

NOTEHOLDERS' PROXY

For Use by Beneficial Owners of Sino-Forest Corporation's Notes

**5% Convertible Senior Notes due 2013
CUSIPs: 82934HAB7 and C83912AB8**

**10.25% Guaranteed Senior Notes due 2014
CUSIPs: 82934HAC5 and C83912AC6**

**4.25% Convertible Senior Notes due 2016
CUSIPs: 82934HAD3 and C83912AD4**

**6.25% Guaranteed Senior Notes due 2017
CUSIPs: 82934HAF8 and C83912AF9**

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.

THIS PROXY MUST BE COMPLETED AND SIGNED BY THE PARTICIPANT HOLDER AND THE UNREGISTERED NOTEHOLDER (I.E. THE BENEFICIAL NOTEHOLDER, AS OF THE VOTING RECORD DATE, AUGUST 31, 2012) AND MUST BE PROVIDED TO THE MONITOR, FTI CONSULTING CANADA INC., PRIOR TO 5:00 P.M. TORONTO TIME ON NOVEMBER 26, 2012, BEING THE THIRD BUSINESS DAY BEFORE THE MEETING (OR ANY ADJOURNMENT THEREOF).

Voting Record Date Verification: The below is to be executed by the DTC Participant through which the Noteholder holds its bonds.

Beneficial Owners should continue on to execute their vote and appoint their nominee on page 3. The signor should ensure that its Participant Bank completes this section prior to its submission to the Monitor.

Please verify the holdings of your client, the beneficial owner, as of the Voting Record Date, August 31, 2012.

1. Name of Unregistered Noteholder
(Client or Principal for whom Notes are held): _____

2. Par Amount held as of the Voting Record Date, and voted on this Noteholders' Proxy

CUSIP	PAR AMOUNT	CUSIP	PAR AMOUNT
	\$		\$
	\$		\$
	\$		\$
	\$		\$

Date Submitted: _____, 2012 Participant No. _____

Print Name of Company: _____

Authorized Employee Contact (Print Name): _____

Title: _____

Tel. No.: _____ Fax No.: _____

E-Mail: _____

Signature: X _____

MEDALLION STAMP BELOW
(if applicable):

DELIVERY:

Completed Noteholder's Proxy should be sent
via fax or e-mail with originals to follow to:

**FTI Consulting Canada Inc.,
TD Waterhouse Tower
79 Wellington Street West, Suite 2010, P.O. Box 104
Toronto, Ontario M5K 1G8, Canada
Attention: Jodi Porepa
Email: sfc@fticonsulting.com, Fax: (416) 649-8101**

Noteholder Vote and Appointment of Proxy: The below is to be executed by the Beneficial Owner (the “Unregistered Noteholder”) with positions in the Notes as of the Voting Record Date, as listed above by its Participant.

1. **THE UNDERSIGNED UNREGISTERED NOTEHOLDER** hereby revokes all proxies previously given and nominates, constitutes and appoints _____ or, if no person is named, Robert J. Chadwick of Goodmans LLP (or his designee), as nominee of the Unregistered Noteholder, with power of substitution, to attend on behalf of and act for the Unregistered Noteholder 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 Unregistered Noteholder’s claims in respect of the Notes beneficially owned by it 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 Unregistered Noteholder 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 Robert J. Chadwick of Goodmans LLP (or his designee) is your nominee, he will vote this proxy FOR approval of the Plan.

Please provide below: (i) the Name of each Participant Holder through which the Unregistered Noteholder holds Notes; (ii) the Unregistered Noteholder's account number with each such Participant Noteholder; and (iii) the principal amount of all Notes held on behalf of the Unregistered Noteholder by each Participant Holder.

NAME OF PARTICIPANT HOLDER (Please list all Participants Holders through which you hold Notes, not listed above)	ACCOUNT NUMBER	CUSIP	PAR AMOUNT HELD

(If additional space is required, please attach a separate page)

The Unregistered Noteholder hereby authorizes FTI Consulting Canada Inc. to contact any Participant Holder named above to confirm that the information set out above conforms to the information contained in the records of the Participant Holder.

DATED this _____ day of _____, 2012.

	(Print Name of Unregistered Noteholder)
	(Signature of Unregistered Noteholder or, if the Unregistered Noteholder is a corporation, signature of an authorized signing officer of the corporation and such officer's title)
	Phone Number of Unregistered Noteholder

Before submission of this proxy, please be sure that the DTC Participant Verification on Page 2 has been completed. If it hasn't, please deliver this to your Participant Bank with instructions for it to complete the DTC Participant Verification and to submit this Noteholders' Proxy to the Monitor on your behalf.

DELIVERY

Completed Noteholders' Proxy should be sent via fax or e-mail with originals to follow to:

**FTI Consulting Canada Inc.,
 TD Waterhouse Tower
 79 Wellington Street West, Suite 2010, P.O. Box 104
 Toronto, Ontario M5K 1G8, Canada
 Attention: Jodi Porepa,
 Email: sfc@fticonsulting.com, Fax: (416) 649-8101**

INSTRUCTIONS FOR COMPLETION OF PROXY

1. Each Unregistered Noteholder has the right to appoint a person (who need not be a Noteholder) to attend, act and vote for and on the Unregistered Noteholder's behalf and such right may be exercised by inserting in the space in paragraph 1 the name of the person to be appointed. An individual Unregistered Noteholder wishing to attend and vote in person at the Meeting of Affected Creditors of Sino-Forest Corporation should insert the Unregistered Noteholder's own name in the space provided. **If no name has been inserted in the space provided, the Unregistered Noteholder will be deemed to have appointed Robert J. Chadwick of Goodmans LLP (or his designee) as the Unregistered Noteholder's proxyholder.**
2. **If Robert J. Chadwick of Goodmans LLP (or his designee) is appointed or deemed to be appointed as proxyholder and the Unregistered Noteholder 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. The Unregistered Noteholder should insert the principal amount of each series of Notes owned by the Unregistered Noteholder, specifying in each case the applicable Participant Holder and the series of Notes, in the space provided on page 4.
4. 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.
5. This Proxy must be signed by the Beneficial Owner of the applicable Notes or by his or her attorney duly authorized in writing or, if the Unregistered Noteholder is a corporation, by a duly authorized officer or attorney of the corporation specifying the title of such officer or attorney.
6. The Participant Holder must complete and sign the applicable portion of the Proxy (in the box on page 2) prior to the Proxy being returned to the Monitor.

7. Valid proxies bearing or deemed to bear a later date will revoke this Proxy. If more than one valid proxy for the same Unregistered Noteholder 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.
8. 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
Fax: (416) 649-8101