

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CHINA TIMBER RESOURCES GROUP LIMITED
(中國木業資源集團有限公司*)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 269)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Timber Resources Group Limited (the “Company”) will be held at 7th Floor, Xin Rui Ke Da Lou, Bao Shui Qu, Fu Tian Shi, Shenzhen, China (中國深圳福田市保稅區鑫瑞科大樓7層), on Monday, 30 August 2010 at 11:30 a.m. for the purpose of considering the following resolutions:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of directors and of the auditors for the year ended 31 March 2010.
2. To re-elect the retiring directors, Messrs Tsang Kam Ching, David and Bao Liang Ming as executive director and independent non-executive director respectively.
3. To authorise the board of directors of the Company (“Board”) to fix directors’ remuneration.
4. To re-appoint the retiring auditors for the ensuing year and to authorize the Board to fix their audit fee;

AS SPECIAL BUSINESS

5. To consider and, if thought fit, passing with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT:**

- (a) subject to paragraph (c) below, 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 additional shares of HK\$0.01 each in the capital of the Company (“**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

* *For identification purpose only*

- (b) the Directors be and are hereby authorized during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible Shares) which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) and (b), **otherwise than pursuant to** (i) a Right Issue (as hereinafter defined), (ii) the exercise of any rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are otherwise convertible into Shares, (iii) the exercise of any options granted under a share option scheme or similar arrangement of the Company for the time being adopted by the Company, or (iv) an issue of Shares in lieu of the whole or part of a dividend on Shares or any script dividend scheme or similar arrangement providing for the allotment of Shares in accordance with the Memorandum and Articles of Association of the Company from time to time, **shall not exceed the aggregate of twenty per cent (20%)** 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 said approval be limited accordingly; and
- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the time 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 Articles of Association of the Company or any applicable law of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**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 of the Company to the holders of Shares and/or warrants on the respective registers of the Company on a fixed record date in proportion to their then holdings of such shares and/or

warrants (subject to such exclusion or other arrangements as the Directors of the Company 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, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”

By Order of the Board

Fung Tsun Pong

Chairman

Hong Kong, 28 July 2010

Principal place of business:

Unit 1606, Office Tower
Convention Plaza
1 Harbour Road, Wanchai
Hong Kong

Notes:

- (a) A member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must be present in person to represent the member.
- (b) If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorized on its behalf.
- (c) In order to be valid, a form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Progressive Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged the form of proxy, the form of proxy will be deemed to have been revoked.
- (d) With respect to the resolution no. 5, approval is being sought from shareholders for a general mandate to issue shares to be given to the Directors. The Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purpose of compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (e) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.

- (f) The AGM is expected not to exceed half an hour, and all member and proxies shall be responsible for their own traveling expenses.

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Fung Tsun Pong and Mr. Tsang Kam Ching; and three independent non-executive Directors, namely Mr. Yip Tak On, Mr. Jing Baoli and Mr. Bao Liang Ming.