



**SINO-FOREST CORPORATION**

Annual Information Form  
in respect of the year ended  
December 31, 2001

May 14, 2002

## GLOSSARY

Certain terms used herein are defined below:

“**BDMT**” means bone dry metric tonnes;

“**CJV**” means a co-operative joint venture established under CJV Law and, if the context so requires, means a CJV which is subject to a CJV Agreement;

“**CJV Agreement**” means, with respect to a CJV, the CJV agreement between the Company and the CJV PRC partner;

“**CJV Law**” means the Law of the PRC on Sino-Foreign Co-operative Joint Ventures and the Detailed Implementing Rules for the Law of the PRC on Sino-Foreign Co-operative Joint Ventures promulgated by the Ministry of Foreign Trade and Economic Cooperation;

“**China**” or “**PRC**” means the People’s Republic of China;

“**Class A Subordinate-Voting Shares**” means the Class A Subordinate-Voting Shares of the Company;

“**Class B Multiple-Voting Shares**” means the Class B Multiple-Voting Shares of the Company;

“**Collectively-Owned Enterprises**” means collective enterprises owned by local groups for which the Chinese government is not responsible for wages or similar operations;

“**Company**” refers to Sino-Forest and its subsidiaries, or any of them, as the context requires;

“**Company’s Joint Ventures**” means the CJVs established pursuant to the CJV Agreements and “**Company’s Joint Venture**” means one of them (and shall, unless otherwise specified or unless the context otherwise requires, means a CJV);

“**contract supply**” means the supply of wood-based building materials on a contract basis. A provider of contract supply services first obtains a contract, which specifies customer requirements on products, volume, pricing and delivery time. The provider then undertakes the responsibilities of sourcing materials, organizing production and delivering products according to the agreed contract terms. Contract supply may involve certain customer services such as custom design, material selection, installation and financing;

“**EJV**” means an equity joint venture established under EJV Law;

“**EJV Law**” means the Law of the PRC on Joint Venture Using Chinese and Foreign Investments and the regulations promulgated thereunder;

“**FERT**” means the Department of Foreign Economic Relations and Trade;

“**FIEs**” means foreign-invested enterprises, being enterprises owned by foreign individuals or foreign companies in the PRC;

“**Gaoyao Mill**” means the Gaoyao’s particleboard mill in Guangdong Province;

“**Hectare**” means an area equal to 2.47 acres;

“**Income Tax Law**” means the Income Tax Law of the PRC concerning Foreign Investment Enterprises and Foreign Enterprises promulgated by the NPC and the Detailed Implementing Rules for the Income Tax Law of the PRC concerning Foreign Investment Enterprises and Foreign Enterprises;

“**Joint Venture**” means, unless otherwise specified or unless the context otherwise requires, a CJV;

“**m<sup>3</sup>**” means cubic metre(s), one of which equals 0.62 BDMT;

“**NPC**” means the National People’s Congress which is the supreme legislative body in China;

“**OSB**” means Oriented Strand Board;

“**particleboard**” means a reconstituted wood panel consisting of wood particles bonded together with resins under heat and high pressure;

“**phase-in**” means the act of accepting and taking control of certain lands for the purpose of management and operations under the terms of a CJV Agreement;

“**Plantation**” means a man-made forest which has been planted according to intended specifications, as opposed to a natural forest;

“**Plantation Service Contract**” means a plantation service contract between the Company’s CJV and a Service Company of the PRC;

“**Privately-Owned Enterprises**” means businesses operated by private individuals;

“**RMB**” means Renminbi Yuan, which is the legal currency in China;

“**Service Companies**” means the plantation service companies which are subsidiaries of the Company’s CJV PRC partners;

“**Sino-foreign**” describes an enterprise in the PRC which has a foreign party holding at least 25% of the shares in the enterprise;

“**Sino-Forest**” means Sino-Forest Corporation;

“**Sino-Panel**” means Sino-Panel Holdings Limited (BVI), a wholly-owned subsidiary of Sino-Forest;

“**Sino-Wood**” means Sino-Wood Partners, Limited, a wholly-owned subsidiary of Sino-Forest;

“**State**” means the government of China;

“**State-Owned Enterprises**” means enterprises wholly-owned by the people of China acting through the Chinese government;

“**TSE**” means The Toronto Stock Exchange;

“tonne” means metric ton - 1,000 kilograms or 2,204.6 pounds;

“WFOE” means a wholly foreign-owned enterprise established in the PRC; and

“wood chips” means small pieces of wood used to make pulp which are made from pulp wood harvested specifically for this purpose. Wood chips are generally somewhat uniform in size and are larger and coarser than sawdust.

**Documents Incorporated by Reference:**

Attached to this Annual Information Form are the following documents of the Company:

- (a) the audited consolidated financial statements for the year ended December 31, 2001 and accompanying notes (the “Annual Financial Statements”);
- (b) the management’s discussion and analysis (the “MD&A”) for the year ended December 31, 2001; and
- (c) the management information circular (the “Management Information Circular”) dated May 14, 2002 prepared in connection with the annual and special meeting of shareholders to be held on June 17, 2002.

The MD&A, in its entirety, is incorporated by reference in, and forms part of, this Annual Information Form. Specific portions of the Annual Financial Statements and the Management Information Circular are incorporated by express reference in, and form part of, this Annual Information Form. Those portions of the Annual Financial Statements and the Management Information Circular not so incorporated by express reference do not form part of this Annual Information Form.

**Comments Regarding Figures Contained in this Annual Information Form**

Unless otherwise indicated, all dollar amounts in this Annual Information Form are expressed in United States dollars.

## TABLE OF CONTENTS

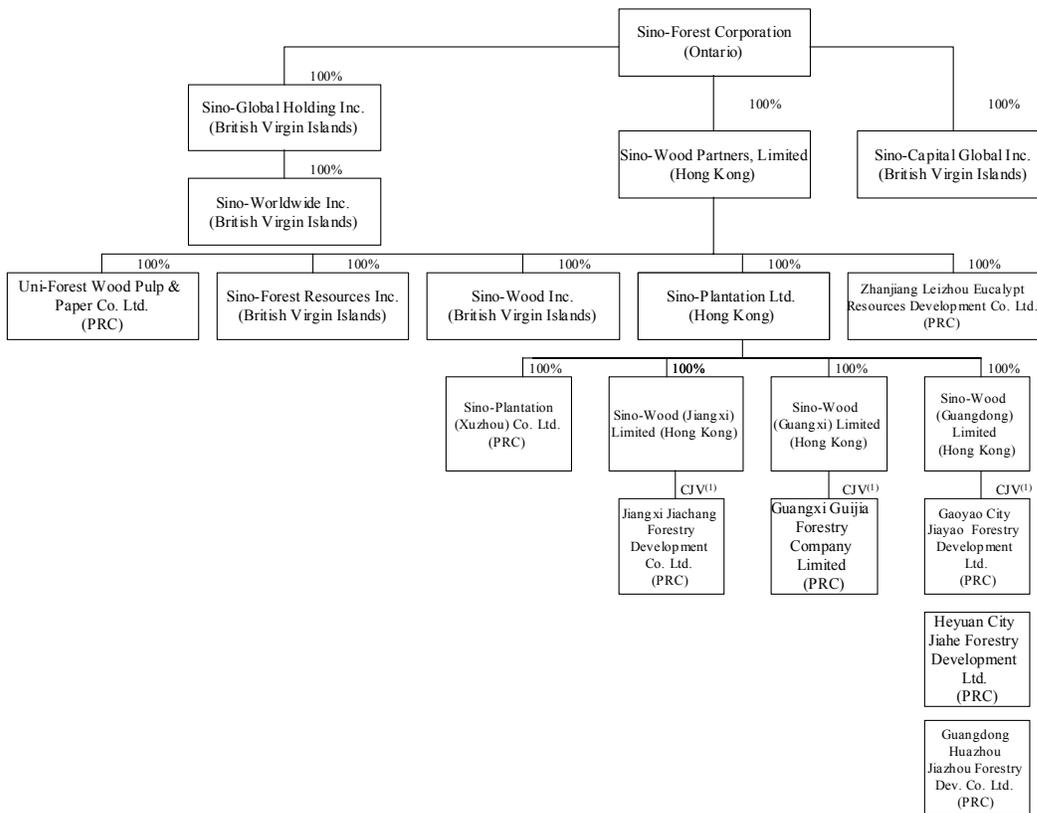
<b>GLOSSARY</b> .....	<b>i</b>
<b>THE COMPANY</b> .....	<b>1</b>
<b>GENERAL DEVELOPMENT OF THE BUSINESS</b> .....	<b>2</b>
Plantation Operations .....	2
Wood-Based Product Operations .....	4
<b>BUSINESS OF THE COMPANY</b> .....	<b>4</b>
Plantation Operations .....	4
Products .....	4
Sales and Marketing .....	5
Chipping Facilities .....	6
Fibre Supply and Process .....	6
Structure of the CJVs .....	8
Competition .....	9
Plant Biotechnology .....	10
Plantation Service Company .....	11
Wood-Based Product Operations .....	12
Products .....	12
Location .....	13
Competition .....	14
Sales and Marketing .....	15
Raw Materials .....	15
Production Process .....	16
Regulatory Structure and Ownership .....	18
Co-operative Joint Ventures .....	18
Wholly Foreign-Owned Enterprise .....	18
Income Tax for CJVs and WFOEs .....	19
Environmental Laws .....	19
Employees .....	19
Capital Contribution Commitments .....	20
Risk Factors .....	21
<b>SELECTED CONSOLIDATED FINANCIAL INFORMATION</b> .....	<b>25</b>
Annual Financial Information .....	25
Quarterly Financial Information .....	26
Dividend Record and Policy .....	26
<b>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND OPERATING RESULTS</b> .....	<b>27</b>
<b>MARKET FOR SECURITIES</b> .....	<b>27</b>
<b>DIRECTORS AND EXECUTIVE OFFICERS</b> .....	<b>27</b>
Ownership of Shares by Directors and Officers .....	28
<b>ADDITIONAL INFORMATION</b> .....	<b>28</b>

## THE COMPANY

Sino-Forest was formed under the *Business Corporations Act* (Ontario) upon the amalgamation of Mt. Kearsarge Minerals Inc. and 1028412 Ontario Inc. pursuant to articles of amalgamation dated March 14, 1994. The articles of amalgamation were amended by articles of amendment filed on July 20, 1995 and May 20, 1999 to effect certain changes in the provisions attaching to the Class A Subordinate-Voting Shares and the Class B Multiple-Voting Shares.

