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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)

**VOLUNTARY ANNOUNCEMENT
LETTER OF INTENT**

This is a voluntary announcement made by the board (the “**Board**”) of directors (the “**Directors**”) of China Agroforestry Low-Carbon Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”).

The Company is pleased to announce that, on 31 October 2016, the Company entered into a letter of intent (the “**LOI**”) with 深圳中箱置業有限公司 (Shenzhen Chong Sheng Chi Yip Limited*) (“**Shenzhen Chong Sheng**”) in Guangdong Province, the People’s Republic of China (the “**PRC**”).

Under the LOI business (the “**Target Business**”), the Company expressed its intention to acquire container house assets from Shenzhen Chong Sheng in the coming three years for the purposes of enhancing the Company’s container house lease management services in various provinces in the PRC (the “**Possible Acquisition**”). The Possible Acquisition would allow the Company to further develop its container house businesses.

Relevant terms and conditions relating to the Possible Acquisition are subject to negotiation and finalization as well as signing of a further formal agreement between the Company and Shenzhen Chong Sheng. The LOI is legally binding, and it will automatically lapse if no such formal agreement relating to the Possible Acquisition is signed within three (3) months from the date of the LOI.

Under the LOI, Shenzhen Chong Sheng also undertook not to discuss or negotiate with any other third parties in any way in connection with the intended disposal of the Target Business for a period of three (3) months from the date of the LOI.

To the best knowledge, information and belief of the Directors having made all reasonable enquires, the management committee of the Shenzhen Chong Sheng is a third party independent of the Company and its connected persons.

If any transactions contemplated under the LOI materialize and constitute notifiable transactions of the Company under the Listing Rules, the Company will make further announcements in due course as appropriate.

As the LOI is subject to formal agreement in relation thereto being entered into, the transactions contemplated under the LOI may or may not proceed. Shareholders of the Company and any potential investors are advised to take caution in dealing in the shares of the Company.

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

Shenzhen, the PRC, 31 October 2016

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

** for identification purpose only*