



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) :** 30/11/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Agroforestry Low-Carbon Holdings LimitedDate Submitted 2 /12/2013**I. Movements in Authorised Share Capital****1. Ordinary Shares**

(1) Stock code :	<u>01069</u>	Description :	<u>Ordinary Shares</u>
	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
Balance at close of preceding month	<u>1,000,000,000</u>	<u>0.01</u>	<u>10,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>1,000,000,000</u>	<u>0.01</u>	<u>10,000,000</u>
(2) Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

2. Preference Shares

Stock code :	Nil	Description :	Nil
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	Nil	Nil	Nil
Increase/(decrease)	Nil		Nil
Balance at close of the month	Nil	Nil	Nil

3. Other Classes of Shares

Stock code :	Nil	Description :	Nil
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	Nil	Nil	Nil
Increase/(decrease)	Nil		Nil
Balance at close of the month	Nil	Nil	Nil

Total authorised share capital at the end of the month (HKD) : **10,000,000**

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	396,296,296	Nil	Nil	Nil
Increase/ (decrease) during the month	0	Nil	Nil	Nil
Balance at close of the month	396,296,296	Nil	Nil	Nil

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1.	-	-	-	-	-	-
Nil	Nil	Nil	Nil	Nil	Nil	Nil
(/ /)						
shares						
(Note 1)						
2.						
Nil	Nil	Nil	Nil	Nil	Nil	Nil
(/ /)						
shares						
(Note 1)						
3.						
Nil	Nil	Nil	Nil	Nil	Nil	Nil
(/ /)						
shares						
(Note 1)						
Total A. (Ordinary shares)					Nil	
(Preference shares)					Nil	
(Other class)					Nil	
Total funds raised during the month from exercise of options (State currency)	Nil					

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Unlisted warrants						
	HKD	21,780,000	0	21,780,000	0	22,000,000
(27 / 3 / 2016)						
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Share					
Subscription price	HKD0.99					
EGM approval date (if applicable) (dd/mm/yyyy)						
2. Warrants held by Maple Reach Limited						
	HKD	26,610,000	0	26,610,000	0	6,250,000
(12 / 1 / 2015)						
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Share					
Subscription price	HKD1.0644					
EGM approval date (if applicable) (dd/mm/yyyy)	(24 / 6 / 2013)					
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total B.					(Ordinary shares)	Nil
					(Preference shares)	Nil
					(Other class)	Nil

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
Nil	HKD	Nil	Nil	Nil	Nil	Nil
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	N/A					
2.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total C. (Ordinary shares)					Nil	
(Preference shares)					Nil	
(Other class)					Nil	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ _____ shares (<i>Note 1</i>)		
2. _____ _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>)		
3. _____ _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>)		
Total D. (Ordinary shares)	Nil	
(Preference shares)	Nil	
(Other class)	Nil	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
				_____	_____
2. Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
				_____	_____
3. Placing	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
				_____	_____
4. Bonus issue		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
				_____	_____

			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue				
5. Scrip dividend	At price : State currency	_____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____ _____
6. Repurchase of shares			Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____ _____
7. Redemption of shares			Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____ _____
8. Consideration issue	At price : State currency	_____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____ _____

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>		
10. Other (Please specify)	<p>At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>		
Total E.		(Ordinary shares)	Nil
		(Preference shares)	Nil
		(Other class)	Nil

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	Nil
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		Nil
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		Nil
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

Submitted by: Lei Zuliang

Title: Chairman and Executive Director
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*