Sino-Forest has offices located in Toronto, Hong Kong and the PRC. The executive offices of Sino-Forest are located at 1409 Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong. The registered office and principal business office of Sino-Forest is located at 90 Burnhamthorpe Road West, Suite 1208, Mississauga, Ontario, L5B 3C3.

With respect to the plantation operations of the Company, the following chart illustrates the corporate relationships between Sino-Forest, its subsidiaries and principal joint venture interests in the Company's plantation business and identifies their respective jurisdictions of incorporation or organization and the appropriate percentage of ownership interest beneficially held by Sino-Forest:

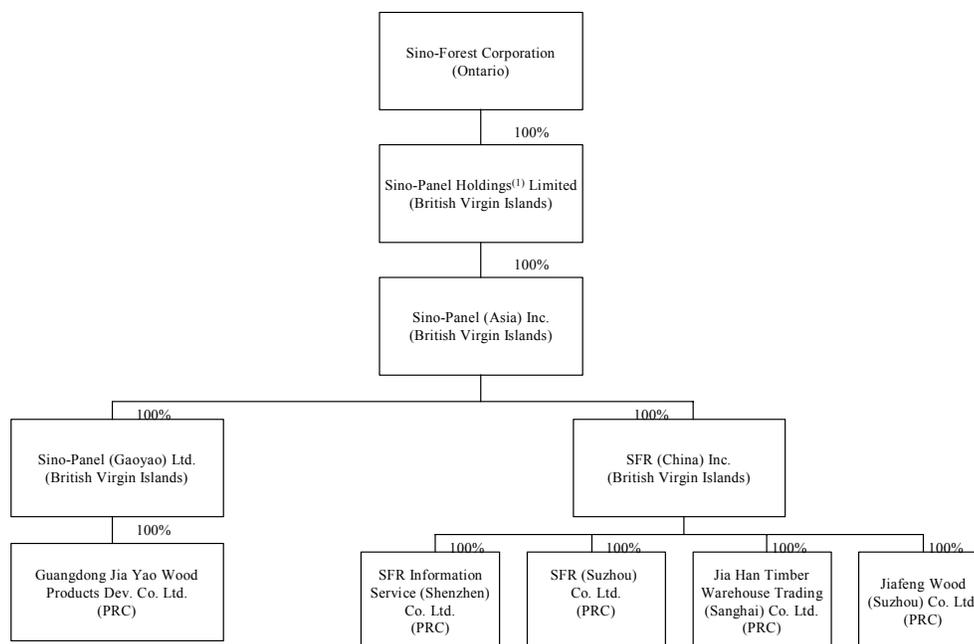


(1) Sino-Forest has a 70% share in the timber Sino-Forest determines to cut in each of these CJVs.

Sino-Forest, through its subsidiaries and joint ventures, operates an integrated forest products company which has rights to manage and operate approximately 603,000 hectares of plantations in southern China for up to 50 years from the date the plantation lands are phased-in. The Company's plantation operations include

timber harvesting, replanting, maintenance, wood chip processing and marketing and export operations. The plantations, when fully phased-in, will allow the Company to produce an annual sustainable yield of over 4 million BDMT of saleable wood chips from its eucalyptus, aspen and pine trees.

With respect to the development of the wood-based product operations of the Company, the following chart illustrates the corporate relationships between Sino-Panel, a wholly-owned subsidiary of Sino-Forest and its subsidiaries in the PRC and identifies their respective jurisdictions of incorporation or organization and the appropriate percentage of ownership interest held by Sino-Panel.



**Note:**

- (1) Sino-Panel has granted options to Sino-Panel's senior management to acquire up to 10% of Sino-Panel's equity on a fully-diluted basis (after giving effect to any future initial public financing by Sino-Panel), for nominal consideration, with Sino-Forest retaining the remainder.

**GENERAL DEVELOPMENT OF THE BUSINESS**

**PLANTATION OPERATIONS**

The Company commenced its plantation operations in 1994 as a result of the acquisition of Sino-Wood, a company incorporated under the laws of Hong Kong. The principal business of Sino-Wood has evolved through several phases and is now the management and operation of, and investment in, tree plantations in the PRC and the production of wood chips and logs which are used to make pulp and engineered wood products. The Company is the first, and continues to be the only, foreign-owned producer and exporter of wood chips and logs in the PRC practising sustainable forestry management. The Company's current wood chip shipments are produced from eucalyptus trees grown in partnership with the local forestry bureaus or

State-Owned Enterprises in the PRC. The Company also earns commission income on lumber, wood chips and wood products trading.

The Company's joint venture tree plantations are all located in southern China where the hot, humid, tropical and sub-tropical weather and soil conditions provide for short cycles (from planting to harvest) of five years for eucalyptus and aspen and 12 years for pine trees. Through its various existing agreements with several State-Owned forestry bureaus, management of the Company expects that it will have, when fully phased-in, 603,000 hectares of tree plantation lands under its management and operation, thereby allowing the Company to produce an expected sustainable annual yield of approximately 4 million BDMT of wood chip fibre.

The table below sets out the provinces in the PRC in which the Company's CJV joint venture plantations are located and the hectareage in each of these provinces when the plantation lands are fully phased-in.

<b>Provinces</b>	<b>Hectares</b>
Guangxi	250,000
Jiangxi	250,000
Guangdong	103,000
<b>Total</b>	<b>603,000</b>

Since the commencement of operations in 1994, the Company has grown rapidly, with wood chip and log shipments handled by the Company, as both principal and sales agent, increasing from 156,300 BDMT in 1994 to 2,123,000 BDMT in 2001. It is management's experience that wood chip and log production in the PRC is generally seasonal, with approximately 60% to 70% of the production occurring in the second half of the year.

The Company's Joint Ventures' wood chips and logs are currently sold in the export market, primarily to Japan and Taiwan, and in the domestic PRC market. Export sales of the Company are all made in U.S. dollars, generally based on contract prices of Australian wood chips sold in Japan as pricing references. Export shipments for each of the last two years has been less than 10% of total shipments for the year.

Management expects the Company's wood chip production for the next few years to grow at a much slower pace than in the past as a result of weak pricing markets and the Company's plan to shift its business from a pure plantation operator to an integrated forest products supplier. The Company will endeavour to find value added alternate use for its existing plantation resources. Future growth in this segment of the business would be dependent on the Company's ability to find better alternate use of its timber, improved market conditions and expansion of the Company's wood panel manufacturing facilities. As at December 31, 2001, the Company had phased-in approximately 213,000 hectares of plantation lands, or approximately 35% of the lands currently under contract.

For further details, see "Business of the Company - Plantation Operations".

## **WOOD-BASED PRODUCT OPERATIONS**

Sino-Panel was incorporated in November 1997 to provide the Company with a separate vehicle to pursue opportunities in China's wood-based industry and to focus on the manufacture and sale of value-added wood products in China. As part of the Company's strategy to take advantage of the value of its plantations and the rapid growth of the engineered wood products sector, the Company has established a WFOE to pursue the manufacture and sale of particleboard. The particleboard production facility of this WFOE commenced commercial production in May 2001.

The Company's particleboard mill is expected to be capable of producing international quality board. The production facility is expected to have a capacity to produce 100,000 cubic metres of particleboard per annum, utilizing equipment and production technology imported from Finland. The mill is expected to have a significant cost competitive advantage over other producers in China due to the Company's ability to access low cost fibre and close proximity of the mill to the market place.

On September 7, 2001, Sino-Forest announced that two of its wholly-owned subsidiaries had entered into long-term facilities totalling \$47.5 million with the International Finance Corporation ("IFC"), part of the World Bank Group, the Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. ("FMO") and DEG-Deutsche Investitions-und Entwicklungsgesellschaft mbH ("DEG"). The loans will be used to fund new facilities for the manufacture of laminated particleboard, a block board plant, two finger joint board mills, two saw mills, a door plant and a cabinetry plant for use in China's interior decoration and furniture manufacturing industries. The continuing development of the wood-based product operations will allow the Company to diversify its products and to expand into other high growth wood product markets in China. The wood-based product operations of the Company are based in the province of Guangdong and the Greater Shanghai Region, two of the most developed regions in the PRC. These new facilities are expected to be completed in 2002.

## **BUSINESS OF THE COMPANY**

### **PLANTATION OPERATIONS**

#### **Products**

The Company is principally engaged in growing hardwood (eucalyptus and aspen) and softwood (pine) trees on the Company's Joint Venture plantations in southern PRC. Wood chips and logs, the principal products of the Company, are produced from these trees when harvested. Wood fibre from these wood chips and logs is the major raw material used for global paper and board production. Currently, most paper and paperboard in the PRC is made out of non-wood fibre. According to industry sources, wood fibre currently makes up only less than 20% of the fibre mix with non-wood pulps and recovered paper contributing more than 80%. Wood chips are also used as feedstock for oriented strand board and medium-density fibreboard.

Currently, other than producing wood chips and logs from the Company's Joint Ventures' eucalyptus trees, the Company also acts as sales agent for wood chips from its Guangxi CJV PRC partner to meet customers' demands. As more of the plantation lands are phased-in by the CJVs, the Company expects to be able to produce sufficient wood chips and logs to meet demand without having to purchase chips or logs from its partners in the Company's Joint Ventures, thus providing the Company with a higher profit margin.

