

**IMPORTANT**

**重要提示**

Reference is made to the prospectus (the “Prospectus”) issued by China Agroforestry Low-Carbon Holdings Limited (the “Company”) dated 12 July 2018 in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein, unless the context otherwise requires.

茲提述中國農林低碳控股有限公司(「本公司」)日期為二零一八年七月十二日有關供股之供股章程(「供股章程」)。除文義另有所指，供股章程所界定詞彙與本表格所用者具相同涵義。

**THIS DOCUMENT IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT EXPIRES AT 4:00 P.M. ON THURSDAY, 26 JULY 2018 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER” IN THE ENCLOSED SHEET).**

此乃有價值及可轉讓之文件，敬請即時處理。本文件所載之要約於二零一八年七月二十六日(星期四)(或載於附頁「惡劣天氣之影響」一段所述之較後日期)下午四時正截止。

**IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PROVISIONAL ALLOTMENT LETTER OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of each of the Rights Issue Documents, together with the documents specified in the paragraph headed “17. Documents delivered to the Registrar of Companies in Hong Kong” in appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of the Rights Issue Documents.

供股文件各一份及於供股章程附錄三「17. 送呈香港公司註冊處處長文件」一段所述之文件，已依據香港法例第32章公司(清盤及雜項條文)條例第342C條之規定經香港公司註冊處處長註冊。香港證券及期貨事務監察委員會及香港公司註冊處處長對各供股文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Provisional Allotment Letter, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Provisional Allotment Letter.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不對就本暫定配額通知書全部或任何部份內容所產生或因倚賴該等內容而引致之任何損失承擔責任。

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

股份及未繳股款及繳足股款供股股份之買賣可透過香港結算成立及運作之中央結算系統交收。閣下應就該等交收安排之詳情及該等安排如何影響閣下之權利及權益，諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirement of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from the respective commencement dates of dealings in the Rights Shares on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳股款及繳足股款之供股股份獲准在聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款之供股股份將獲香港結算接納為合資格證券，由供股股份各自在聯交所開始買賣日期或香港結算決定之該等其他日期起，可在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行交易之交收須於其後第二個交易日在中央結算系統內進行。所有在中央結算系統之活動均須受不時生效之中央結算系統一般規則及中央結算系統運作程序規則所規限。

**TO ACCEPT THE PROVISIONAL ALLOTMENT SPECIFIED IN THIS DOCUMENT IN FULL, YOU MUST LODGE THIS ORIGINAL DOCUMENT INTACT WITH THE COMPANY’S HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE, TRICOR INVESTOR SERVICES LIMITED AT LEVEL 22, HOPEWELL CENTRE, 183 QUEEN’S ROAD EAST, HONG KONG TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C BELOW SO AS TO BE RECEIVED BY NO LATER THAN 4:00 P.M. ON THURSDAY, 26 JULY 2018. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS. CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, AND BANKER’S CASHIER ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO “CHINA AGROFORESTRY LOW-CARBON HOLDINGS LIMITED — RIGHTS ISSUE” AND CROSSED “ACCOUNT PAYEE ONLY”. INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.**

閣下如欲接納本文件所指定之全部暫定配額，須將本文件整份正本連同下列丙欄所示全部港元款額之付款，不遲於二零一八年七月二十六日(星期四)下午四時正前交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須以港元支付。支票及銀行本票須分別由香港持牌銀行戶口開出及香港持牌銀行發出，註明抬頭人為「CHINA AGROFORESTRY LOW-CARBON HOLDINGS LIMITED — RIGHTS ISSUE」，並劃線註明「只准入抬頭人賬戶」。有關轉讓及分拆之指示載於附頁。本公司將不會就該等股款發出收據。



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)*

*(於開曼群島註冊成立的有限公司)*

**(Stock Code: 01069)**

**(股份代號：01069)**

**RIGHTS ISSUE ON THE BASIS OF  
THREE RIGHTS SHARES FOR EVERY TWO EXISTING SHARES  
HELD ON THE RECORD DATE  
AT THE SUBSCRIPTION PRICE OF HK\$0.052 PER RIGHTS SHARE**

按於記錄日期每持有兩股現有股份  
獲發三股供股股份之基準  
以每股供股股份0.052港元之認購價  
進行供股

**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN  
4:00 P.M. ON THURSDAY, 26 JULY 2018**

股款須不遲於二零一八年七月二十六日(星期四)下午四時正接納時繳足

**PROVISIONAL ALLOTMENT LETTER**  
暫定配額通知書

***Hong Kong branch share registrar  
and transfer office:***

Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

**香港股份過戶登記分處：**

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

***Registered Office:***

註冊辦事處：  
P.O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

***Principal place of business in Hong Kong:***

Rooms 1002-1003, 10/F  
Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

**香港主要營業地點：**

香港  
灣仔  
港灣道23號  
鷹君中心  
10樓1002-1003室

Name(s) and address of Qualifying Shareholder(s)  
合資格股東姓名及地址

Number of Shares registered in your name(s)  
on Wednesday, 11 July 2018

於二零一八年七月十一日(星期三)  
以閣下名義登記之股份數目

BOX A  
甲欄

Number of Rights Shares in your provisional  
allotment. Subject to payment in full on  
acceptance by no later than 4:00 p.m. on  
Thursday, 26 July 2018

閣下獲暫定配發之供股股份數目。股  
款須不遲於二零一八年七月二十六  
日(星期四)下午四時正接納時繳足

BOX B  
乙欄

Total subscription monies payable on  
acceptance in full

於接納時應全數繳足之認購股款總  
額

BOX C  
丙欄

HK\$ 港元

Contact Telephone no.:

聯絡電話號碼: \_\_\_\_\_

Provisional Allotment

Letter No.

