

Court File No. CV-12-9667-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED, AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGEMENT OF SINO-FOREST CORPORATION**

Court File No.: CV-11-431153-00CP

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

**THE TRUSTEES OF THE LABOURERS' PENSION FUND OF CENTRAL AND
EASTERN CANADA, THE TRUSTEES OF THE INTERNATIONAL UNION OF
OPERATING ENGINEERS LOCAL 793 PENSION PLAN FOR OPERATING
ENGINEERS IN ONTARIO, SJUNDE AP-FONDEN, DAVID GRANT and
ROBERT WONG**

Plaintiffs

- and -

**SINO-FOREST CORPORATION, ERNST & YOUNG LLP, BDO LIMITED
(formerly known as BDO MCCABE LO LIMITED), ALLEN T.Y. CHAN, W.
JUDSON MARTIN, KAI KIT POON, DAVID J. HORSLEY, WILLIAM E.
ARDELL, JAMES P. BOWLAND, JAMES M.E. HYDE, EDMUND MAK, SIMON
MURRAY, PETER WANG, GARRY J. WEST, PÖYRY (BEIJING)
CONSULTING COMPANY LIMITED, CREDIT SUISSE SECURITIES
(CANADA), INC., TD SECURITIES INC., DUNDEE SECURITIES
CORPORATION, RBC DOMINION SECURITIES INC., SCOTIA CAPITAL
INC., CIBC WORLD MARKETS INC., MERRILL LYNCH CANADA INC.,
CANACCORD FINANCIAL LTD., MAISON PLACEMENTS CANADA INC.,
CREDIT SUISSE SECURITIES (USA) LLC and MERRILL LYNCH, PIERCE,
FENNER & SMITH INCORPORATED (successor by merger to Banc of America
Securities LLC)**

Defendants

Proceeding under the *Class Proceedings Act, 1992*

**COMPENDIUM OF INVESCO CANADA LTD.,
NORTHWEST & ETHICAL INVESTMENTS L.P., and
COMITÉ SYNDICAL NATIONAL DE RETRAITE BÂTIRENTE INC.**

(Motion for Notice Approval returnable December 20, 2012)

KIM ORR BARRISTERS P.C.
19 Mercer Street, 4th Floor
Toronto, Ontario
M5V 1H2

Michael C. Spencer (LSUC #59637F)
James C. Orr (LSUC #23180M)
Won J. Kim (LSUC #32918H)
Megan B. McPhee (LSUC #48351G)

Tel: (416) 596-1414
Fax: (416) 598-0601

Lawyers for Invesco Canada Ltd.,
Northwest & Ethical Investments L.P., and
Comité Syndical National de Retraite
Bâtirente Inc.

TO: THE SERVICE LIST

Index

INDEX

Tab	
1.	Minutes of Settlement between the Plaintiffs and Ernst & Young LLP signed on November 29, 2012
2.	Letter from Richard A. Speirs of Cohen Milstein Sellers & Toll PLLC to A. Dimitri Lascaris dated December 17, 2012
3.	Notice Approval Order of Justice Perell in <i>Labourers' Pension Fund of Central and Eastern Canada (Trustees of) v. Sino-Forest Corp.</i> (settlement with Pöyry) dated May 17, 2012
A.	Notice of Settlement with Pöyry

TAB 1

**IN THE MATTER OF
SINO-FOREST CORPORATION**

BETWEEN:

The Trustees of the Labourers' Pension Fund of Central and Eastern Canada,
The Trustees of the International Union of Operating Engineers Local 793 Pension Plan for
Operating Engineers in Ontario, Sjunde AP-Fonden, David Grant, Robert Wong, Guining Liu,
and any other proposed representative plaintiffs in Ontario Superior Court Action No. CV-11-
431153-00CP and in Quebec Superior Court No. 200-06-000132-111,

in their personal and proposed representative capacities (the "Plaintiffs")

-and-

Ernst & Young LLP, on behalf of itself and Ernst & Young Global Limited and all member firms
thereof ("EY", together with the Plaintiffs the "Parties")