In management's experience, the specifications and characteristics of the different kinds of tree species currently expected to be grown on the 603,000 hectares of plantation lands available to be phased-in by the Company's Joint Ventures, as well as the anticipated costs of the plantation program to be incurred by the Company over the plantation cycle, are as follows:

Species	Eucalyptus	Aspen	China Southern Pine
Plantation cycle	5 years	5 years	12 years
Cost of plantation program (\$ per hectare)	767	1,005	704
Standing timber yield per hectare per cycle	90 m <sup>3</sup>	128 m <sup>3</sup>	135 m <sup>3</sup>
Annual growth rate per year	18 m <sup>3</sup>	25.6 m <sup>3</sup>	11.25 m <sup>3</sup>
Wood chip yield per hectare per cycle	40.2 BDMT	42 BDMT	52 BDMT

### Sales and Marketing

The Company's wood chips and logs are principally sold domestically in the PRC. Export sales, which represents less than 10% of total shipments, are made principally to Japan and Taiwan. Export sales are all made in U.S. dollars. Wood chip and log shipments for the years ended December 31, 2001, 2000 and 1999 are provided below:

Market	December 31		
	2001	2000	1999
	(in thousands of BDMT)		
Export	152	123	123
PRC	1,971	2,078	1,922
<b>Total</b>	<b>2,123</b>	<b>2,201</b>	<b>2,045</b>

The Company sets prices for its products without government control and adjusts its prices in response to market conditions. Management believes that its eucalyptus wood chips and logs are sold at prices competitive with those major suppliers with which it competes. The price of eucalyptus wood chips in Asia is generally determined by the Australian export price because Australia is one of the world's largest suppliers of natural forest eucalyptus wood chips. Prices for hardwood chips and softwood chips in Asia also vary based on the country to which they are sold. It is the Company's experience that prices obtained in Japan are greater than those obtained in Taiwan. Management believes that selling prices obtained in the PRC market have generally been more favourable than those in the export market as a result of the rising demand for fibre due to population growth, increasing literacy rates and the conversion of non-wood pulp to traditional wood pulp in China. The average selling price of wood chips, net of value-added taxes, and transportation and delivery charges, sold by the Company as principal for the year ended December 31, 2001 was approximately \$72 per BDMT compared to \$78 per BDMT attained in fiscal 2000. Commission income from wood chips sold by the Company's Guangxi CJV joint venture partner with the Company acting as a sales agent for the year ended December 31, 2001 was approximately \$12.60 per BDMT compared to \$14.49 per BDMT in 2000.

The Company typically enters into arrangements with terms of 6-12 months pursuant to which the Company is required to provide, and the purchaser is required to purchase, specified amounts of wood chips.

Under the arrangements, letters of credit are generally required to be posted for payment. The Company negotiates its selling prices for the export market twice a year due to exchange rate fluctuations and current local market rates. Selling prices for the PRC market are usually also determined on a contractual basis twice a year.

Marketing of wood chips and logs produced by the CJVs is administered by the Company's sales force based in the PRC and Hong Kong. Management believes that demand for wood chips and logs in the PRC has historically exceeded production capacity. This has allowed the Company to obtain a higher price on its product in the local market compared to export sales. Sales in the PRC are made to local pulp and paper manufacturers through its CJV partners.

Export shipments represent approximately 7% of total shipments for the year ended December 31, 2001. Wood chip exports continued to be weak in 2001 as a result of the continuing slow economic recovery in Japan.

### **Chipping Facilities**

The Company made arrangements with the chipping plant facility operators to secure chipping capacity for its production. The Company will contract the operators for processing services to meet all of its chipping capacity requirements.

### **Fibre Supply and Process**

The Company currently produces most of its wood chips and logs from standing timber purchased from the local forestry bureaus. As the trees planted by the CJVs on the CJV plantation lands mature and are harvested, 70% of the timber from these trees will be owned by the Company and will provide all the sustainable fibre base utilized by the Company to produce chips and logs.

As at December 31, 2001, the Company has phased-in approximately 213,000 hectares, or approximately 35% of the lands currently under contract. Under the CJV Agreements, the CJV PRC partners are required to contribute up to 603,000 hectares of tree plantation lands, subject to the Company's determination that such lands are acceptable. Once the Company determines that specified lands are acceptable and it takes control thereof for the purposes of its management and operations under the terms of the relevant CJV Agreement, such lands are considered to be "phased-in". Plantings on the phased-in lands are made in accordance with the approved annual planting program of the Company.

#### ***Standing Timber from the Local Forestry Bureaus***

To generate cash flow to fund ongoing planting and maintenance costs, it is the Company's strategy to phase-in plantation lands which, immediately prior to the phase-in, have mature trees ready for harvesting. The Company may then purchase the timber from these mature trees from the forestry bureaus at wholesale prices and sell the wood chips or logs produced from the trees at a profit to customers in the PRC or in the export market. After the harvesting of these mature trees planted by the forestry bureaus, the bare lands are then phased-in to the CJVs. It is only after an existing crop has been harvested that bare lands may be phased-in to the CJV. Under the arrangements relating to the existing CJVs, the trees replanted on the phased-in plantation lands are then owned and managed by the CJVs, with 70% of the resulting harvested trees ultimately being owned by the Company and 30% being owned by the Company's Joint Venture PRC partner. When the Company takes possession of its share of the harvested trees, it is able to sell the resulting wood chips or logs in either the domestic or export market.

***Location and Hectarage of Plantation Lands***

The total hectarage of plantation lands of the Company's CJVs, when fully phased-in, are set out in the table below:

<b>Names of Joint Ventures</b>	<b>Name of Joint Venture Partners</b>	<b>Province</b>	<b>Term</b>	<b>Hectares</b>
Guangxi Guijia Forestry Company Ltd.	Guangxi Forestry Development Centre	Guangxi	50 years	250,000
Jiangxi Jiachang Forestry Development Company Ltd.	Jiangxi Forestry Economic & Technology Development Co.	Jiangxi	50 years	250,000
Gaoyao City Jiayao Forestry Development Ltd.	Gaoyao City Forestry Trading Development Co.	Guangdong	50 years	33,000
Guangdong Huazhou Jiazhou Forestry Development Co. Ltd.	Guangdong Huazhou Forestry Enterprise Co.	Guangdong	50 years	20,000
Heyuan City Jianhe Forestry Development Ltd.	Heyuan City Forestry Services Ltd.	Guangdong	50 years	50,000
			<b>Total</b>	<b>603,000</b>

All of the forestry joint ventures of the Company are CJVs in respect of which the Company is entitled to a 70% share in the volume of timber the Company determines to cut.

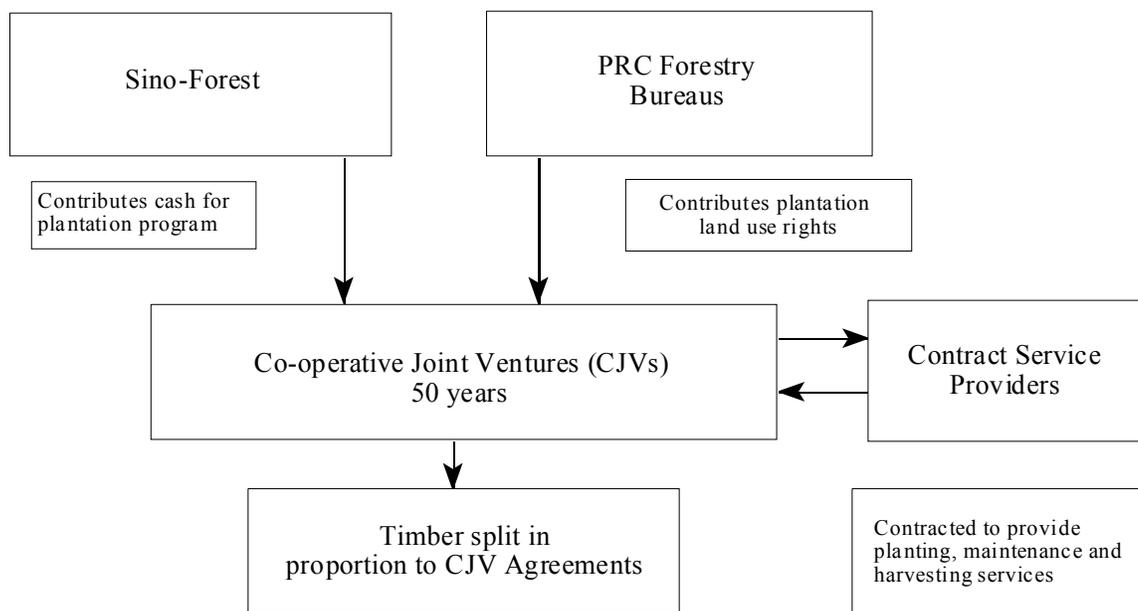
***Hectarage of Plantation Lands Phased-in***

The total hectarage of plantation lands phased-in including plantation lands from young trees purchased in each of the provinces are as follows:

<b>Province</b>	<b>1994</b>	<b>1995</b>	<b>1996</b>	<b>1997</b>	<b>1998</b>	<b>1999</b>	<b>2000</b>	<b>2001</b>	<b>Totals</b>
Guangxi	-	-	13,800	16,524	14,613	24,071	3,798	2,604	75,410
Jiangxi	-	-	2,200	2,140	11,398	15,786	18,377	20,999	70,900
Guangdong	20,000	-	987	5,344	13,002	9,107	5,975	12,275	66,690
<b>Totals</b>	<b>20,000</b>	<b>-</b>	<b>16,987</b>	<b>24,008</b>	<b>39,013</b>	<b>48,964</b>	<b>28,150</b>	<b>35,878</b>	<b>213,000</b>

## Structure of the CJVs

The following chart illustrates the structure of the Company's CJVs:



The term of each CJV is 50 years, subject to extension upon a proposal by the unanimous consent of the board of directors of the CJV and approval of the original examining authority. The CJV may also be terminated under certain circumstances, such as the occurrence of heavy losses in production and the CJV being unable to continue its operations, the failure of a party to perform its obligations such that the CJV is unable to continue its operations, and the CJV conducting its business in violation of the laws of China and the relevant authorities terminating its operations. Upon termination, all land use rights will cease and the CJV shall be liquidated and the remaining assets after liquidation of the CJV shall be distributed to the parties in accordance with their product-sharing ratio subject to the payment of taxation, salaries of staff or other debts.

The CJV PRC partner is required to contribute plantation land use rights to the CJV and the Company is required to contribute cash for the plantation program.

