

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

To : Hong Kong Exchanges and Cleari	ng Limited		
Name of Issuer China	Agroforestry Low-C	arbon Holding	gs Limited
Date Submitted 03/01/2	2017		
I. Movements in Authorised Share Cap	pital		
1. Ordinary Shares	_		
(1) Stock code : <u>01069</u> Descr	ription:	Ordinary	Shares
	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
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 : N/A Descr	ription :	N/A	1
	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

31/12/2016

10,000,000

2. Preference Shares			
Stock code : Nil Descrip	otion:	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 Descrip	ption:	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):

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of preceding month	3,678,453,463	Nil	Nil	Nil	
preceding month	3,078,433,403	INII	INII	INII	
Increase/ (decrease)	2-11		2.71	2.711	
during the month	Nil	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 Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM	·		,			No. of new shares of issuer which may be issued pursuant thereto	
approval date (dd/mm/yyyy) and -		Movement d	uring the month		month pursuant thereto	as at close of the month	
class of shares issuable	Granted	Exercised	Cancelled	Lapsed			
1.	-	-	-	-	-	-	
Nil	Nil	Nil	Nil	Nil	Nil	Nil	
(Al-4-1)							
(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. (Ord	linary shares)	Nil		
				rence shares)	Nil		
			`	(Other class)	Nil		
Total funds raised dur options (State currence		from exercise o	f	Nil			

Warrants to Issue Shares of the Is	suar which are to be Listed		For Main Board	and GEM liste	d issuers
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value preceding	of during the		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 (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)					
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)	(/ /)				
			rdinary shares) Terence shares) (Other class)	Nil Nil Nil	- - -

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

Conventibles (i.e. Conventible i	nto Shares of the I	BBaci willen are to	oe Eistea)			
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. Convertible Bonds for						
Aggregate Principal amount Of HK\$ 20,000,000 (due on 11 April 2017)	HKD	20,000,000	Nil	20,000,000	Nil	64,516,129
Stock code (if listed)	N/A					
Class of shares issuable						
(Note 1)	ordinary					
	Conversion Pric	e:				
	HK\$0.31					
Subscription price	Per conversion sh	are				
EGM approval date (if applicable)	1 ci conversion sii					
(dd/mm/yyyy))	N/A					
2.						
	<u> </u>					
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						
(Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)			T 1 1 C (C 1	1	NT'1	
			Total C. (Ordin		Nil	
				nce shares)	Nil	
			(0	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)

than under Share Option Schemes)		
	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
Full particulars including EGM approval date (dd/mm/yyyy),		the month
If applicable, and class of shares issuable: 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 (<i>Note 1</i>)	Nil	No more than 534,182,211
		334,102,211
2		
shares (Note 1)		
3.		
3		
shares (Note 1)		
	21.1	-
Total D. (Ordinary shares) (Preference shares)	Nil Nil	-
(Other class)	Nil	- -