MINUTES OF SETTLEMENT

1. These Minutes of Settlement represent the agreement between the Plaintiffs and EY reached on November 28, 2012 to resolve in accordance with the terms more particularly set out herein the actions, causes of action, claims and/or demands, on all counts howsoever arising and in all jurisdictions, made against EY or which could have been made concerning any claims related to Sino-Forest Corporation and its affiliates and subsidiaries, whether or not captured by the "Class" or the "Class Period", as variously defined, including the actions (the "Actions") listed on Schedule "A" hereto (the "Claims");
2. The terms of these Minutes of Settlement are binding on the Parties;
3. These Minutes of Settlement are and shall remain confidential, and neither party shall publicly disclose or include in a court filing the terms hereof without the prior written consent of the other;
4. EY makes no admissions of liability and waives no defences available to it with respect to the Claims or otherwise;
5. A settlement amount of CDN \$117,000,000 (the "Settlement Fund") shall be paid by EY in accordance with the applicable orders of the courts (Ontario Superior Court of Justice, Ontario Superior Court of Justice Commercial List (supervising CCAA judge), Province of Quebec Superior Court, United States District Court and the United States Bankruptcy Court) ("Courts") on the Effective Date (save for any amounts payable in advance of the Effective Date as set out in paragraph 7), being the date that all requisite approvals and orders are obtained from the Courts and are final and non-appealable;



6. The Settlement Fund represents the full monetary contribution or payment of any kind to be made by EY in settlement of the Claims, inclusive of claims, costs, interest, legal fees, taxes (inclusive of any GST, HST, or any other taxes which may be payable in respect of this settlement), any payments to Claims Funding International, all costs associated with the distribution of benefits, all costs of any necessary notice, all costs associated with the administration of the settlement and any other monetary costs or amounts associated with the settlement or otherwise;
7. No payment of the Settlement Fund shall be made by EY until all conditions herein and set out in Schedule B hereto have been met. However, with respect to notice and administration costs which are incurred in advance of the Effective Date, as a result of an Order of the Court, the Plaintiffs will incur and pay such costs up to \$200,000 (the "Initial Plaintiffs Costs"), which costs are to be immediately reimbursed from the Settlement Fund after the Effective Date. EY will incur and pay such notice and administration costs which are incurred in advance of the Effective Date, as a result of an Order of the Court, over and above the Initial Plaintiffs Costs up to a further \$200,000 (the "Initial EY Costs"). The Initial EY Costs shall be deducted from the amount of the Settlement Fund payable to the Plaintiffs. Should any costs in excess of the cumulative amount of the Initial Plaintiffs Costs and the Initial EY Costs, being a total of \$400,000, in respect of notice and administration be incurred prior to the Effective Date, as a result of an Order of the Court, such amounts are to be borne equally between the Plaintiffs and EY, which amounts are to be reimbursed or deducted as the case may be from the Settlement Fund, on the terms set out above in this section. Should the settlement not proceed, the Parties shall bear their respective costs paid to that time;
8. No further proceedings shall be commenced or continued by the Plaintiffs or their counsel against EY in respect of any Claims, other than as necessary to complete the settlement herein;
9. The Plaintiffs agree not to claim from the non-settling defendants in the Actions, that portion of any damages that corresponds to the proportionate share of liability of EY, proven at trial or otherwise, such that EY is not further exposed to the Claims;
10. It is the intention of the Parties that this settlement shall be approved and implemented in the Sino-Forest Corporation CCAA proceedings. The settlement shall be conditional upon full and final releases and claims bar orders in favour of EY and which satisfy and extinguish all Claims against EY, and without opt-outs, and as contemplated by the additional terms attached hereto as Schedule B hereto and incorporated as part of these Minutes of Settlement;
11. This settlement is conditional upon obtaining appropriate orders from the Ontario Superior Court of Justice Commercial List (supervising CCAA judge) and the United States Bankruptcy Court that provide that the payment of the Settlement Fund is in full satisfaction of any and all claims that could be brought in connection with the claims of any security holder or creditor of Sino-Forest Corporation, including claims over for contribution and indemnity or otherwise, howsoever arising in Canada and the United States;

