



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/08/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Agroforestry Low-Carbon Holdings Limited

Date Submitted 01/09/2016

#### 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>5,000,000,000</u>	<u>0.002</u>	<u>10,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>5,000,000,000</u>	<u>0.002</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 :	<u>Nil</u>	Description :	<u>Nil</u>
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

## 3. Other Classes of Shares

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

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	3,535,427,223	Nil	Nil	Nil
Increase/ (decrease) during the month	15,840,000	Nil	Nil	Nil
Balance at close of the month	3,551,267,223	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
(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. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
2. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
3. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
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. <u>Convertible Bonds for</u>						
<u>Aggregate Principal amount</u>	HKD	20,000,000	Nil	20,000,000	Nil	64,516,129
<u>Of HK\$ 20,000,000</u>						
<u>(due on 11 April 2017)</u>						
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	ordinary					
Subscription price	Conversion Price: HK\$0.31					
EGM approval date (if applicable) (dd/mm/yyyy)	Per conversion share					
	N/A					
2. <u>Convertible Bonds for</u>						
<u>Aggregate Principal amount</u>	HKD	5,000,000	5,000,000	Nil	15,840,000	Nil
<u>Of HK\$ 5,000,000</u>						
<u>(due to 24 April 2018)</u>						
Stock code (if listed)						
Class of shares issuable (Note 1)	ordinary					
Subscription price	Conversion Price: HK\$0.315					
EGM approval date (if applicable) (dd/mm/yyyy)	Per conversion share					
	N/A					
3.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
				Total C. (Ordinary shares)	15,840,000	
				(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
<p>1. (I) Reference is made to the announcements of the Company dated 22 April 2016, 21 June 2016 and 15 July 2016, and the circular of the Company dated 27 June 2016. Pursuant to the Acquisition Agreement, up to a total of 661,368,451 Consideration Shares shall be allotted and issued to the Vendors at the issue price of HK\$0.33 per Share in settlement of the Consideration payable. The Consideration Shares shall be allotted and issued pursuant to the Specific Mandate granted at the EGM held on 15 July 2016. The aggregate Consideration of the Acquisition shall be up to RMB250,000,000, which shall be apportioned and satisfied in the following manner: (I) A sum equivalent to RMB5,000,000 which has been paid as a refundable deposit and part payment upon signing of the Acquisition Agreement; (II) A sum equivalent to RMB35,000,000, shall be satisfied as at Completion by the issue of 127,186,240 Consideration Shares; and (III) The remaining balance in a maximum amount of RMB210,000,000, equivalent of 534,182,211 Consideration Shares, shall be paid only if the Target Group has fulfilled the Profit Guarantees during the Guaranteed Period.</p> <p>(EGM: 15/07/2016) Original shares (Note 1)</p>	Nil	No more than 661,368,451
<p>2.</p> <p>( / / ) shares (Note 1)</p>		
<p>3.</p> <p>( / / ) shares (Note 1)</p>		
<p>Total D. (Ordinary shares) (Preference shares) (Other class)</p>	<p>Nil Nil Nil</p>	

## 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) AGM 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)	( / / ) ( / / )	_____ _____

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
5. Scrip dividend	_____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : ( / / ) 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	Class of shares _____ issuable ( <i>Note 1</i> )  Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )	
10. Other (Please specify)	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)	( / / )	
		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)	15,840,000
	(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):

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Submitted by:                     Lei Zuliang                    

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

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*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.*