Class of shares sisuable (Note 1) 1. Rights issue price currency		Type of Issue	Issued 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
State price currency Issue and allotment date: (dd/mm/yyyy)		1390 01 15540		CI C I			
State Stat						_	
Class of shares 2. Open offer	1.	Rights issue	nrice State		(/ /)	
issuable (Note 1) 2. Open offer At price currency Issue and allotment date: (dd/mm/yyyy) EGM approval date: (//) Class of shares issuable (Note 1) Issue and allotment date: (//) Class of shares (//) Issue and allotment date: (dd/mm/yyyy) AGM approval date: (//) Class of shares (//) AGM approval date: (//) Class of shares (//) Issue and allotment date: (dd/mm/yyyy) Issue and allotment (//) Class of shares (//) Issue and allotment (//) Class of shares (//) EGM approval date: (//) Issue and allotment (//) EGM approval date: (//)				zom upprovur uure.	(/ /)	
State price currency Issue and allotment date : (dd/mm/yyyy)							
2. Open offer State price State currency State currency State currency State currency State currency State sissuable (\(\lambdr{l}\)/\(\lambdr{l}\)/\(\lambdr{l}\) State sissuable (\(\lambdr{l}\)/\(\lambdr{l}\)/\(\lambdr{l}\) State price currency State currency State currency State sissuable (\(\lambdr{l}\)/\(\lambdr{l}\)/\(\lambdr{l}\) AGM approval date: (\(\lambdr{l}\)/\(\lambdr{l}\)/\(\lambdr{l}\) AGM approval date: (\(\lambdr{l}\)/\(\lambdr{l}\)/\(\lambdr{l}\) Sue and allotment (\(\lambdr{l}\)/\(\lambdr{l}\)/\(\lambdr{l}\) AGM approval date: (\(\lambdr{l}\)/\(\lambdr{l}\)/\(\lambdr{l}\) Sue and allotment date: (\(\lambdr{l}\)/\(\lambdr{l}\)/\(\lambdr{l}\) Sue and allotment date: (\(\lambdr{l}\)/\(\lambdr{l}\)/\(\lambdr{l}\) Sue and allotment date: (\(\lambdr{l}\)/\(\lambdr{l}\)/\(\lambdr{l}\)						-	
Class of shares issuable (Note 1) 3. Placing	2.	Open offer	nrice State	Issue and allotment	(/ /)	
issuable (Note 1) At price currency Issue and allotment date: (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy) Class of shares issuable (Note 1) Ussue and allotment (//) Issue and allotment (//) Class of shares issuable (Note 1) Issue and allotment (//) AGM approval date: (//) EGM approval date: (// /)					(/ /)	
issuable (Note 1) 3. Placing At price currency Issue and allotment date: (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy) Class of shares issuable (Note 1) Usue and allotment date: (//) Issue and allotment date: (dd/mm/yyyy) Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (// /)							
3. Placing price State currency Issue and allotment date: (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy) Class of shares issuable (Note 1) 4. Bonus issue Class of shares issuable (Note 1) Issue and allotment (//) date: (dd/mm/yyyy) EGM approval date: (//)							
Class of shares issuable (Note 1) 4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)	3.	Placing	price State		(//)		
issuable (Note 1) 4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)					(//)		
issuable (Note 1) 4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)							
date: (dd/mm/yyyy) EGM approval date: (/ /)						-	
Edit approvar date:	4.	Bonus issue			(/ /)	
(dd Illii 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
	Type of Issue						the month
		Class of shares issuable (Note 1)			_		
5.	Scrip dividend	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

No. of new

issued during

the month

pursuant

shares of issuer shares of

No. of new

issuer

which may

be issued

T. CI				thereto	pursuant thereto as at close of the month
Type of Issue					the month
		Class of sha issuable (Note 1)	ares		
9. Capital reorganisation		Issue and allotmer date : (dd/mm/yyy			
		EGM approval dat (dd/mm/yyyy)	te: (/ /)		
		Class of sha	ares		
10. Other (Please specify)	At State price currency :	Issue and allotmer date : (dd/mm/yyy			
		EGM approval dat (dd/mm/yyyy)	te: (/ /)		
		Total E.	(Ordinary shar	res) Nil	
			(Preference shar	res) Nil	- -
			(Other cla	uss) Nil	_
crease / (decrease) in ordina	ary shares during the month	(i.e. Total of A to E):	(1)	Nil	
			(2)		
(1)	1 1 4	4. (* T. 1. CA (E)	(4)	Nil Nil	
` ' -	rence shares during the mon	,		Nil Nil	
	classes of shares during the as the relevant figures under	`			

For	Main	Board	and	GEM	listed	icculer
ror	viain	Board	ana	CTEUVI	nsiea	issuer

Submitted by: Lei Zuliang Title: Chairman and Executive Director (Director, Secretary or other duly authorised officer)	Remarks (if an	Remarks (if any):					
Title: Chairman and Executive Director							
	Submitted by:	Lei Zuliang					
	Title:						

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.