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12. The releases in the Sino-Forest Corporation CCAA proceedings shall include Ernst & Young LLP (Canada) and Ernst & Young Global Limited and all member firms thereof, and all present and former affiliates, partners, associates, employees, servants, agents, contractors, directors, officers, insurers and successors, administrators, heirs and assigns of each, but does not include any non-settling defendants in the Actions or their respective present or former affiliates, partners, associates, employees, servants, agents, contractors, directors, officers, insurers or successors, administrators, heirs and assigns of each in their capacity as officers or directors of Sino-Forest Corporation ("EY Global"). The releases to be provided to EY by the Plaintiffs shall include EY Global and will release all Claims of the Plaintiffs' counsels' clients in all jurisdictions;
13. It is the intention of the Parties that the Settlement Fund shall be distributed in a claims process satisfactory to the CCAA Court, with a prior claims bar order;
14. The Parties shall use all reasonable efforts to obtain all Court approvals and/or orders necessary for the implementation of these Minutes of Settlement, including an order in the CCAA proceedings granting the plaintiffs appropriate representative status to effect the terms herein;
15. If the settlement between the Parties or any terms hereof are not approved by order(s) of the applicable Courts fulfilling all conditions precedent in paragraph 10 hereto the settlement between the Parties and these Minutes of Settlement are null and void;
16. These terms shall be further reduced to a written agreement reflecting the terms of the agreement between the Parties hereto with such additional terms agreed to by the Parties consistent herewith or as agreed to give efficacy in Quebec and the United States. Should the Parties be unable to agree on the form of written agreement, the Parties agree to appoint Clifford Lax as mediator/arbitrator to assist the Parties and his decision as arbitrator shall be final and binding on the Parties, in accordance with the terms herein but subject to the terms of Schedule B hereof, and not subject to appeal;
17. The Parties will agree on a level of disclosure by EY for the purposes of reasonably assisting in the approval process of the applicable Courts, consistent with the Parties' obligations under the relevant class proceedings legislation. Should the Parties be unable to agree on the level of disclosure after good faith efforts to do so, the Parties agree to appoint Clifford Lax as mediator to assist the Parties. If the Parties after mediation are still unable to reach an agreement, then either Party may terminate the settlement;
18. Pending the implementation of this settlement, including the distribution of the Settlement Fund, EY shall advise the plaintiffs of any agreements reached by it with the Ad Hoc Committee of Noteholders, Sino-Forest, the Litigation Trustee, or counsel or representatives of any of these parties, to pay any monetary consideration to any of them.

SIGNATURE LINES ON NEXT PAGE



Date: Nov 29, 2012

Cum for Koskie Minsky LLP
KOSKIE MINSKY LLP
Lawyers for the Plaintiffs

Date: Nov 29, 2012

Cum for Siskinds LLP
SISKINDS LLP
Lawyers for the Plaintiffs

Date: Nov 29, 2012

Cum for PRRR LLP
**PALIARE ROLAND ROSENBERG
ROTHSTEIN LLP**
Lawyers for the Plaintiffs

Date: November 29, 2012

Ernst & Young LLP
**LENCZNER SLAGHT ROYCE SMITH
GRIFFIN LLP**
Lawyers for Ernst & Young LLP, and on behalf
of Ernst & Young Global Limited and all
member firms thereof

2

SCHEDULE "A"

1. The Trustees of The Labourers' Pension Fund of Central and Eastern Canada, et al. v. Sino-Forest Corporation, et al., Ontario Superior Court of Justice, Court File No. CV-11-431153-00CP
2. Guining Liu v. Sino-Forest Corporation, et al., Province of Quebec Superior Court, File No. 200-06-000132-111
3. David Leopard, et al. v. Allen T.Y. Chan, et al., United States New York Southern District Court, Case Number 1:2012-cv-01726-VM



SCHEDULE "B"

