

# SINO-FOREST SECURITIES LITIGATION

## NOTICE OF CLAIMS FILING DEADLINE

and

### HEARING TO APPROVE THE CLAIMS AND DISTRIBUTION PROTOCOL AND COUNSEL FEES

**TO:** All persons and entities, wherever they may reside, who acquired any securities of Sino-Forest Corporation including securities acquired in the primary, secondary, and over-the-counter markets (the “Securities Claimants”).

**READ THIS NOTICE CAREFULLY AS IT MAY AFFECT YOUR LEGAL RIGHTS.  
YOU MAY NEED TO TAKE PROMPT ACTION**

#### IMPORTANT DEADLINES

**Claims Bar Deadline** (to file a claim for compensation from the Ernst & Young Settlement. See pages 3-4 for more details)

**February 14, 2014**

**Objection Deadline** (for those who wish to object or make submissions regarding the proposed Claims and Distribution Protocol or the fee and disbursement request of Class Counsel. See pages 2-3 for more details)

**November 29, 2013**

#### Background of Sino-Forest Class Action and CCAA Proceeding

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”) by certain plaintiffs (the “Plaintiffs”) against Sino-Forest Corporation (“Sino-Forest”), its senior officers and directors, its underwriters, a consulting company, and its auditors, including Ernst & Young LLP (“Ernst & Young”). In January 2012, a proposed class action was commenced against Sino-Forest and other defendants in the Supreme Court of the State of New York which is now pending in the United States District Court for the Southern District of New York (the “US Action”) (collectively, the “Proceedings”). The actions alleged that the public filings of Sino-Forest contained false and misleading statements about Sino-Forest’s assets, business, and transactions. The actions also allege that Ernst & Young issued false and misleading audit opinions on Sino-Forest’s financial statements issued during the class period.

Since that time, the litigation has been vigorously contested. On March 30, 2012, Sino-Forest obtained creditor protection under the *Companies’ Creditors Arrangement Act* (the “CCAA”), and the Ontario Superior Court ordered a stay of proceedings against the company and other parties, including Ernst & Young (the “CCAA Proceeding”). Orders and other materials relevant to the CCAA Proceeding can be found at the CCAA Monitor’s website at <http://cfcanada.fticonsulting.com/sfc/> (the “Monitor’s Website”).

On December 10, 2012, a Plan of Arrangement was approved by the court in the CCAA Proceeding. As part of the Plan of Arrangement, the court approved a framework by which the Plaintiffs may enter into settlement agreements with any of the third-party defendants to the Proceedings.

#### Settlement with Ernst & Young

The Plaintiffs have entered into a settlement with Ernst & Young (the “Settlement Agreement”). The Settlement Agreement was approved by the Ontario Superior Court of Justice by an order dated March 20, 2013 (the “Settlement Approval Order”). Pursuant to the Settlement Agreement, Ernst & Young will pay CAD\$117,000,000 (the “Settlement Amount”) to a Settlement Trust to be administered in accordance with orders of the court.

In return, the action will be dismissed against Ernst & Young, and there will be an order forever barring claims against it in relation to Sino-Forest including any allegations relating to the Proceedings. Ernst & Young does

not admit to any wrongdoing or liability. The terms of the Settlement Agreement do not involve the resolution of any claims against Sino-Forest or any of the other defendants. For information regarding CCAA orders affecting Sino-Forest, including the Settlement Approval Order, please see the Monitor's Website. A complete copy of the Settlement Agreement and other information about these proceedings is available at: [www.kmlaw.ca/sinoforestclassaction](http://www.kmlaw.ca/sinoforestclassaction) and [www.sinoeysettlement.com](http://www.sinoeysettlement.com) (the "Class Action Websites").

The Settlement Agreement is contingent on the United States Bankruptcy Court for the Southern District of New York ("U.S. Bankruptcy Court") recognizing the Settlement Approval Order. A hearing to recognize the Settlement Approval Order will be held in the U.S. Bankruptcy Court on November 18, 2013.

