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中國農林低碳控股有限公司
China Agroforestry Low-Carbon Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 01069)

SUPPLEMENTAL AGREEMENT

Reference is made to the announcement of China Agroforestry Low-Carbon Holdings Limited (the “**Company**”) dated 30 June 2016 (the “**Announcement**”). Unless otherwise specified, terms defined in the Announcement shall have the same meanings when used in this announcement.

The board of directors of the Company (the “**Directors**”) wishes to announce that on 29 July 2016, the Company, the Chargor and the Investor entered into a supplemental agreement in respect of the Subscription Agreement, pursuant to which, amongst other things, (i) the Long Stop Date was amended to 31 August 2016; and (ii) that the Company and the Chargor have given undertaking that the Chargor shall, save and except for issues of new shares pursuant to share option scheme adopted by the Company, general mandate granted at the annual general meeting of the Company and the special general mandate granted at extraordinary general meeting on 15 July 2016 in relation to the acquisition of Shenzhen Heng Fu Delaisi Intelligent Housing Limited that may have a dilution effect on the shareholding of the Chargor in the Company, remain as the legal and beneficial owner of not less than 9.71% of the equity interests of the Company and will not sell, transfer or otherwise dispose of its equity interests in the Company or any part thereof or create any Encumbrance over its equity interests in the Company or any part thereof unless with the prior written consent of the Investor.

By order of the Board of
China Agroforestry Low-Carbon Holdings Limited
Lei Zuliang
Chairman

Hong Kong, 29 July 2016

As at the date of this announcement, the executive Directors are Mr. Lei Zuliang, Professor Fei Phillip, Mr. Wang Yue and Mr. Long Weihua. The non-executive Directors are Professor Liu Zhikun and Mr. Zhou Xianyan. The independent non-executive Directors are Ms. Tian Guangmei, Mr. Liang Guoxin and Mr. Liu Zhaoxiang.