The CJV PRC partner's responsibilities include the following:

- (a) providing suitable plantation lands to the CJV on a timely basis and in the quantity as stipulated in the CJV Agreement, handling procedures for obtaining the plantation land use rights for the CJV and handling all disputes in connection with lands;
- (b) dealing with the relevant authorities in China for the establishment and licensing of the CJV;
- (c) obtaining the harvesting license, timber transportation permit and other certificates required by laws and regulations for the CJV;

- (d) procuring for the CJV the necessary infrastructure such as water, electricity and transportation; and
- (e) assisting in the recruitment of local operation and management personnel, technical personnel and other personnel as required.

The Company's responsibilities include the following:

- (a) providing capital and funding contributions by instalments based on the progressive needs of the plantation and ensuring that the plantation base is developed as planned;
- (b) providing international operation and management techniques, production technology, quality standards and a system of quality inspection;
- (c) assigning personnel to the plantation base to carry out standard inspections on operations and management and training of technical personnel; and
- (d) providing international market information and technical information to the CJV.

It is a general policy of the PRC that a person who harvests or otherwise cuts down trees is required to replant on the harvested plantation lands to maintain the ecological equilibrium.

### **Competition**

The markets for wood chips and logs are competitive and are sensitive to cyclical changes in pulp production levels and in the economy. Changes in the level of competition, government regulations on timber harvesting, industry capacity and the economy could have a significant impact on the Company's selling prices and overall profitability. The Company competes with Australian and North and South American wood chip producers selling hardwood chips in the East Asian market. Management believes that the Company has an advantage over its competitors selling in the East Asian market because of its close proximity to its principal export marketplace, being Japan and Taiwan. The Company is able to produce eucalyptus wood chips and logs at a lower delivered cost due to lower shipping charges and labour costs.

The Company also competes on a smaller scale in the domestic PRC market with local producers, including its PRC partners. The Company believes that its status as a foreign-owned joint venture provides it with the flexibility to sell its products in other PRC provinces since it is not subject to local government preferences for local firms to sell their products locally. The Company also believes that it is in a better position to compete with many of its local competitors in terms of access to foreign investment capital for expansion, production, distribution networks, level of technological development and recruitment of additional experienced management. The Company's Joint Venture plantations, which management believes are strategically located close to deep water ports and transportation infrastructure, also provide the Company with an added advantage in ensuring reliable timely supply of wood chips and logs to its customers in the PRC. Management believes that the Company is the first, and continues to be the only, foreign-owned producer and exporter of wood chips and logs in the PRC practising sustainable forestry management.

## **Plant Biotechnology**

### ***The merger of traditional forestry business and modern biotechnology***

Substantial new opportunities offering increased profits, improved market competitiveness and solutions to major environmental problems may be captured through the merger of the traditional business of forestry with the application of biotechnology.

Biotechnology is a very broad term encompassing a range of technologies, some of which are very simple with direct practical applications while others are at the cutting edge of science. The combined application of these new technologies and their sensible integration into conventional forest management practices has the potential to open new opportunities and add substantial value.

### ***Genetic Improvement***

Genetic mapping is a technique that allows genes controlling commercially important characteristics, such as growth rate, wood quality or drought tolerance, to be identified and controlled. In much the same way that a street map directs a traveller to a particular location, genetic mapping identifies the address of important genes, and plots their location. With this information, tree breeders can then apply Marker Assisted Selection to combine desirable genes or characteristics from different parents and to produce designer trees for particular environmental or product requirements much more quickly and with greater efficiency than can be achieved by conventional breeding practices.

The Company is developing a program of genetic mapping and Marker Assisted Selection to add substantial value to its forest plantation program in appropriate combination with conventional practices and other biotechnologies.

### ***Genetic Engineering***

Where adequate natural variation within a tree species does not exist or provide a particular characteristic, genetic engineering offers the ability to introduce the characteristic from another species. While genetic engineering is new to forestry species, it is already being employed in agricultural species to increase the insect resistance of cotton, delay ripening of tomatoes and increase the protein content of soybean. The Company is exploring potential genetic engineering applications in forestry such as increasing the level of tolerance to environmental stresses, particularly drought and salinity.

### ***Propagation***

Improvements through genetic mapping or genetic engineering produce discreet, individual plants. These improvements must be able to be delivered to the field in order for the benefit to be realized. The improved characteristics of an individual would be lost if they were propagated by seed. Vegetative propagation does not inherently improve a plant in its own right, but provides the means to multiply a single elite plant many millions of times so that it can be used for wide scale plantation establishment.

Three major propagation technologies that have application in forestry are micro-cuttings, tissue culture and somatic embryogenesis. The Company is using micro-cutting techniques to rapidly multiply a single, genetically improved plant to provide millions of robust plants for plantation establishment in a relatively short time period and at competitive costs.

### ***Designer trees for solid wood products***

One of the most significant opportunities emerging in the forestry industry in China is the use of eucalyptus timber for production of high value, solid wood products such as lumber, and veneers for plywood. From a global perspective, solid wood products represent one of the fastest growing segments of the wood trade market. The rising demand for these products is linked to the reduced availability and acceptability of logs from tropical native forests (a traditional source of supply of logs used for solid wood products), the growing demand for timber produced from sustainably managed plantations and increased wealth and an associated preference for quality timber products.

While eucalyptus has been one of the major hardwood plantation species groups for many decades, the majority of these plantations have been used for production of woodchips for paper production. eucalyptus timber is inherently suitable for many solid wood applications; however, its use has been restricted due to problems with splitting after felling, making recovery of solid timber difficult. Here, biotechnology offers the ability to more rapidly breed new timber varieties with reduced end-splitting properties and to propagate these improved varieties for the establishment of new forests of designer trees for production of solid timber products. This is a new application for eucalyptus forests and the Company has an opportunity to lead the development of trees for solid wood production. In embracing this opportunity, the potential exists to capture a substantial proportion of the emerging market for solid wood products and to increase profits through conversion of timber to higher value applications.

### ***Increased productivity from existing and new plantations***

In conventional forest plantations, biotechnology offers the opportunity to increase plantation yields, improve the quality of timber and produce more uniform trees. In short, biotechnology may enable the production of larger size trees with better wood more quickly and more consistently. By growing more timber per hectare, the cost of production is reduced and profit increased. Also, less land is required to produce a given volume of timber which may allow sufficient timber supplies to be grown nearer to the mill, thus reducing the cost of log transport which represents a significant proportion of the cost of timber.

More uniform plantations increase the efficiency of harvesting and reduce waste produced through sawing and peeling. In addition, improved quality will also increase attractiveness of the timber in the market. Together, these improvements provide the Company with the basis for increased profits, improved market competitiveness and better use of resources. The Company's plantations have already demonstrated increase in productivity. Continued application of the biotechnology program is expected to result in further gain in productivity in the future.

### **Plantation Service Company**

The Company's CJV plantation companies have each entered into Plantation Service Contracts with the Service Companies. The term of each Plantation Service Contract is 12 years (or no less than two plantation cycles), and six months prior to the expiration of such term, the CJV will renew the Plantation Service Contract for a term of no less than 12 years or two circulation periods based upon the previous performance of services provided by the Service Company. The Plantation Service Contract is based on a "cost-plus" arrangement which provides the Service Companies with a profit of 10%. All costs, fees and expenses are required to be submitted to the board of directors of the CJV for approval before payment. The services to be provided by the Service Companies include overall design for plantation, construction design, preparation for ploughing, levelling of land, growth of seedlings, fertilization pesticides, planting of trees and

replanting, cultivation, management and preservation and procedures such as examination, inspection and acceptance.

The Plantation Service Contract specifies the targeted timber output (harvest rate) in each planting cycle that must be produced by the Service Company. The target is established by the board of directors of the CJV with the agreement of the Service Company. If the target is exceeded, the Service Company receives 30% of the excess portion of timber output. But, if the target is not achieved, the Service Company must compensate the CJV in an amount equivalent to 30% of the deficient portion of timber output.

## **WOOD-BASED PRODUCT OPERATIONS**

### **Products**

#### **(i) Particleboard**

Particleboard is made from wood particles and residues bonded together with synthetic resin. Laminated particleboard is an upgraded board covered with an overlay of wood veneer or synthetic materials such as melamine. Melamine is a synthetic resin used in mouldings and coatings as an outer surface on wood-based products. Melamine sheet is principally laminated with wood panel to make melamine board. The most common thicknesses for particleboard are 16 mm and 25 mm.

Laminated particleboard is expected to be the principal product for the Gaoyao Mill. Although the Gaoyao Mill's production capacity is rated at 100,000 m<sup>3</sup>/annum, the Gaoyao Mill is conservatively expected to produce 95,000 m<sup>3</sup>/annum of particleboard when it reaches full operating capacity. Wood veneer and melamine will be the primary overlays for the Gaoyao Mill's particleboard when lamination capability is installed in 2003. The wood veneer overlay product is to be used for doors and furniture while the melamine overlay product is targeted primarily for furniture of end uses.

Approximately 20% of the Gaoyao Mill's particleboard production is expected to be used for its own production of furniture and doors. The remainder of Sino-Panel's products will be sold to outside customers.

#### **(ii) Oriented Strand Board**

Oriented Strand Board ("OSB") is manufactured from waterproof heat-cured adhesives and rectangularly shaped wood strands that are arranged in cross-oriented layers, similar to plywood. This results in a structural engineered wood panel that shares many of the strength and performance characteristics of plywood. Produced in huge continuous mats, OSB is a solid panel product of consistent quality with no laps, gaps or voids.

OSB is widely used in residential and commercial construction and is gaining popularity in markets such as materials handling and the manufacturing of upholstered furniture. The manufacturing process makes it possible for panel makers to add innovative features such as a slip-resistant texture to panels designed for roof sheathing and to supply oversized and metric panels.

OSB panels can be manufactured from a wide range of fast-growing species and from relatively small trees. The production process utilizes a maximum amount of wood fiber from each tree that is harvested and, because the process is highly automated, the yield of finished product is very high.