Terms and Conditions of any Ernst & Young LLP (Settlement with Class Action Plaintiffs)

A settlement unilaterally with E&Y will be conditional upon such settlement being made to a resolution that:

- a) is a settlement of all Claims, proceedings and potential claims against E&Y in all jurisdictions;
- b) reflects approval of appropriate Courts in relevant jurisdictions as described below; and
- c) accordingly must reflect the following elements in a form satisfactory to E&Y in its sole discretion, without which E&Y is at liberty to reject the settlement at any time:

I. Court Proceedings

(A) *CCAA*

- (i) Plan of Arrangement (in form consented to);
- (ii) Final Sanction Order;
- (iii) Both Plan and Sanction Order to include:
 - (a) a release of E&Y, and all affiliate firms, partners, staff, agents and assigns for any and all Claims (including cross-claims and third-party claims), and
 - (b) a claims bar (must expressly exclude all claims against all Pöyry entities).

(B) Ontario Class Action

- (i) Final Order approving settlement containing satisfactory Pieringer terms and structure and dismissing action;
- (ii) i) above requires:
 - (a) certification for settlement purposes with i) class definition agreeable to E&Y; ii) notice in all relevant jurisdictions

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(including Canada, U.S., Hong Kong, Singapore and PRC);
and iii) opt-out threshold agreeable to E&Y;

- (b) fairness hearing having been held to result in (i).
- (C) Quebec Class Action
 - (i) Final order approving settlement containing satisfactory Pieringer terms and structure and dismissing action;
 - (ii) certification and settlement approval as in (B).
- (D) U.S. Proceedings including Class Action
 - (i) Final order approving settlement containing satisfactory Pieringer terms and structure and dismissing action;
 - (ii) certification and settlement approval as in (B).
 - (iii) Undertaking of Company (Applicant) to bring Chapter 15 proceeding to enforce Canadian *CCAA* order;
 - (iv) final U.S. order, in compliance with U.S. laws, recognizing *CCAA* order.

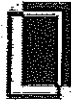
II. Releases and Undertakings

- (A) Full and Final Release and Claims Bar in both *CCAA* Plan and final Sanction Order;
- (B) Full and Final Release from Ontario Class Action Representative Plaintiffs on their own behalf and in their representative capacities, including an agreement not to consult or cooperate with any other party in advancing Claims against E&Y;
- (C) Full and Final Release from Company, directors and officers, noteholders and others on satisfactory Pieringer terms and language;
- (D) Agreement from Ontario class counsel and from noteholders' counsel to not act for or consult with or assist any plaintiff/representative plaintiff/claimant in respect of any Claim or potential Claim against E&Y in any jurisdiction;
- (E) Full and Final Release from Quebec Class Action Representative Plaintiffs on their own behalf and in their representative capacities, including an agreement not to consult or cooperate with any other party in advancing Claims against E&Y;

- (F) Agreement from Quebec class counsel to not act for or consult with or assist any plaintiff/representative plaintiff in any jurisdiction;
- (G) Full and Final Release from U.S. Class Action Representative Plaintiffs on their own behalf and in their representative capacities including an agreement not to consult or cooperate with any other party advancing Claims against E&Y; and
- (H) Agreement from U.S. class counsel to not act for or consult with or assist any plaintiff/representative plaintiff/claimant in respect of any Claim or potential Claim against E&Y in any jurisdiction.

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TAB 2



COHEN MILSTEIN

Richard Speirs
(212) 838-7797
rspeirs@cohenmilstein.com

December 17, 2012

A. Dimitri Lascaris
Siskinds LLP
680 Waterloo Street
London, ON N6A 3V8

Re: Sino-Forest Corporation: Court File No.: CV-12-9667-00-CL (Leopard et al. v. Chan et al., 1:12-cv-01726-VM)

Dear Dimitri:

I write connection with the proposed notice being presented to the Court tomorrow concerning the settlement with Ernst & Young LLP. As you know, we have pending in the Southern District of New York a class action on behalf of investors who purchased Sino-Forest securities in the United States. As mentioned previously, we believe the notice does not comply with U.S. law and violates the due process rights of U.S. investors. As we have just received the proposed notice, we reserve the right to supplement our objections to the proposed notice and notice procedures and reserve all rights with respect to any objections our class may assert.

