and Mr. Hui Tung Wah, Samuel as executive Directors; Mr. Chan Tak Yuen, Allen and Mr. Simon Murray as non-executive Directors; and Mr. Wong Kin Chi, Mr. Wong Che Keung, Richard and Mr. Tong Yee Yung, Joseph as independent non-executive Directors.