**(iii) Blockboard**

Blockboard is a board produced from strips of timber which are pressed together with plywood on the top to form a board. Blockboard can be sold separately as "bare core" before it is laminated with veneer. Bare core and blockboard are usually used for internal applications such as room partitions, furniture, interior decoration, wall panelling and doors.

Poplar wood (aspen) is commonly used as the raw material to produce blockboard. Blockboard can also be made from using smaller and lower quality timber harvested from plantation wood.

**(iv) Finger Joint Board**

Finger joint lumber is made from strips of wood which are said to look like fingers, placed side by side and then glued together at the edges to form a panel or board. Laminated finger joint board is an upgraded product with an overlay of wood or synthetic materials. Finger joint boards are stronger than particleboard and are mainly used in the production of furniture, floors, bookshelves, tabletops and other internal decorative products. Finger joint board is sold as a substitute for solid wood and plywood.

**(v) Other Wood Products**

In addition to the above products to be produced by Sino-Panel, the Company is currently in the process of establishing plants that would be able to produce other end-user products such as doors, flooring and cabinets.

**Location**

The wood-based product operations of Sino-Panel are based in the province of Guangdong and the Greater Shanghai Region.

The operation in Guangdong is located in the Gaoyao Economic Development Zone in Gaoyao City, Guangdong Province, approximately 120 kilometres from the City of Guangzhou, which is the capital of Guangdong Province. The property occupies approximately 21 hectares and is part of an industrial subdivision in which services for power, water and storm water/effluent are available. The property will be large enough to accommodate a particleboard mill, a sawmill, a finger joint plant, a door plant and a cabinetry plant. Guangdong Province is a major region for furniture manufacturing in China. The Gaoyao site has direct access by road and river to Guangzhou and the surrounding region where a large number of furniture manufacturers are located. In addition, the location is close to a port facility on the Pearl River for the shipment of products to both national and international destinations. The site provides ample room for future expansion.

The operation in the Greater Shanghai Region is located in the city of Suzhou, approximately 80 kilometres from the Municipality of Shanghai. The property occupies approximately 20 hectares and is part of an industrial subdivision in which services for power, water and stormwater/effluent are available. The property will be large enough to accommodate an OSB mill, a blockboard plant, a finger joint plant and a sawmill. The Greater Shanghai Region is a major market for wood products and is one of the most developed and wealthy region in China. The Suzhou site has direct access by road to Shanghai and the surrounding region and is close to port facilities for the shipment of products to international markets.

## Competition

Management believes that domestic and foreign competition will not pose any significant threats to Sino-Panel's wood-based product operations since demand for these products is expected to continue to grow domestically. Imported particleboard accounts for less than 1% of total consumption in China and management believes that high transportation cost and import duties will continue to discourage the import of foreign particleboard products.

The wood-based product operations in Guangdong are located within the major furniture manufacturing region of China, where furniture is produced for the domestic and export markets. The Gaoyao Mill plans to introduce international lamination technology. With its advanced particleboard equipment, management believes that the Gaoyao Mill will be able to produce laminated particleboard with quality comparable to imported products.

To the knowledge of management, there are only two particleboard mills in China with annual capacity of over 50,000 m<sup>3</sup> (one with an annual capacity of 100,000 m<sup>3</sup> and the other with an annual capacity of 80,000 m<sup>3</sup>) and only 15 particleboard plants in China with annual capacity of approximately 50,000 m<sup>3</sup>. Of these 17 plants, 13 are located in Northeastern China, including a 100,000 m<sup>3</sup>/annum particleboard mill in Heilongjiang Province. Management believes that these plants will not be able to compete directly in the Gaoyao Mill's market, primarily due to their lack of proximity to the Southern China market.

Particleboard mills in Guangdong Province account for approximately 13% of total Chinese production. The Gaoyao Mill will have advantages over competing producers of particleboard in southern China because they are generally small and most use older technology and non-wood fibre, thereby producing low quality particleboard products, which are unable to meet the increasingly stringent quality standards of high quality furniture manufacturers. Due to its expected international standards of production and lamination capability, management anticipates that the Gaoyao Mill will be able to provide its affiliated manufacturing operations and its customers a broad range of higher quality product and service compared to its local competitors. In addition, the Gaoyao Mill is expected to be able to provide its affiliated manufacturing operations and its customers with reliable and consistent supply due to its location, scale and high operation efficiency. Management believes that the Gaoyao Mill will eventually be capable of successfully replacing imported particleboard as it will be able to offer comparable particleboard at lower prices.

OSB is a new product in China and the market for this product is still relatively small. The Company's OSB mill in Suzhou is the only OSB production facility in China. The mill, with an annual capacity of 10,000 m<sup>3</sup>, is small by international standards. However, with its location close to the Shanghai Timber Market, management believes that the Company is well positioned to market this new product as the demand is expected to increase significantly in the future.

Management believes that the market for its wood-based products is large and that the projected demand for such products will continue to exceed the projected supply. Given the close proximity of its manufacturing operations to the marketplace and the modern manufacturing facilities of its operations, the Company believes that it is in a strong position to compete domestically and internationally.

Management also believes that Sino-Panel is in a good position to compete with mills in the Asia-Pacific Region due to its closer proximity to customers, the anticipated availability of skilled labour and lower labour costs in China. Also, the Gaoyao Mill and its other manufacturing plants will be able to have access to a reliable long-term supply of quality wood as a result of its relationship with the Company.

## **Sales and Marketing**

Management believes there to be a shortage of laminated particleboard, OSB, and finished joinery and other end-user products (e.g. finger joint, doors, flooring and cabinets) in the PRC. Sino-Panel expects that its high quality laminated particleboard, finished joinery and other end-user products to be produced will be in demand by furniture manufacturers and that high quality furniture producers will be Sino-Panel's primary customers. Sino-Panel's strategy is to develop production of laminated panels, finished joinery and other end-user products to ensure that its products will be able to sell in the high end of the market. Sino-Panel's products will also be positioned as a lower cost substitute for imported particleboard and for plywood in the production of high-end furniture.

Sino-Panel intends to sell its products from the Guangdong manufacturing operations primarily in Guangdong Province. The potential customers for the Guangdong manufacturing operations' particleboard products will be major furniture manufacturers in the Pearl River Delta Region, which are generally within a two hour driving distance of the mill. With the advantage of being close to its customers, Sino-Panel will be able to provide customers with full technical services and just-in-time delivery to help its customers better manage their production planning and inventory. To ensure a high market penetration, Sino-Panel intends to establish long-term supply relationships with major customers in the targeted markets and become its customers' supplier of choice.

Sino-Panel may consider forming strategic alliances to jointly develop particleboard and other wood product applications with its customers in the future. As part of its strategy to focus on value-added development, Sino-Panel also plans to explore manufacturing opportunities of high-valued products with its customers.

The Guangdong manufacturing operations intend to tailor its furniture production to provide furniture components and semi-finished products to major furniture manufacturers, which focus on furniture design, assembly and distribution. The Gaoyao Mill intends to be a key supplier to large furniture producers of both raw particleboard and semi-finished furniture to its furniture producing customers.

The Suzhou manufacturing operations intend to sell its products primarily in the Greater Shanghai Region. Its products will be marketed and sold directly to furniture manufacturers in the Greater Shanghai Region and to customers of the Shanghai Timber Market.

## **Raw Materials**

The principal raw materials used in the production of particleboard are wood (specifically derivatives such as pulpwood and sawdust) and resins. For particleboard, which is to be laminated, supplies of wood veneer and melamine overlays are also required. Pulpwood grade fibre is sufficient for the production of particleboard in terms of size and physical properties. Large sizes of wood are not required for particleboard production. The strength of particleboard will be mainly affected by the densities of board which, in turn, will be dependent upon the concentration of wood chips used in the particleboard.

The main wood species for the Gaoyao Mill are expected to be eucalyptus and pine, a combination of which is suitable for making high quality particleboard. Eucalyptus is a fast growing and high yielding hardwood species. It represents low cost and sustainable fibre, due to its relatively short growing span and being more abundant than other hardwood species. Eucalyptus plantations are located mainly in southern China because the warm climate in the region is well suited for eucalyptus growth. Pine is a softwood species and takes longer to grow. Masson pine and slash pine are the most common pine species in southern China.

The production of one m<sup>3</sup> of particleboard requires approximately 1.4 m<sup>3</sup> of pulpwood when using eucalyptus and pine. The composition of wood species for the Gaoyao Mill is initially expected to be 50% eucalyptus and 50% pine. Based on this assumed composition of wood species, the Gaoyao Mill will require approximately 133,000 m<sup>3</sup> of wood per year to produce 95,000 m<sup>3</sup> of particleboard, which translates into land requirements of 6,200 hectares for eucalyptus and 11,800 hectares for pine, on a sustainable basis.

Under its existing CJV agreements in Guangdong Province, the Company will have, when fully phased-in, 33,000 hectares of plantation lands in Gaoyao City, which would be adequate to support the Gaoyao Mill's operations. The phasing-in program for the Gaoyao plantation is designed to ensure sufficient wood supply to the Gaoyao Mill operation. When the Company's plantations in the PRC are fully phased-in, management believes that less than 5% of the Company's production of wood chips would be required to satisfy the Gaoyao Mill's requirements.