### **Who Acts for the Securities Claimants**

Koskie Minsky LLP, Siskinds LLP, Siskinds Desmeules, sencrl, and Cohen Milstein Sellers & Toll PLLC (collectively, "Class Counsel") represent the Securities Claimants in the Proceedings. 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 directly pay any fees or expenses to Class Counsel. However, Class Counsel will seek to have their fees and expenses paid from any money obtained for the class or paid separately by the defendants. The fee request of Class Counsel in connection with the Settlement Agreement is explained below.

### **Hearing to Approve the Claims and Distribution Protocol and Class Counsel Fees on December 13, 2013 in Toronto, Ontario**

On December 13, 2013 at 10:00 a.m., there will be a hearing before the Ontario Superior Court of Justice (the "Distribution Protocol and Fee Hearing") at which Class Counsel will seek that Court's approval of (1) the plan for allocating the Net Settlement Amount (as defined below) among the members of the Securities Claimants (the "Claims and Distribution Protocol"); and (2) the fees and expense reimbursement requests of Class Counsel. The hearing will be held at the Canada Life Building, 330 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario. The exact courtroom number will be available on a notice board on the 8<sup>th</sup> Floor.

The proposed Claims and Distribution Protocol sets out, among other things, i) the method by which the Administrator (defined below) will review and process claims forms; and ii) the method by which the Administrator will calculate the amount of compensation to be distributed to each Securities Claimant, including the Allocation System, which assigns different risk adjustment factors to different Sino-Forest securities depending on factors such as the type of security acquired and the time that security was acquired. Persons that suffered the same loss on their Sino-Forest securities may receive different levels of compensation, depending on the risk adjustment factors assigned to their securities.

The detailed proposed Claims and Distribution Protocol can be found at the Class Action Websites, or by contacting Class Counsel at the contact information set out at the end of this notice. **The court has discretion to modify the proposed Claims and Distribution Protocol.**

At the Distribution Protocol and Fee Hearing, Class Counsel will also seek court approval of its request for fees and expense reimbursements ("Class Counsel Fees"). As is customary in class actions, Class Counsel is prosecuting and will continue to prosecute this class action on a contingent fee basis. Class Counsel is not paid as the matter proceeds, and Class Counsel funds the out-of-pocket expenses of conducting the litigation. Class Counsel will be requesting the following fees and disbursements to be deducted from the Settlement Amount before it is distributed to Class Members:

#### **Koskie Minsky LLP, Siskinds LLP, Siskinds Desmeules, sencrl**

Amount requested: \$17,846,250, plus disbursements (expenses), plus taxes

#### **Cohen Milstein Sellers & Toll PLLC**

Amount requested: \$2,340,000, plus disbursements (expenses), plus taxes

The court materials in support of these fee and disbursement requests will be posted on the Class Action Websites prior to the Distribution Protocol and Fee Hearing.

Expenses incurred or payable relating to notification, implementation, and administration of the settlement (“Administration Expenses”) will also be paid from the Settlement Amount.

The Plaintiffs have also entered into a litigation funding agreement with Claims Funding International PLC (“CFI”). Pursuant to that agreement, CFI has agreed to pay any adverse cost awards against the Plaintiffs in this litigation, and to pay \$50,000 towards disbursements. In return, CFI is entitled to 5% of any net recovery in these actions up to a maximum of \$5 million if the action is resolved before the pre-trial or 7% of net recovery up to a maximum of \$10 million if the action is resolved after the pre-trial. The litigation funding agreement with CFI was approved by the Ontario Superior Court of Justice on May 17, 2012.

The amount of funds remaining after deduction of Class Counsel Fees, Administration Expenses, and payment to CFI (the “Net Settlement Amount”) will be distributed to the Securities Claimants.

Securities Claimants may attend at the hearing of the Distribution Protocol and Fee Hearing and ask to make submissions regarding the Claims and Distribution Protocol or Class Counsel’s fee and expense reimbursement request.

