

## VOTING PROCESS FOR THE MEETING OF CREDITORS OF SINO-FOREST CORPORATION

**NOTICE IS HEREBY GIVEN** that in connection with the meeting of Affected Creditors for the consideration of a plan of compromise and reorganization (as amended from time to time, the “**Plan**”) pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), for the purposes of tabulating Voting Claims and Unresolved Claims (as both terms are defined in the Plan Filing and Meeting Order of the Court dated August 31, 2012, the “**Meeting Order**”), the following guidelines will be applied:

1. Capitalized terms used herein and not otherwise defined have the meaning given to them in the Meeting Order or the Plan as applicable.

### *Persons Entitled to Vote*

2. Pursuant to paragraph 39 of the Meeting Order, persons entitled to vote at the Meeting (whether in person or by proxy) are as follows:
  - a. Beneficial Noteholders with Voting Claims as at the Voting Record Date; and
  - b. Ordinary Affected Creditors with Voting Claims as at the Voting Record Date.

### *Persons Not Entitled to Vote*

3. Pursuant to paragraph 54 of the Meeting Order, persons not entitled to vote at the Meeting include:
  - a. Unaffected Creditors;
  - b. Noteholder Class Action Claimants;
  - c. Equity Claimants;
  - d. Any Person with a D&O Claim;
  - e. Any Person with a D&O Indemnity Claim (other than a D&O Indemnity Claim in respect of Defence Costs Claims or in respect of Indemnified Noteholder Class Action Claims);
  - f. Any Person with a Subsidiary Intercompany Claim; and
  - g. Any other Person asserting Claims against the Company whose Claims do not

constitute Affected Creditor Claims on the Voting Record Date.

*Treatment of Contingent and Unresolved Claims for Voting Purposes*

4. Unless specifically provided for in the Plan and/or the Meeting Order, place holder Claims will not be entitled to a vote.
5. Third Party Defendants with Class Action Indemnity Claims in respect of Indemnified Noteholder Class Action Claims will be entitled to vote such Claims in accordance with paragraph 51 of the Meeting Order and votes cast in respect of such Claims will be recorded and reported on in accordance with paragraph 51 of the Meeting Order. The aggregate value of all such Class Action Indemnity Claims will, for voting purposes, be limited to the amount of the Indemnified Noteholder Class Action Limit.
6. Persons with Defence Costs Claims will be entitled to vote such Defence Costs Claims to the extent that such Claim or D&O Indemnity Claim, as the case may be, set out a specified amount of defence costs incurred up to the Claims Bar Date, and votes cast in respect of such Defence Costs Claims will be recorded and reported on as Unresolved Claims in accordance with paragraph 53 of the Meeting Order.
7. For greater certainty, the Claims of the Third Party Defendants will be treated in accordance with section 4.7 of the Plan, as follows:
  - a. Class Action Indemnity Claims in respect of Indemnified Noteholder Class Action Claims will be entitled to vote as set out above;
  - b. Defence Costs Claims will be entitled to vote as set out above; and
  - c. the balance of the Third Party Defendants' Claims are Equity Claims and not entitled to vote.

The Meeting Order, the Plan and the Meeting Materials are available at <http://cfcanda.fticonsulting.com/sfc/>.

Dated at Toronto, Ontario this 21<sup>st</sup> day of November, 2012.