The proposed notice program does not comply with Rule 23 of the Federal Rule of Civil Procedure or due process under the United States Constitution as to U.S. investors. The notice program does not meet the requirements of proper notice programs provided to investors in similar class actions nor does it provide sufficient time to object as the notice is at best, two weeks prior to the settlement hearing, which includes two weekends and the Christmas and New Year's holidays. In fact, notice is much less than that as class members must provide notice of their intent to object at least four days in advance of the January 4th settlement hearing. Furthermore, the notice program is not designed to reach the majority of investors in the U.S. who are members of our purported class.

Further, the notice does not provide the right to opt-out to U.S. investors which is contrary to Rule 23. Nor does the notice comply with the provisions of the Private Securities Litigation Reform Act of 1995 which mandates certain provisions be included in **all** securities class action settlement notices.

Mr. Dimitri Lascaris
December 17, 2012
Page 2



In addition, the "E&Y Settlement Class" as defined includes U.S. investors who are members of our class action. They and we are not parties to the Settlement Agreement and any inference that we are part of the settlement is incorrect. Moreover, Class Counsel is defined in a way that it appears they represent U.S. investors when no such order was entered by the Ontario court when lead counsel was appointed.

As previously noted, we reserve all rights with respect to any objections or opposition we may have to the E&Y settlement and its implementation, including the sufficiency of notice provided to U.S. investors.

I am available to discuss this at your convenience

Very truly yours,

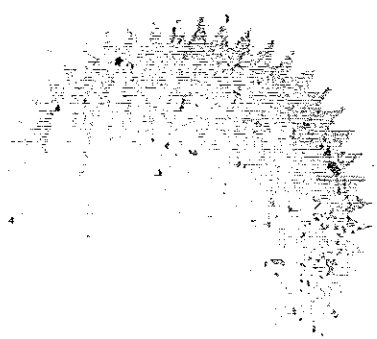
/s/

Richard A. Speirs
COHEN MILSTEIN SELLERS & TOLL PLLC
88 Pine Street, 14th Floor
New York, New York 10005
212-838-7797

Cc: Stephen Toll, Esq.
Jay Swartz, Esq.
James Doris, Esq.
Counsel to Ernst & Young, LLP
Counsel to Sino-Forest Corp.
Counsel to Monitor

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TAB 3



Court File No. CV-11-431153-00CP

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) THURSDAY, THE 17th DAY
JUSTICE PERELL) OF MAY, 2012

BETWEEN:

**THE TRUSTEES OF THE LABOURERS' PENSION FUND OF CENTRAL AND
EASTERN CANADA, THE TRUSTEES OF THE INTERNATIONAL UNION OF
OPERATING ENGINEERS LOCAL 793 PENSION PLAN FOR OPERATING
ENGINEERS IN ONTARIO, SJUNDE AP-FONDEN,
DAVID GRANT and ROBERT WONG**

Plaintiffs

- and -

**SINO-FOREST CORPORATION, ERNST & YOUNG LLP, BDO LIMITED (formerly
known as BDO MCCABE LO LIMITED), ALLEN T.Y. CHAN, W. JUDSON MARTIN,
KAI KIT POON, DAVID J. HORSLEY, WILLIAM E. ARDELL, JAMES P. BOWLAND,
JAMES M.E. HYDE, EDMUND MAK, SIMON MURRAY, PETER WANG, GARRY J.
WEST, PÖYRY (BEIJING) CONSULTING COMPANY LIMITED, CREDIT SUISSE
SECURITIES (CANADA), INC., TD SECURITIES INC., DUNDEE SECURITIES
CORPORATION, RBC DOMINION SECURITIES INC., SCOTIA CAPITAL INC., CIBC
WORLD MARKETS INC., MERRILL LYNCH CANADA INC., CANACCORD
FINANCIAL LTD., MAISON PLACEMENTS CANADA INC., CREDIT SUISSE
SECURITIES (USA) LLC, and BANC OF AMERICA SECURITIES LLC**