**Persons intending to object to the Claims and Distribution Protocol or the Class Counsel fees and expense reimbursement request are required to deliver a Notice of Objection, substantially in the form that can be found on the Class Action Websites, and, if this Notice is received by mail or email, enclosed with this Notice (the “Notice of Objection”), to Siskinds LLP by regular mail, courier, or email transmission, to the contact information indicated on the Notice of Objection, so that it is received by no later than 5:00 p.m. on November 29, 2013. Copies of the Notices of Objection sent to Siskinds LLP will be filed with the court.**

**THE COURT MAY APPROVE A CLAIMS AND DISTRIBUTION PROTOCOL THAT IS DIFFERENT THAN THE CLAIMS AND DISTRIBUTION PROTOCOL THAT IS PROPOSED BY CLASS COUNSEL. WHETHER OR NOT THEY SUBMIT A VALID CLAIM FORM, ALL PERSONS OR ENTITIES THAT ARE ENTITLED TO PARTICIPATE IN THE E&Y SETTLEMENT WILL BE BOUND BY THE CLAIMS AND DISTRIBUTION PROTOCOL, WHATEVER IT MAY BE, THAT IS APPROVED BY THE COURT.**

### **The Administrator**

The Court has appointed NPT RicePoint as the Administrator of the settlement. The Administrator will, among other things: (i) receive and process the Claim Forms (discussed below); (ii) make determinations of Class Members’ eligibility for compensation pursuant to the Claims and Distribution Protocol; (iii) communicate with Class Members regarding their eligibility for compensation; and (iv) manage and distribute the Net Settlement Amount. The Administrator can be contacted at:

Mailing Address:	NPT RicePoint Class Action Services Sino-Forest Class Action P.O. Box 3355 London, ON N6A 4K3
Telephone:	1-866-432-5534
Email Address:	sino@nptricepoint.com
Website:	www.nptricepoint.com

### **Claims Filing Procedure and Deadline**

Securities Claimants will only be eligible for compensation from the Net Settlement Amount if they submit a complete Claim Form before the Claims Bar Deadline (defined below) including any supporting documentation with the Administrator.

**Claim Forms are available on the Class Action Websites or, if you are receiving this notice by mail or email, attached to this notice.**

**To be eligible for compensation, Class Members must submit their Claim Form, postmarked via mail or email to the Administrator at the addresses listed above NO LATER THAN February 14, 2014 (the “Claims Bar Deadline”). If you do not submit a Claim Form by the Claims Bar Deadline, you will not receive any compensation from the Net Settlement Amount but will remain bound by the final Settlement Order and release.**

Please note that Noteholders who still held their notes as of January 16, 2013 do not need to complete a Claim Form in respect of those notes. Claim Forms will still need to be filed in respect of any other notes.

The Net Settlement Amount will be distributed to Class Members in accordance with the Claims and Distribution Protocol that is approved by the Court.

If you file a Claim Form to participate in this settlement, you may not be required to file additional Claim Forms to participate in any future judgments or settlements in this litigation. However, you must ensure that the Administrator is advised of any changes to your mailing address.

### **Further Information**

If you would like additional information, please contact Koskie Minsky LLP, Siskinds LLP, Siskinds Desmeules sencrl, or Cohen Milstein Sellers & Toll PLLC using the information below:

Jonathan Bida, Garth Myers  
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 (within North America)  
Tel: 416.595.2158 (outside North America)  
Email: [sinoforestclassaction@kmlaw.ca](mailto:sinoforestclassaction@kmlaw.ca)

Dimitri Lascaris, Charles Wright  
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 (within North America)  
Tel: 519.672.2251 x 2380 (outside North America)  
Email: [sinoforest@siskinds.com](mailto:sinoforest@siskinds.com)

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Québec City, Québec, G1R 4A2  
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Please do not direct inquiries about this notice to the Court.  
All inquiries should be directed to the Administrator or Class Counsel.

**DISTRIBUTION OF THIS NOTICE HAS BEEN AUTHORIZED  
BY THE ONTARIO SUPERIOR COURT OF JUSTICE**