



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/12/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Agroforestry Low-Carbon Holdings LimitedDate Submitted 03/01/2017**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 01069 Description : Ordinary Shares

	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 : N/A Description : N/A

	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 :	Nil	Description :	Nil
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
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 ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
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*) : **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	3,678,453,463	Nil	Nil	Nil
Increase/ (decrease) 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 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. 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	ordinary					
(Note 1)	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	

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

## 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 ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____
2. Open offer	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)	_____
3. Placing	At price :	State currency	_____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) (/ / ) AGM approval date: (/ / ) (dd/mm/yyyy)	_____
4. Bonus issue				Class of shares _____ issuable ( <i>Note 1</i> ) 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	<div>_____</div> <div>Class of shares _____ issuable (<i>Note 1</i>)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>	_____	_____
6. Repurchase of shares	<div>_____</div> <div>Class of shares _____ repurchased (<i>Note 1</i>)</div> <div>Cancellation date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>	_____	_____
7. Redemption of shares	<div>_____</div> <div>Class of shares _____ redeemed(<i>Note 1</i>)</div> <div>Redemption date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>	_____	_____
8. Consideration issue	<div>At price State currency _____</div> <div>Class of shares _____ issuable (<i>Note 1</i>)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>	_____	_____



For Main Board and GEM listed issuers

				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						
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)	Nil
	(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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

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.*