Defendants

Proceeding under the *Class Proceedings Act, 1992*

ORDER

THIS MOTION, made by the plaintiffs for an order i) setting a date for a hearing to consider approval of the settlement agreement between the plaintiffs and Pöyry (Beijing) Consulting Company Limited ("Pöyry (Beijing)") dated March 20, 2012 (the "Settlement

Approval Hearing”); ii) approving the form of notice to class members of the Settlement Approval Hearing (“Notice”); and iii) approving the plan of distribution of the Notice (“Notice Plan”) was heard on May 17, 2012, in Toronto, Ontario.

WHEREAS the plaintiffs and the defendant Pöyry (Beijing) have entered a settlement agreement in respect of claims against Pöyry (Beijing),

AND ON BEING ADVISED that the defendant Sino-Forest Corporation (“Sino-Forest”) has delivered to counsel for the plaintiffs a list of holders of Sino-Forest’s securities as of June 2, 2011 (the “June 2, 2011 Shareholder List”);

AND ON READING the materials filed, including the settlement agreement between the plaintiffs and Pöyry (Beijing) and the consent of Pöyry (Beijing), and on hearing submissions of counsel for the plaintiffs and counsel for Pöyry (Beijing),

1. **THIS COURT ORDERS** that the plaintiffs are granted leave to bring this motion.
2. **THIS COURT ORDERS** that the Settlement Approval Hearing shall be heard on Sept 21, 2012, at Osgoode Hall, 130 Queen Street West, Toronto, Ontario.
3. **THIS COURT ORDERS** that the Notice substantially in the form attached as **Schedule “A”** be and hereby is approved and shall be published, subject to the right of the plaintiffs and Pöyry (Beijing) to make minor non-material amendments to such forms, by mutual agreement, as may be necessary or desirable.
4. **THIS COURT ORDERS** that notice shall be provided as follows:

- (a) a copy of the Notice shall be provided by Koskie Minsky LLP, Siskinds LLP, Siskinds Desmeules sncrl, or NPT Ricepoint Class Actions Services (the "Administrator") to all individuals or entities that have contacted counsel regarding this action, and to any person who requests it.
- (b) within 10 days of this order, a copy of the Notice, in English and French, shall be posted prominently on the websites of Sino-Forest (on its main page), Koskie Minsky LLP, Siskinds LLP, and the Administrator.
- (c) within 10 days of this order, a copy of the Notice shall be provided by Koskie Minsky LLP, Siskinds LLP, Siskinds Desmeules sncrl, or the Administrator to individuals and entities listed on the June 2, 2011 Shareholder List
- (d) within 30 days of this order, the Notice shall be published in the following print publications in black and white:
 - (i) *The Globe and Mail*, in English, in one weekday publication;
 - (ii) *National Post*, in English, in one weekday publication;
 - (iii) *La Presse*, in French, in one weekday publication; and
 - (iv) *Le Soleil*, in French, in one weekday publication.

Date: May 17, 2012

Perell J

The Honourable Justice Perell

ENTERED AT THE OFFICE OF THE CLERK
OF THE COURT
LE 17 MAI 2012

MAY 17 2012

AG DOCUMENT NO
A TITRE DE DOCUMENT NO
PER/PAR:

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SCHEDULE "A"

SINO-FOREST CLASS ACTION**TO CURRENT AND FORMER SINO SHAREHOLDERS AND NOTEHOLDERS****Notice of Tentative Settlement with Pöyry (Beijing) Consulting Company Limited**

This notice is for any person, including non-Canadians, who acquired Sino-Forest Corporation ("Sino-Forest") securities in Canada or in a Canadian market between March 19, 2007 and June 2, 2011.