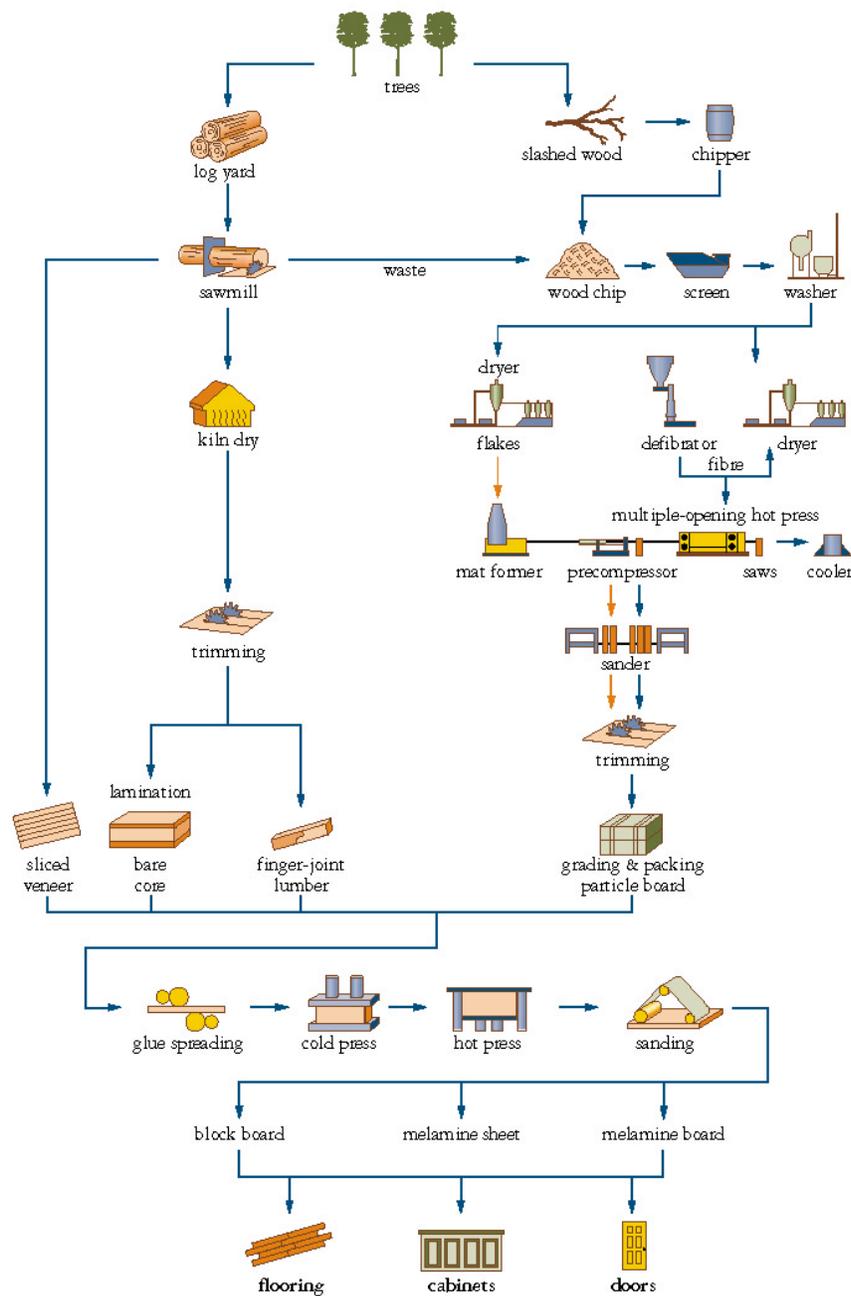
Sino-Panel expects to initially acquire its supply of wood for the Gaoyao Mill from the Company's wholesale supply of wood which the Company obtains from the local forestry bureaus with which the Company has its CJVs. These fibre requirements will be provided mainly from the standing trees on the land which are under contract to be phased-in by the CJV. The Company typically acts as a principal sales agent or distributor for the logs harvested from the lands that will ultimately be phased-in to the CJV.

Management also believes that there is an adequate supply of resin and of wood veneer and melamine overlay in the PRC for its anticipated needs and that it will be able to readily obtain necessary supplies in the vicinity of the Gaoyao Mill. Sino-Panel intends to purchase veneer both locally and internationally and use the Company's expertise in sourcing imported veneer to ensure a reliable, adequate supply thereof. Management also believes that there will be an adequate supply of utilities including power and water in Guangdong Province.

The principal raw materials to be used in the production of finger joint board and blockboard are logs from the Company's aspen and eucalyptus plantations and glue. The principal raw materials to be used in the production of doors and cabinets are particleboard and finger joint board. OSB is made of wood strands, flakes or wafers sliced from small diameter, round wood logs and bonded with an exterior-type binder under intense heat and pressure. Aspen poplar will be used as the principal raw material to produce the Company's OSB.

## **Production Process**

The following chart shows the major steps of the Company's wood-based product operations:



For the production of particleboard, wood chips or a combination of wood chips and residues are used as raw materials. These materials are first reduced to small-size particles through flaking, then dried to reduce moisture content from approximately 100% in wet wood to 2%. The dried particles are mixed with resins and distributed into a fibre mattress during the forming process. During the pressing process, the formed mattress is heated and pressed into a panel. The cooled panel is then sanded to create a smooth surface and cut into required sizes. The board can be upgraded to a laminated particleboard through the laminating process which glues a wood veneer or an overlay on the board.

## **REGULATORY STRUCTURE AND OWNERSHIP**

### **Co-operative Joint Ventures**

The CJV Law is the primary PRC legislation governing CJVs. CJVs may take two separate forms. The first type does not involve the creation of an entity with legal person status which is separate and distinct from the joint venture parties. All of the Company's CJVs are of the second type which combines certain characteristics of the true CJV with those of the EJV. In this type of CJV, a separate business entity is created having legal person status, with the joint venture parties' liability limited to their investment contributions.

The CJV Law contemplates parties to a CJV contributing investment or providing "terms of cooperation". Either may take the form of cash, industrial property rights, proprietary technology, land use rights or other property rights.

The CJV Law permits the parties to a CJV to distribute joint venture revenues through distribution of profits, distribution of products or other means agreed to between them. In CJVs, profit distribution is entirely based on the provisions of the joint venture contract and is not necessarily proportional to the value of the contributions of the parties.

CJVs with legal person status are terminated and wound up in much the same manner as EJVs, except that specific rules set out in the joint venture contract, rather than the parties' capital contributions, determine the distribution of liquidation proceeds.

### **Wholly Foreign-Owned Enterprise**

The WFOE is organized under the laws of the PRC as a wholly foreign-owned enterprise and is a "legal person" with limited liability. As with all wholly foreign-owned enterprises, the WFOE is subject to an extensive amount of statutory law relating to matters such as establishment and formation, distribution, taxation, accounting, foreign exchange and labour management.

The operations of the WFOE are governed by the Foreign-Invested Enterprise Law and the Articles of Association of the WFOE. The term of the WFOE of the Company is dependent on the formation of each of the WFOEs, from a period of 30 years to 50 years. Each of the WFOEs is governed by its own board of directors. The day-to-day management of the WFOE is the responsibility of the General Manager, who is appointed by the board of directors.

The WFOE Law provides that WFOE shall annually provide for a reserve fund, enterprise development fund and employee welfare and incentive fund, such provision to be determined by the board of directors having regard to the economic situation of the WFOE. No amounts for these funds have been provided by any of the WFOEs of the Company since their inception. After provision for such funds, taxation and losses in prior years, the profits of the WFOE will be available for distribution to the Company, such distributions to be authorized by the board of directors.

Under the WFOE Law, the existence of the WFOE may be terminated in certain circumstances including expiration of the WFOE, inability to continue operations due to severe losses, failure to meet deadlines for capital contributions in such a manner as to impair the operations of the WFOE and force majeure. The Articles of Association provides that on liquidation in accordance with the WFOE Law, the net assets of the WFOE (after payment of creditors and taxes) realized on the sale of the assets will be distributed to the Company.

## Income Tax for CJVs and WFOEs

A CJV or a WFOE with legal person status will be liable for PRC enterprise income tax under the Income Tax Law. Under the Income Tax Law, a CJV or WFOE, is subject to a national tax imposed at the rate of 30% on its net income. In addition, a local income tax of 3% of taxable income is levied by the local government, resulting in an effective tax rate of 33%. The Company's CJVs and WFOEs are eligible for a total exemption from taxation for two years beginning with the first profit-making year of the CJVs and WFOEs and a 50% reduction during the subsequent three years (such time periods during which taxes are exempt or reduced being referred to herein as "tax holidays"). Subject to the approval of the relevant authorities, joint ventures categorized as forestry projects may be allowed a 15% to 30% reduction of the amount of income tax payable for a further period of ten years after tax holidays.

## ENVIRONMENTAL LAWS

The Company's operations are regulated by a wide array of environmental laws and regulations in the PRC. Operations general manager and senior management personnel at each plantation and mill have been assigned responsibility for monitoring compliance with environmental rules and regulations. They are also required to adhere to the Company's own environmental operating procedures and guidelines. The Company has established an environmental management system, recognizing that the continuing profitability and prosperity of its employees and the community in which it operates is dependent on long-term environmental health sustained by sound economic development.

## EMPLOYEES

As of March 31, 2002, the Company employed 635 people who are categorized by function as follows:

Function	Number of Employees
Executives and senior management	4
Regional offices executives and employees	28
Mills management, engineers and technical staff	160
CJVs plantation management and staff	106
Sales, marketing and administration	33
Junior staff and workers	304
<b>Total</b>	<b>635</b>

It is the Company's strategy to maintain a small group of high quality and professional personnel who will direct, manage, control and ensure that the Company's business is properly carried out by its PRC contractors and sub-contractors. The operations of the Company are divided into three levels: the executive offices in Hong Kong and Toronto; regional offices in each of the PRC provinces where the Company operates; and the PRC CJV companies. Management of the Company resides in Hong Kong and Toronto and travels frequently within the PRC. Certain senior management of the Company spend more than 70% of their time in the PRC visiting all the Company's plantations on a rotational basis and meet regularly with the relevant officers of the various PRC forestry bureaus. The Chief Executive Officer of the Company is the Chairman of the Board for most of the CJVs. Management members of the Company are either directors, general managers or executives to the regional offices of the CJVs and are involved in the running of all joint

venture entities in the PRC. The regional offices are staffed with three to four direct employees. These employees are forestry professionals and have strong financial control and management skills. The CJVs' work force is provided by the CJV PRC partner as agreed under the CJV Agreements and the Plantation Service Contracts. They are mainly contracted workers who are hired on an "as needed" basis. These workers are assigned to the operations of the plantations, transportation of logs and wood chips, and the operations of the chipping plants.

## **CAPITAL CONTRIBUTION COMMITMENTS**

In accordance with the contractual obligations set out in the various Joint Venture agreements and memoranda as modified with the agreement of its Joint Venture partners, the Company is required to make capital contribution as described below.

