

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

For the month ended (dd/mm/yyyy): 30/09/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China Agroforestry Low-Carbon Holdings Limited
Date Submitted	03/10/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>01069</u> Descrip	otion :	Ordinary	Shares
	No. of ordinary shares	Par value <i>(HKD)</i>	Authorised share capital <i>(HKD)</i>
Balance at close of preceding month	5,000,000,000	0.002	10,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	5,000,000,000	0.002	10,000,000
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A	<u> </u>
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A	N/A	N/A

# 2. Preference Shares

Stock code : <u>Nil</u> Descr	ription :	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 mo	nth <u>Nil</u>	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 ordin	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	3,551,267,223	Nil	Nil	Nil
Increase/ (decrease) during the month	127,186,240	Nil	Nil	Nil
Balance at close of the month	3,678,453,463	Nil	Nil	Nil

III. Details of Movements in Issued Share Capital

Share Options (under Particulars of share option scheme including EGM	<u> </u>					No. of new shares of issuer which may be issued pursuant thereto
approval date Movement dur dd/mm/yyyy) and			uring the month		month pursuant thereto	as at close of the month
class of shares					tilefeto	
issuable	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)						
<u>3.</u>						
Nil	Nil	Nil	Nil	Nil	Nil	Nil
( / / ) shares						
(Note 1)			Total A. (Ord	inary shares)	Nil	
			(Prefe	rence shares)	Nil	
				(Other class)	Nil	
Total funds raised dur options (State currenc		1 from exercise o	f	Nil		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value nominal close of value preceding mor	during the	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
<u>1. N/A</u>					
(/ / )					· · · · · · · · · · · · · · · · · · ·
Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable)					
(dd/mm/yyyy) 2. N/A					
(/ / ) Stock code (if listed)					
Class of shares issuable (Note 1)					
Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)					
<u>3. N/A</u>					
	<u> </u>				
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 (Note 1)					
Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
			1. 1 、	AT'I	
		(Prefe	linary shares) erence shares) (Other class)		-

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issuer issued which may be issued pursuant during the thereto as at month Currency of Amount at close Converted Amount at pursuant close of the amount of preceding during the close of the thereto month Class and description outstanding month month month 1. Convertible Bonds for Aggregate Principal amount HKD 20,000,000 Nil 20,000,000 Nil 64,516,129 Of HK\$ 20,000,000 (due on 11 April 2017) Stock code (if listed) N/A Class of shares issuable (Note 1) ordinary Conversion Price: HK\$0.31 Subscription price Per conversion share EGM approval date (if applicable) (dd/mm/yyyy)) N/A 2. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 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) Nil (Preference shares) Nil (Other class) Nil

For Main Board and GEM listed issuers

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. (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.		
(EGM: 15/07/2016) Original shares (Note 1)	127,186,240	No more than 534,182,211
2		
( / / ) shares (Note 1)		
3		
( / / ) shares (Note 1)	-	
Total D. (Ordinary shares) (Preference shares)	127,186,240 Nil	
(Other class)	Nil	