Background of Sino-Forest Class Action

In June and July of 2011, class actions were commenced in the Ontario Superior Court of Justice (the "Ontario Proceeding") and the Quebec Superior Court (the "Quebec Proceeding") against Sino-Forest, its senior officers and directors, its auditors, its underwriters and a consulting company, Pöyry (Beijing) Consulting Company Limited ("Pöyry (Beijing)"). It is alleged that the public filings of Sino-Forest contained false and misleading statements about Sino-Forest's business and affairs.

Who Is Included In This Class Action

The proposed classes encompass the following individuals and entities:

All persons and entities, wherever they may reside, who acquired Sino-Forest Corporation common shares, notes or other securities, as defined in the Ontario *Securities Act*, during the period from and including March 19, 2007 to and including June 2, 2011:

- (a) by distribution in Canada or on the Toronto Stock Exchange or other secondary market in Canada, which includes securities acquired over-the-counter or
- (b) who are resident of Canada or were resident of Canada at the time of acquisition and who acquired Sino-Forest Corporation's securities outside of Canada,

excluding the defendants, their past and present subsidiaries, affiliates, officers, directors, senior employees, partners, legal representatives, heirs, predecessors, successors and assigns, and any individual who is a member of the immediate family of an individual defendant.

Who Acts For The Proposed Class

Koskie Minsky LLP, Siskinds LLP, and Siskinds Desmeules, senci ("Class Counsel") jointly represent the proposed classes in this case. If you want to be represented by another lawyer, you may hire one to appear in court for you at your own expense.

You will not have to pay any fees and expenses to Class Counsel. However, if this action succeeds or there is a monetary settlement, Class Counsel may seek to have their fees and expenses paid from any money obtained for the class or paid separately by the defendants.

Tentative Settlement with Pöyry (Beijing) Consulting Company Limited

There is a tentative settlement with one of the defendants, Pöyry (Beijing). The tentative settlement only settles the claims against Pöyry (Beijing) in both the Ontario and Quebec proceedings. Pöyry (Beijing) does not admit to any wrongdoing or liability. The settlement does not involve the resolution of any claims against Sino-Forest Corporation or any of the other defendants.

The Pöyry (Beijing) settlement provides that Pöyry (Beijing) will initially provide cooperation to the Plaintiffs in the form of information and, if the Pöyry (Beijing) settlement is approved by the Ontario and Quebec Courts, documents and other evidence, which the Plaintiffs believe will assist them in the continued litigation. Pöyry (Beijing) will contribute to the cost of providing notice, but will not otherwise provide monetary compensation to the Plaintiffs. In return for this assistance, the action will be dismissed against Pöyry (Beijing) and there will be an order barring claims against it and ~~all Releasees as defined in the settlement agreement.~~ ^{persons or entities related to Pöyry (Beijing) as described in the settlement agreement that are not named as parties in the Ontario Proceedings} ~~of Quebec~~ ^{of Quebec} VPMP

The settlement agreement with Pöyry (Beijing) is subject to court approval, as discussed below.

Stay of Proceedings Against Sino-Forest and Partial Lifting of the Stay

On March 30, 2012, Sino-Forest obtained creditor protection under the Companies' Creditors Arrangement Act ("CCAA"). The initial order provided for an interim stay of proceedings against Sino-Forest. This and other materials can be found at the CCAA Monitor's website at <http://cfcanada.fticonsulting.com/sfc/>. The parties to this action have agreed to, and the Court has ordered, a partial lifting of the stay of proceedings for, among other things, the purpose of allowing the Court to consider the fairness of the settlement between the Plaintiffs and Pöyry (Beijing).

VPMP Hearings to Approve Settlement on September 21, 2012 in Toronto and on September 21, 2012 in Quebec City, Canada

✓ On September 21, 2012 at 10:00 a.m., there will be a settlement approval hearing before the Ontario Superior Court of Justice. The courthouse is located at Osgoode Hall, 130 Queen Street West, Toronto, Ontario, Canada.

VPMP On September 21, 2012 at 10:00 a.m., there will be a settlement approval hearing before the Quebec Superior Court. The courthouse is located at 300 Boulevard Jean-Lesage, Quebec City, Quebec, Canada.