Sino-Wood's subsidiaries are committed to contribute an aggregate of \$14,200,000 of capital to the five existing CJVs which was subsequently increased to \$17,650,000 upon approval by the CFTEC in 1999. As at December 31, 2001, total contribution of \$16,275,000 had been made. Accordingly, the remaining capital contribution outstanding as at December 31, 2001 is \$1,375,000. In 1999, the Company decided not to proceed with its investment in one of the CJVs. The Company is in the process of dissolving this CJV and, accordingly, the required capital contribution of \$1,375,000 has not been made.

In 1999, a subsidiary of the Company established a wholly foreign-owned enterprise ("WFOE") to facilitate the establishment of the wood-based manufacturing business in the Greater Shanghai Region. The WFOE is formed for a period of 30 years and the subsidiary is required to contribute \$10,000,000 for its 100% equity interest. As at December 31, 2001, the Company has made total capital contributions of \$3,295,000. The remaining capital contribution of \$6,705,000 is required to be made by July 2002.

In January 2001, a subsidiary of the Company established another WFOE (the "Jiafeng WFOE") to undertake the IFC projects in Suzhou. The Jiafeng WFOE is formed for a period of 50 years and the subsidiary is required to contribute \$15,000,000 for its 100% equity interest. As at December 31, 2001, the Company has made a total contribution of \$2,630,000. Of the \$12,500,000 remaining capital contribution, \$8,370,000 has to be contributed by July 2003 and the balance of \$4,000,000 has to be contributed by January 2004.

In 1999, Leizhou EJV, which became a wholly-owned subsidiary of Sino-Wood as a result of the Leizhou Forestry Bureau's (the "LFB") voluntary withdrawal of its entire equity interest in Leizhou EJV, was converted to a WFOE. The conversion to a WFOE from the EJV status was approved by the CFTEC in May 1999. Sino-Wood is required to contribute \$10,000,000 for its 100% equity interest, of which \$1,500,000 is required to be made within three months from the issue of the business licence. Sino-Wood obtained approval to reduce the original total capital contribution of \$10,000,000 to \$1,400,000 in April 2000. As at December 31, 2001, Sino-Wood has made capital contribution of \$1.0 million. The remaining capital contribution of \$400,000 has to be contributed by May 2002.

The Company believes that the cash in hand at December 31, 2001, the funding to be provided by the IFC, FMO and DEG and the cash flow to be generated from operations will provide the Company with adequate cash resources to meet its capital contribution commitments and to fund its growth strategy.

## **RISK FACTORS**

### **Political and Economic Considerations**

The value of the Company's investment in its joint ventures may be adversely affected by significant political, economic and social uncertainties in the PRC. The PRC is a developing country and shares with other developing countries the characteristic of having a socio-political system that is prone to sudden and, in the view of outsiders, unpredictable events and evolution. The policy for economic reform in the PRC to change its economic system from a centrally-planned economy to a market-oriented economy with Chinese characteristics has been in place since 1979 and has been reaffirmed many times by the NPC, the politburo of the Communist party of the PRC, and the State Council. Though not without setbacks and hiatus, economic reform has had far reaching effects on the economic system of the PRC and has resulted in sustaining high economic growth for some 16 years. Due to recent political policies adopted by the PRC, certain foreign governments in Southeast Asia, such as Japan, and in the United States, may adopt new policies with respect to trade with China. There is no guarantee that in the event of a major change of decision-makers at the most senior political level, the existing economic policy of the PRC will not be changed, or that the socio-political stability so crucial to the economic growth will not suffer.

The principal participants in the PRC's economy (which, in part, overlap) are State-Owned Enterprises, Collectively-Owned Enterprises, Privately-Owned Enterprises, joint-stock companies, including joint-stock companies that are subject to varying degrees of State ownership, and FIEs. State-Owned Enterprises continue to constitute the largest section of the economy.

The PRC's rapid economic growth has led to periodic cycles of high inflation. In order to control economic expansion and combat inflation, the Chinese government adopted measures to control prices, credit, expenditures and investment. At the same time, the Chinese government has moved to accelerate the reform of the monetary system, the financial system, taxation and public finance. The austerity program has caused bank credit to tighten and may have a dampening effect on the various expansion plans of the joint ventures.

The Chinese government has recently confirmed that the PRC's economic development will follow a model of market economy under socialism. Under this direction, it is expected that the PRC will continue to strengthen its economic and trading relationships with foreign countries and business development in the PRC will largely follow market forces and rules of economics.

### **Legal System and Enforcement**

As the PRC's legal system develops, the promulgation of new laws, changes to existing laws and the pre-emption of local regulations by national laws may adversely affect foreign investors. In circumstances where adequate laws exist, it may not be possible to obtain swift and equitable enforcement of the laws or any changes to the interpretation of laws.

The Company believes that its joint ventures in connection with its plantation business have obtained the governmental approvals necessary to permit them to conduct their business. If there is any administrative review, approval or action by various national, provincial or local agencies of the PRC government which causes a CJV serious damage, the PRC law permits redress to the court with respect to certain of these administrative actions.

Though Chinese law expressly protects the status and rights of Sino-foreign joint ventures and enterprises, the State reserves the right, in special circumstances, to terminate joint ventures and provide

compensation therefor. There can be no assurance, however, that such compensation will be adequate or timely.

### **Environmental Considerations**

The Environmental Protection Law of the PRC was adopted by the Standing Committee of NPC of the PRC on December 26, 1989. Under the Environmental Protection Law, the division in the State Council responsible for environmental protection has the power to set national environmental quality standards and environmental protection agencies of lower levels of government have power to set local standards to supplement the national standards in areas where the national standards are silent. Due to the very short history of the Environmental Protection Law, national and local environmental protection standards are still in the process of being formulated, experimented and implemented. It is a general policy of the PRC that a person who harvests or otherwise cuts down trees is required to replant on the harvested plantation lands to maintain the ecological equilibrium. The Company believes that there are no outstanding notices, orders or directives from central or local environmental protection agencies or local government authorities alleging any breach of national or local environmental quality standards by the Company's joint ventures, and the joint ventures have complied with all existing environmental protection laws, regulations, administrative orders and standards. Given the nature of their businesses, there is a possibility that the joint ventures will have to meet higher environmental quality standards as the economy of the PRC and its level of environmental consciousness increase in the coming years.

### **Failure to Make Capital Contributions**

The CJV Law stipulates that the first instalment of the capital contribution by a joint venture party shall not be less than 15% of the portion of the registered capital subscribed to by the joint venture party and must be within three months of the issuance date of the business licence of the CJV. In the event of a breach of the statutory requirement, the CJV may automatically cease to exist and all prior approvals are automatically revoked.

Where joint venture parties have met their obligations on payment of the first instalment on capital contribution, the CJV Law provides that where a joint venture party fails to meet its subsequent obligation to make capital contributions three months after it becomes due, relevant government authorities shall issue a notice to the joint venture parties demanding that the capital contribution be made within one month. Failure to comply with the demand will give government authorities the right to revoke the business licence of the CJV and all prior approvals, thereby forcing the CJV into wind-up proceedings. The risk of governmental action in the event of the Company's inability to meet its contribution commitments is a significant risk. However, the delay of capital contribution under certain conditions can be negotiated among the parties and if the reasons for delay are rational and agreed upon by the parties, the contract can be revised and approval can be obtained from the relevant authority.

### **Competition**

The markets for wood chips and wood products are competitive and are sensitive to cyclical changes in industry capacity and in the economy. Changes in the level of competition, government regulations on timber harvesting, industry capacity and the economy will have a significant impact on the Company's selling prices and overall profitability. With respect to the wood chip business, the Company competes with a large number of international forest products selling wood chips in the East Asia market. The Company also competes in the domestic market with local firms on a smaller scale, including its PRC partners. With respect to the wood

products business, the Company will compete primarily in the domestic market with local firms, which generally have smaller capacity. It is expected that the Company will increase its revenue significantly in the domestic market over the next few years as wood chips and related forestry products in the PRC will continue to be in big demand as the country improves economically.

### **Fluctuations in Selling Price of Wood Chips and Wood Products**

The operating results of the Company can be significantly affected by fluctuations in the selling price of wood chips and wood products. Wood chips produced by the Company are primarily supplied to pulp manufacturers in Japan, Taiwan and China. The pulp market industry is cyclical in nature. World pulp prices are affected by a number of factors including the world's economic growth rate and the demand for paper products. By developing wood product manufacturing facilities, the Company is able to consume some of its own timber and increase the value of its plantation assets. Demand for wood-based panels in China is driven primarily by population growth and other demographic factors. Economic growth in China has a significant effect on panel demand because the strength of an economy has implications for building and construction activity and furniture production. By locking in long term supply contracts with key customers and by differentiating its higher quality products and service from its Chinese competitors, the Company hopes to protect against temporary over-supply from, or lower prices of, other Chinese manufacturers of particleboard and other wood products.

### **Dependence on Key Personnel**

The Company is currently dependent upon a small number of key management personnel. The loss of the services of certain key management personnel may adversely affect the performance of the Company.

### **Joint Venture Arrangements**

Co-operation and agreement among the Company's joint venture partners are important factors for the operational and financial success of the joint ventures. In certain circumstances, the Company is not able or will not be able to control the decision making process of the joint ventures without the concurrence of the joint venture partners. The Company does or will, however, through contractual provisions and representatives appointed by it, have the ability to control most material decisions. Disputes among the partners over joint venture obligations or other matters, or the early termination or non-renewal of the joint venture agreements, could materially adversely affect the business of the Company. However, the Company has not experienced any significant disagreements with its partners to date.

### **Limited Operating History of the Wood-Based Product Business**

The Company's wood-based product business is in the early stages of development and has no operating history. The wood-based product business is subject to all of the risks inherent in the establishment and maintenance of a new business enterprise, such as competition and viable operations management. The expansion of the wood-based product business will also depend upon the ability of management to implement and successfully manage expansion, as well as its ability to raise any required capital. There can be no assurance that the wood-based product business will grow and be profitable.

