

**ORDINARY AFFECTED CREDITORS' PROXY**

**For Use by Ordinary Affected Creditors of Sino-Forest Corporation**

**MEETING OF AFFECTED CREDITORS OF SINO-FOREST CORPORATION**

to be held pursuant to an Order of the Ontario Superior Court of Justice (the “**Meeting Order**”)  
in connection with the Plan of Compromise and Reorganization (the “**Plan**”)  
under the *Companies' Creditors Arrangement Act* (Canada) in respect of  
Sino-Forest Corporation (“**Sino-Forest**”)

on November 29, 2012 at 10:00 a.m.

(or such other date as may be set and announced in accordance with the Meeting Order)

at:

Bennett Jones LLP, 3400 One First Canadian Place  
Toronto, Ontario

and at any adjournment thereof.

*Before completing this Proxy, please read carefully the instructions accompanying this Proxy for information respecting the proper completion and return of this Proxy.*

**IN ORDER TO VOTE ON THE PLAN, THIS PROXY MUST BE COMPLETED AND SIGNED BY THE ORDINARY AFFECTED CREDITOR AND PROVIDED TO THE MONITOR, FTI CONSULTING CANADA INC., PRIOR TO 5:00 P.M. TORONTO TIME ON THE THIRD BUSINESS DAY BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.**

**THE UNDERSIGNED ORDINARY AFFECTED CREDITOR** hereby revokes all proxies previously given and nominates, constitutes and appoints \_\_\_\_\_ or, if no person is named, Greg Watson of FTI Consulting Canada Inc. (or his designee), as nominee of the Ordinary Affected Creditor, with power of substitution, to attend on behalf of and act for the Ordinary Affected Creditor at the Meeting of Affected Creditors of Sino-Forest Corporation to be held in connection with the Plan and at any and all adjournments thereof, and to vote the Ordinary Affected Creditor's Claim as follows:

A. (mark one only)

VOTE FOR approval of the Plan; or

VOTE AGAINST approval of the Plan;

- and -

B. vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Ordinary Affected Creditor with respect to any amendments or variations to the Plan and to any other matters that may come before the Meeting of the Affected Creditors of Sino-Forest Corporation or any adjournment thereof.

If you do not indicate your vote in part "A" above and Greg Watson of FTI Consulting Canada Inc. or his designee is your nominee, and he will vote this proxy FOR approval of the Plan.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2012.

	(Print Name of Ordinary Affected Creditor)
	(Signature of Ordinary Affected Creditor or, if the Voting Affected Creditor is a corporation, signature of an authorized signing officer of the corporation and such officer's name and title)
	Phone Number of Ordinary Affected Creditor

## **INSTRUCTIONS FOR COMPLETION OF PROXY**

1. Each Ordinary Affected Creditor has the right to appoint a person (who need not be a Ordinary Affected Creditor) to attend, act and vote for and on the Ordinary Affected Creditor's behalf and such right may be exercised by inserting in the space provided the name of the person to be appointed. An individual Ordinary Affected Creditor wishing to attend and vote in person at the Meeting of Affected Creditors of Sino-Forest Corporation should insert the Ordinary Affected Creditor's own name in the space provided. **If no name has been inserted in the space provided, the Ordinary Affected Creditor will be deemed to have appointed Greg Watson of FTI Consulting Canada Inc. (or his designee) as the Ordinary Affected Creditor's proxyholder.**
2. **If Greg Watson of FTI Consulting Canada Inc. (or his designee) is appointed or deemed to be appointed as proxyholder and the Ordinary Affected Creditor fails to indicate on this Proxy a vote for or against the approval of the Plan, this Proxy will be voted FOR approval of the Plan.**
3. If this Proxy is not dated in the space provided, it will be deemed to bear the date on which it is received by the Monitor.
4. This Proxy must be signed by the Ordinary Affected Creditor or by the Ordinary Affected Creditor's attorney duly authorized in writing or, if the Ordinary Affected Creditor is a corporation, by a duly authorized officer or attorney of the corporation specifying the title of such officer or attorney.
5. Valid proxies bearing or deemed to bear a later date will revoke this Proxy. If more than one valid proxy for the same Ordinary Affected Creditor and bearing or deemed to bear the same date are received with conflicting instructions, such proxies will be treated as disputed proxies and will not be counted.
6. This Proxy must be received by the Monitor by no later than 5:00 p.m. (Toronto time) on the third Business Day before the Meeting or any adjournment thereof, at the address set out below:

FTI Consulting Canada Inc., the Court-appointed Monitor of Sino-Forest Corporation

TD Waterhouse Tower  
79 Wellington Street West, Suite 2010  
P.O. Box 104  
Toronto, Ontario M5K 1G8

Attention: Jodi Porepa  
Email: [sfc@fticonsulting.com](mailto:sfc@fticonsulting.com)  
Fax: (416) 649-8101