

## **INSTRUCTIONS TO PARTICIPANT HOLDERS**

URGENT – IMMEDIATE ACTION REQUIRED

October 24, 2012

TO: PARTICIPANT HOLDERS OF SINO-FOREST CORPORATION'S:

- (i) **US\$345,000,000 5.00% CONVERTIBLE SENIOR NOTES DUE 2013 (Rule 144A CUSIP No. 82934HAB7/Regulation S CUSIP No. C83912AB8);**
- (ii) **US\$399,517,000 10.25% GUARANTEED SENIOR NOTES DUE 2014 (Rule 144A CUSIP No. 82934HAC5/Regulation S CUSIP No. C83912AC6);**
- (iii) **US\$460,000,000 4.25% CONVERTIBLE SENIOR NOTES DUE 2016 (Rule 144A CUSIP No. 82934HAD3/Regulation S CUSIP No. C83912AD4); and**
- (iv) **US\$600,000,000 6.25% GUARANTEED SENIOR NOTES DUE 2017 Rule 144A CUSIP No. 82934HAF8/Regulation S CUSIP No. C83912AF9),**

(collectively, the “Notes”)

**Re: Meeting of Affected Creditors of Sino-Forest Corporation to vote on the Plan of Compromise and Reorganization pursuant to the Companies’ Creditors Arrangement Act (the “Plan”)**

According to the records of The Depository Trust Company (“DTC”) or the applicable note indenture trustee, you are the holder or custodian (the “Participant Holder”) on behalf of an unregistered holder of one or more of the Notes (an “Unregistered Noteholder”). You (or your agent) are required by paragraph 26 of the enclosed Court Order (the “Meeting Order”) to complete and sign the applicable part of an enclosed Noteholders’ Proxy (the box on page 2) for each Unregistered Noteholder for whom you act as Participant Holder and to mail it directly to each such applicable Unregistered Noteholder **within five (5) Business Days**. If your standard practice is to complete and sign the applicable part of the enclosed Noteholders’ Proxy once you have received the signed Noteholders’ Proxy back from the applicable Unregistered Noteholder,

then you may proceed with your standard practice provided that all validated Noteholder Proxies are received by the Monitor no later than 5:00 p.m. on the third Business Day prior to the Meeting.

We enclose Noteholder Meeting Materials to be forwarded by you or your agent (together with an appropriately completed and signed Noteholders' Proxy) to each of the Unregistered Noteholders recorded in your account records or book entry records. We enclose one additional copy of these materials for your use. **THE MATERIALS ARE TIME SENSITIVE AND MUST BE FORWARDED TO EACH OF THE UNREGISTERED NOTEHOLDERS TOGETHER WITH THE NOTEHOLDERS' PROXY FOR THAT UNREGISTERED NOTEHOLDER WITHOUT DELAY.**

THE TOTAL AMOUNT OF ALL NOTEHOLDER CLAIMS HAS BEEN FILED BY THE NOTE INDENTURE TRUSTEES. THEREFORE YOU DO NOT HAVE TO PROVIDE A PROOF OF CLAIM.

The Noteholders' Proxy is to be completed and signed by you or your agent and by the Unregistered Noteholder and is to be returned directly to Sino-Forest's Monitor, FTI Consulting Canada Inc., in the enclosed envelope or by facsimile transmission or email.

**PROXIES MUST BE RECEIVED BY FTI CONSULTING CANADA INC. PRIOR TO THE DEADLINE OF 5:00 P.M. ON THE THIRD BUSINESS DAY BEFORE THE MEETING (OR ANY ADJOURNMENT THEREOF).**

Before sending the Noteholders' Proxy and the other materials to an Unregistered Noteholder or, if pre-validation of the Noteholders' Proxy is not your standard practice, then before returning the Noteholders' Proxy to the Monitor, please:

1. insert in the Noteholders' Proxy in the appropriate spaces (in the box on page 2) the name of the applicable Unregistered Noteholder, your organization's name as Participant Holder, the applicable account number and the principal amount of the Notes held in such account; and
2. sign the Noteholders' Proxy as Participant Holder where indicated.

We request that you provide any assistance that an Unregistered Noteholder may require in completing its Noteholders' Proxy. You are required by the Meeting Order to forward such Noteholders' Proxies and the other materials to the applicable Unregistered Noteholders as specified in these instructions.

If you have a standard practice for distribution of meeting materials to Unregistered Noteholders and for the gathering of information and proxies or voting instructions from Unregistered Noteholders that differs from the process described above, **please contact the Monitor immediately** to determine whether you are able to use such standard practice as an alternative to the process described above.

If you have any questions regarding your obligations or the process, or require additional copies of any materials, please contact the Monitor at the following address:

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

You can also view copies of documents relating to this process on the following website  
<http://cfcanada.fticonsulting.com/sfc/>.