### **Control of the Company**

As at March 31, 2002, (i) Mr. Allen Chan, a director and officer of Sino-Forest, together with Ms. Leslie Chan, an officer of Sino-Forest, and Mr. Chan's and Ms. Chan's family members and associates; and (ii)

Kai Kit Poon, a director and officer of Sino-Forest, beneficially owned, directly or indirectly, shares entitling them to 25.2% and 15.3%, respectively, of the voting rights attached to the outstanding shares of Sino-Forest. Accordingly, such shareholders have a significant influence on the determination of the outcome of any matters submitted to a vote of the shareholders of the Company.

### **Exchange Control**

The usage, movement and conversion of foreign currency in the PRC are subject to legislative and administrative restriction and control. The Chinese government imposes control over the conversion of its national currency RMB into foreign currencies and remittance thereof out of the PRC must be conducted through the Bank of China or other authorized financial institutions to deal in foreign currencies or, for conversion only, through the authorized banks or foreign exchange adjustment centres. No approvals are needed in order to acquire foreign exchange for a current account transaction, including profit distributions, interest payments and receipts and expenditures from trade and labour. Strict controls, primarily prior approval by the State Administration for Foreign Exchange, continue for capital account transactions in foreign exchange. Capital account items include loans, direct capital investments and investments in negotiable securities. The Company believes that the implementation of these measures will allow the PRC enterprises in which they have interests to access foreign exchange for remittance of profits without prior regulatory approval. Under the current foreign exchange control system, however, there is no guarantee that sufficient foreign currency will be available at a given exchange rate to satisfy the demands of a particular enterprise in full.

### **Import Duties**

Import duties on particleboard have been high in China and, although reduced from 22% to 18% in October 1997, they are still restricting the development of widespread imports. The further reduction or elimination of import duties may provide some incentives for foreign manufacturers to export into China. However, management believes that such an event will not pose a major threat to the Company's particleboard business since the quality of the Company's particleboard, together with high transportation costs for imported particleboard, are expected to continue to make imported particleboard a less attractive alternative to the Company's particleboard.

## SELECTED CONSOLIDATED FINANCIAL INFORMATION

### Annual Financial Information

The following selected financial information has been derived from the consolidated financial statements of the Company for the three years ended December 31, 2001, 2000 and 1999. The information should be read in conjunction with the MD&A and the Annual Financial Statements.

	Year Ended December 31		
	2001	2000	1999
	(thousands of dollars, except per share amounts)		
<b>Operating Results</b>		[restated]	
Revenue	\$137,313	\$126,701	\$141,577
Net Income	18,573	28,571	28,155
Basic net income per share <sup>(1)</sup>	0.25	0.38	0.37
Fully-diluted net income per share <sup>(1)</sup>	0.21	0.31	0.31
<b>Financial Position</b>			
Total assets	282,550	220,170	178,271
Long term debt	47,220	28,740	30,218
<b>Shareholders' Equity</b>			
Cash dividends declared per:			
Class A Subordinate-Voting Share	nil	nil	nil
Class B Multiple-Voting Share	nil	nil	nil

**Note:**

- <sup>(1)</sup> Net Income per share is calculated using the weighted average number of Class A Subordinate-Voting Shares and Class B Multiple-Voting Shares outstanding during each period.

## Quarterly Financial Information

The following table is a summary of selected quarterly financial information of the Company for each of the eight quarters ended December 31, 2001:

	Revenue (\$000's)	Net Income (\$000's)	Net Income Per Share	
			Basic	Diluted
<b>2001</b>				
December 31	\$49,602	\$7,378	\$0.10	\$0.08
September 30	42,099	4,151	0.06	0.05
June 30	29,775	3,588	0.05	0.04
March 31	15,837	3,456	0.04	0.04
<b>2000</b>				
December 31	41,627	7,627	0.10	0.08
September 30	35,950	10,293	0.14	0.11
June 30	27,633	5,853	0.08	0.07
March 31	21,491	4,798	0.06	0.05

During the fourth quarter of 2001, the Company adopted the new requirements of The Canadian Institute of Chartered Accountants with respect to the elimination of the deferral of foreign exchange gains or losses relating to long-term debt. Gains or losses arising on the translation of long-term debt are included in income during the year. The change has been applied retroactively and prior periods have been restated to reflect this change. There was no impact on opening retained earnings at January 1, 2000.

## Dividend Record and Policy

Sino-Forest has not declared any dividends on its shares. Other than restrictions on the payment of dividends imposed by law and the priority of the Class A Subordinate-Voting Shares over the Class B Multiple-Voting shares with respect to the payment of dividends, there are no restrictions which would prevent Sino-Forest from paying dividends. Any payment of dividends on Class A Subordinate-Voting Shares and Class B Multiple-Voting Shares is at the discretion of the board of directors of Sino-Forest and is dependent upon the Company's results of operations, financial condition, financing requirements and other factors that the board of directors deems relevant.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND OPERATING RESULTS

Reference is made to the section entitled "Management Discussion and Analysis" on pages 17 through 22 of the Annual Report to the Shareholders of the Company for the year ended December 31, 2001, which section is incorporated herein by reference.

### MARKET FOR SECURITIES

The Class A Subordinate-Voting Shares are listed on the TSE and trade under the stock symbol "TRE.A".

### DIRECTORS AND EXECUTIVE OFFICERS

The table presented below provides the names of the current directors and executive officers of the Company, the offices held by them and the date of their first appointment.

Name and Municipality of Residence	Position(s) Held	Principal Occupation	Director Since <sup>(1)</sup>
Allen T.Y. Chan <sup>(2)(3)</sup> Hong Kong	Chairman, Chief Executive Officer and Director	Officer of the Company	1994
Leslie W.L. Chan Hong Kong	Executive Vice President	Officer of the Company	-
R. John (Jack) Lawrence <sup>(3)</sup> Toronto, Ontario	Director	Chairman of Lawrence & Company Inc., a private investment company	1997
Jay A. Lefton Toronto, Ontario	Corporate Secretary	Partner, Aird & Berlis LLP Barristers & Solicitors	-
Edmund Mak <sup>(2)(4)</sup> Vancouver, B.C.	Director	Real estate marketing agent, Re/Max Select Properties, a real estate company	1994
Simon Murray Hong Kong	Director	Chairman, General Enterprises Management Services Limited	1999
Kai Kit Poon Hong Kong	President and Director	Officer of the Company	1994
William P. Rosenfeld <sup>(2)(3)(4)</sup> Toronto, Ontario	Director	Partner, Goodmans LLP Barristers & Solicitors	1997
Kee Y. Wong <sup>(4)</sup> Toronto, Ontario	Executive Vice President, Chief Financial Officer and Director	Officer of the Company	1997

**Notes:**

- (1) All directors of the Company serve until the next annual meeting of shareholders or until such director's successors is duly elected or appointed.
- (2) Member of the Audit/Risk/Finance Committee.
- (3) Member of the Compensation Committee.
- (4) Member of the Corporate Governance Committee.

Each of the foregoing persons has held the position shown as his or her principal occupation for the last five years except as set forth below.

***Simon Murray***

Simon Murray is the founder and chairman of General Enterprise Management Services Limited. From 1993 to 1998, he was the Executive Chairman of Asia Pacific for the Deutsche Bank Group with responsibilities for supervision of the Bank's operations in the region comprising of 60 businesses in 17 countries. He is currently a director of a number of public companies including Hutchison Whampoa Ltd., and Cheung Kong Holdings in Hong Kong, and Tommy Hilfiger in the U.S.A. Mr. Murray has spent 32 years in Asia including 14 years with Jardine Matheson. His past chairmanships include Hong Kong Electric, Hong Kong International Terminals, Husky Oil of Canada and Asia Satellite Communications.

***Kee Y. Wong***

Mr. Kee Y. Wong was appointed Executive Vice President and Chief Financial Officer on October 28, 1997. Previously, he was the Senior Vice President, Corporate Development, and Chief Financial Officer of the Company. Prior to joining the Company, Mr. Wong was a partner with Ernst & Young in Toronto where he acted as auditor and business advisor to many growth-oriented companies. Mr. Wong is a fellow of the Institute of Chartered Accountants in England and Wales. He is also a Chartered Accountant in Canada.

**Ownership of Shares by Directors and Officers**

As at March 31, 2002, the directors and executive officers of the Company as a group beneficially owned, directly or indirectly or exercised control over, 14,201,310 Class A Subordinate-Voting Shares, representing approximately 19.1% of the issued and outstanding Class A Subordinate-Voting Shares, and 6,000,000 Class B Multiple-Voting Shares, representing 100% of the issued and outstanding Class B Multiple-Voting Shares.

**ADDITIONAL INFORMATION**

The Company will provide to any person, upon request to the Company:

- (a) when the securities of the Company are in the course of a distribution pursuant to a short form prospectus or a preliminary short form prospectus which has been filed in respect of a distribution of its securities;
  - (i) one copy of this Annual Information Form, together with one copy of any document, or the pertinent pages of any document, incorporated by reference in this Annual Information Form;

- (ii) one copy of the comparative financial statements of the Company for its most recently completed financial year together with the accompanying report of the auditor and one copy of any interim financial statements of the Company subsequent to the financial statements for its most recently completed financial year;
  - (iii) one copy of the information circular of the Company in respect of its most recent annual meeting of shareholders that involved the election of directors or one copy of any annual filing prepared in lieu of that information circular, as appropriate; and
  - (iv) one copy of any other documents that are incorporated by reference into the preliminary short form prospectus or the short form prospectus and are not required to be provided under (i) to (iii) above; or
- (b) at any other time, one copy of any other documents referred to in (a)(i), (ii) and (iii) above, provided that the Company may require the payment of a reasonable charge if the request is made by a person who is not a security holder of the Company.

Further additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the Company's information circular in respect of its annual and special meeting of shareholders to be held on June 17, 2002. Additional financial information is provided in the Company's comparative financial statements for its most recently completed financial year ended December 31, 2001. A copy of such documents may be obtained upon request from the Company at 90 Burnhamthorpe Road West, Suite 1208, Mississauga, Ontario, L5B 3C3 ((905) 281-8889).

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