Class of shares		Type of Issue	ssued Share Capital			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     Issue and allotment date : (d/mm/yyyy)       EGM approval date:     ( / / )       (d/mm/yyyy)     EGM approval date:       2. Open offer     At price State currency       1. Sue and allotment date:     ( / / )       (d/mm/yyyy)     EGM approval date:       2. Open offer     At price State currency       1. Sue and allotment date:     ( / / )       (d/mm/yyyy)     EGM approval date:       (d/mm/yyyy)     EGM approval date:       (J/mm/yyyy)     EGM approval date:       3. Placing     At price State currency       issuable (Note 1)     Issue and allotment date:       (J/mm/yyyy)     AGM approval date:       (J/)     Class of shares issuable (Note 1)       3. Placing     At price State currency       issuable (Note 1)     Issue and allotment date:       (J/)     AGM approval date:       (J/)     Issue and allotment date:       (J/)     Issue and allotment date:       (J/)     Issue and allotment date:       (J/)     EGM approval date:       (J/)     EGM approval date:       (J/)     EGM approval date:							
2. Open offer     At price State price currency     Class of shares issuable (Note 1)       2. Open offer     At price State price currency     Issue and allotnent (// ) date: (d/mn/yyyy)       EGM approval date:     ( / / ) ( ) date: (d/mn/yyyy)       Bonus issue     Class of shares issuable (Note 1)       3. Placing     At price State price currency     Issue and allotnent (// ) (d/mn/yyyy)       At class of shares issuable (Note 1)     Issue and allotnent (// ) (d/mn/yyyy)       3. Placing     Class of shares issuable (Note 1)       3. Placing     Class of shares issuable (Note 1)       4. Bonus issue     Class of shares issuable (Note 1)       4. Bonus issue     Issue and allotment (// ) date: (d/mn/yyyy)       4. Bonus issue     Issue and allotment (// ) (d/mn/yyyy)       EGM approval date:     (// ) (// ) (d/mn/yyyy)	1.	Rights issue	price State	Issue and allotment ( / /	)		
2. Open offer     At price State currency     issuable (Note 1)       2. Open offer     At price State currency     Issue and allotment (// )       3. Placing     At price State currency     Class of shares issuable (Note 1)       3. Placing     At price State currency     Issue and allotment (//) date: (//)       4. Bonus issue     Class of shares issuable (Note 1)       4. Bonus issue     Issue and allotment (//)       5. Placing     Class of shares issuable (Note 1)       5. Placing     Class of shares issuable (Note 1)       6. Experiment     Issue and allotment (//)       7. Class of shares     (//)       8. Bonus issue     Class of shares issuable (Note 1)       9. EGM approval date:     (//)       9. EGM approval date:     (//)       9. EGM approval date:     (//)			: Currency	EGM approval date: ( / /	)		
2. Open offer     At price State currency     issuable (Note 1)       2. Open offer     At price State currency     Issue and allotment (// )       3. Placing     At price State currency     Class of shares issuable (Note 1)       3. Placing     At price State currency     Issue and allotment (//) date: (//)       4. Bonus issue     Class of shares issuable (Note 1)       4. Bonus issue     Issue and allotment (//)       5. Placing     Class of shares issuable (Note 1)       5. Placing     Class of shares issuable (Note 1)       6. Experiment     Issue and allotment (//)       7. Class of shares     (//)       8. Bonus issue     Class of shares issuable (Note 1)       9. EGM approval date:     (//)       9. EGM approval date:     (//)       9. EGM approval date:     (//)							
2. Open offer     price State currency     Issue and allotment date : (dd/mm/yyyy)     ( / / )       EGM approval date:     ( / / )       (dd/mm/yyyy)							
At price State currency     Class of shares	2.	Open offer	price State		)		
3. Placing     At price State currency     Issue and allotment (//) date : (dd/mm/yyyy)       AGM approval date: (dd/mm/yyyy)     AGM approval date: (//)       4. Bonus issue     Class of shares issuable (Note 1)       Issue and allotment (//)     Issue and allotment (//)       EGM approval date: (dd/mm/yyyy)     Issue and allotment (//)					)		
3. Placing     At price State currency     Issue and allotment (//) date : (dd/mm/yyyy)       AGM approval date: (dd/mm/yyyy)     AGM approval date: (//)       4. Bonus issue     Class of shares issuable (Note 1)       Issue and allotment (//)     Issue and allotment (//)       EGM approval date: (dd/mm/yyyy)     Issue and allotment (//)							
3. Placing     price State currency     Issue and allotment date: (d/mm/yyyy)       i     AGM approval date: (//)       AGM approval date: (//)     Class of shares issuable (Note 1)       4. Bonus issue     Issue and allotment ( / / )       Bonus issue     EGM approval date: ( / / )							
Class of shares	3.	Placing	price State				
4. Bonus issue EGM approval date: (///)							
4. Bonus issue Bonus issue EGM approval date: (///)							
date : (dd/mm/yyyy) EGM approval date: (///)							
	4.	Bonus issue			)		
					)		

	Type of Issue	F	For 1	Main	1 Boa	rd and GEM liste No. of new shares of issuer issued during the month pursuant thereto	No. of new
5.	Scrip dividend	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	(	/ /	)		
		EGM approval date: (dd/mm/yyyy)	(	/ /	)		
		Class of shares repurchased (Note 1)					
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)			)		
		EGM approval date: (dd/mm/yyyy)	(	/ /	)		
		Class of shares					
		redeemed(Note 1)	_	, ,			
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(	/ /	)		
		EGM approval date: (dd/mm/yyyy)	(	/ /	)		
		Class of shares issuable (Note 1)					
8.	Consideration issue Price State : currency	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 issuerNo. of new shares of issued duringNo. of new shares of issuerissued duringissuerthe monthwhich may pursuantpursuantbe issued theretotheretopursuant thereto as at close of the month
9.	Capital reorganisation		Class of shares issuable (Note 1) Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)
10	. Other (Please specify)	At State price currency	Class of shares issuable (Note 1) Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)
			Total E.(Ordinary shares)127,186,240(Preference shares)Nil(Other class)Nil

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	127,186,240		
	(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 Issue	ed Share	e Capital").)		

Remarks (if any):

Submitted by:	Lei Zuliang
Title:	<u>Chairman and Executive Director</u> (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.