On these dates, the courts will decide whether to approve the Pöyry (Beijing) settlement. Also on these dates, the Plaintiffs will seek orders certifying or authorizing the class proceeding for settlement purposes only as against Pöyry (Beijing).

Former or current security holders may attend the hearings and ask to make submissions regarding the proposed settlement. Any person who wishes to object to the Pöyry (Beijing) settlement must provide written notice to Class Counsel at the addresses below by August, 2 2012. PMP

Further Information

If you would like additional information or to object to the Pöyry (Beijing) settlement, please contact Koskie Minsky LLP, Siskinds LLP, or Siskinds Desmeules LLP at the addresses below:

Koskie Minsky LLP
20 Queen St. West, Suite 900, Box 52, Toronto, ON, M5H 3R3
Re: Sino-Forest Class Action
Tel: 1.866.474.1739
Email: sinoforestclassaction@kmlaw.ca

Siskinds LLP
680 Waterloo Street, P.O. Box 2520 London, ON N6A 3V8
Re: Sino-Forest Class Action
Tel: 1.800.461.6166 x.2380
Email: nicole.young@siskinds.com

Siskinds Desmeules, sncrl
43 Rue Buade, Bureau 320, Quebec City, Quebec, G1R 4A2
Re: Sino-Forest Class Action
Tel: (418) 694-2009
Email: simon.hebert@siskindsdesmeules.com

A copy of the Pöyry (Beijing) settlement agreement and other information about this class action are available on Koskie Minsky LLP's website at www.kmlaw.ca/sinoforestclassaction and Siskinds LLP's website at www.classaction.ca.

PLEASE DO NOT CONTACT THE COURT OR THE REGISTRAR OF THE COURT ABOUT THIS CLASS ACTION. THEY ARE NOT ABLE TO ANSWER YOUR QUESTIONS.

The Trustees of the Labourer's Pension Fund
of Central and Eastern Canada, et al.

Sino-Forest corporation, et al.

Court File No: CV-11-431153-00CP

Plaintiffs

Defendants

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceedings Under the *Class Proceedings Act, 1992*

Proceeding commenced at Toronto

ORDER

SISKINDS LLP
680 Waterloo Street, P.O. Box 2520
London ON N6A 3V8

Charles M. Wright (LSUC#: 36599Q)
Tel: (519) 660-7753
Fax: (519) 660-7754

A. Dimitri Lascaris (LSUC#: 50074A)
Tel: (519) 660-7844
Fax: (519) 660-7845

KOSKIE MINSKY LLP
20 Queen Street West, Suite 900, Box 52
Toronto ON M5H 3R3

Kirk M. Baert (LSUC#: 309420)
Tel: (416) 595-2117
Fax: (416) 204-2889

Jonathan Bida (LSUC #: 54211D)
Tel: (416) 595-2072
Fax: (416) 204-2907

Lawyers for the Plaintiffs

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, RSC 1985, c. C-36, AS AMENDED, AND IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF SINO-FOREST CORPORATION

Court File No.: CV-12-9667-00CL

The Trustees of the Labourers' Pension Fund of Central and Eastern Canada, *et al.*

v. Sino-Forest Corporation, *et al.*

Court File No.: CV-11-431153-00CP

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**COMPENDIUM
OF INVESCO CANADA LTD.
NORTHWEST & ETHICAL INVESTMENTS L.P.,
and
COMITÉ SYNDICAL NATIONAL DE RETRAITE
BÂTIRENTE INC.**

(Motion for Notice Approval returnable December 20, 2012)

KIM ORR BARRISTERS P.C.

19 Mercer Street, 4th Floor
Toronto, Ontario M5V 1H2

Michael C. Spencer (LSUC #59637F)

James C. Orr (LSUC #23180M)

Won J. Kim (LSUC #32918H)

Megan B. McPhee (LSUC #48351G)

Tel: (416) 596-1414

Fax: (416) 598-0601

Lawyers for Invesco Canada Ltd., Northwest & Ethical Investments L.P. and Comité Syndical National de Retraite Bâtirente Inc.