暫定配額通知書編號

Dealings in the Rights Shares in the nil-paid forms will take place from Monday, 16 July 2018 to Monday, 23 July 2018 (both days inclusive) on the Stock Exchange.

未繳股款之供股股份將於二零一八年七月十六日(星期一)至二零一八年七月二十三日(星期一)(包括首尾兩日在內)期間於聯交所進行買賣。

The Rights Issue is conditional upon the fulfilment of the condition set out under the section headed “Letter from the Board — Condition of the Rights Issue” in the Prospectus. If the condition of the Rights Issue is not fulfilled, the Rights Issue will not proceed. The Underwriting Agreement contains provisions entitling the Underwriters to terminate the Underwriting Agreement on or prior to the Latest Time for Termination in accordance with the terms thereof on the occurrence of certain event as set out under the section headed “TERMINATION OF THE UNDERWRITING AGREEMENT” in the Prospectus. If the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the Rights Issue will not proceed.

供股須待供股章程「董事會函件—供股條件」一節項下所載之條件獲達成後，方可作實。倘供股之條件不能達成，則不會進行供股。包銷協議載有條文賦予包銷商權利在供股章程「終止包銷協議」一節項下所述之若干情況下，於最後終止時限或之前根據包銷協議之條款終止包銷協議。倘若包銷協議並未成為無條件或倘包銷協議根據其項下之條款被終止，則不會進行供股。

**NO RECEIPT WILL BE GIVEN.**

本公司將不另發收據。

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENTS TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

於轉讓供股股份之認購權時，每一宗買賣均須繳付香港從價印花稅。餽贈或轉讓（並非以出售方式）實益擁有之權益亦須繳付從價印花稅。於登記轉讓本文件所指任何供股股份之權利之前，須出示已繳付從價印花稅之證明。

**Form B**  
表格乙

**FORM OF TRANSFER AND NOMINATION**

**轉讓及提名表格**

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer his/her/their right(s) to subscribe for the Rights Share(s) comprised herein)

(僅供擬轉讓其／彼等於本暫定配額通知書所列供股股份認購權之合資格股東填寫及簽署)

To: The Directors

**CHINA AGROFORESTRY LOW-CARBON HOLDINGS LIMITED**

致：中國農林低碳控股有限公司  
列位董事 台照

Dear Sirs,

I/We, as the Qualifying Shareholder(s) hereby transfer all my/our rights to subscribe for the Rights Shares comprised in this Provisional Allotment Letter to the person(s) accepting the same and signing the enclosed registration application form (Form C). I/We have read the conditions and procedures for transfer set out in the enclosed sheet and agree to be bound thereby.

敬啟者：

本人／吾等作為合資格股東，茲將本暫定配額通知書所列本人／吾等之供股股份認購權悉數轉讓予接受此權利並簽署隨附登記申請表格(表格丙)之人士。本人／吾等已細閱附頁所載各項條件及轉讓手續，並同意受其約束。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

**Signature(s) of Qualifying Shareholder(s) (all joint Qualifying Shareholders must sign)**  
合資格股東簽署(所有聯名合資格股東均須簽署)

Date 日期：\_\_\_\_\_

NOTE: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for Rights Shares.

附註：有關轉讓閣下之供股股份認購權須繳付香港印花稅。

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares are being transferred)  
(僅供承讓供股股份認購權之人士填寫及簽署)

To: The Directors  
**CHINA AGROFORESTRY LOW-CARBON HOLDINGS LIMITED**

致：中國農林低碳控股有限公司  
列位董事 台照

Dear Sirs,

I/We request you to register the number of the Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same upon and subject to the terms set out in this Provisional Allotment Letter and the accompanying Prospectus and/or Rights Issue Documents and subject to the memorandum and articles of association of the Company. I/We have read the conditions and procedures for application set out in the enclosed sheet and agree to be bound thereby.

敬啟者：

本人／吾等謹請閣下將表格甲內乙欄所列之供股股份數目登記於本人／吾等名下，本人／吾等同意依照本暫定配額通知書及隨附之供股章程及／或供股文件內所載條款並在貴公司之公司組織章程大綱及細則之限制下接納此等股份。本人／吾等已細閱附頁所載各項條件及申請手續，並同意受其約束。

Existing Shareholder(s)  
Please mark "X" in this box  
現有股東請在本欄內填上「X」號

To be completed in block letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.  
請用英文正楷填寫。聯名申請人僅須填寫排名首位之申請人之地址。

Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other Names 名字	Name in Chinese 中文姓名
Full Name(s) of Joint Applicants 聯名申請人全名			
Address in English (joint applicants should give one address only) 英文地址 (聯名申請人只需 填寫一個地址)			
Occupation 職業			Tel. No. 電話號碼
Dividend Instructions 派息指示			
Name & Address of Bank 銀行名稱及地址			Bank Account No. 銀行賬戶號碼

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

**Signature(s) of applicant(s) (all joint applicants must sign)**  
申請人簽署(所有聯名申請人均須簽署)

Date 日期：\_\_\_\_\_

NOTE: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for Rights Shares.  
附註：有關轉讓閣下之供股股份認購權須繳付香港印花稅。



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)**

12 July 2018

Dear Qualifying Shareholder(s),

Reference is made to the prospectus of China Agroforestry Low-Carbon Holdings Limited dated 12 July 2018 (the “Prospectus”) in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein, unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you Rights Shares on the basis of three Rights Shares for every two Shares registered in your name on the register of members of the Company as at the Record Date (that is, Wednesday, 11 July 2018) at a subscription price of HK\$0.052 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

Documents issued in connection with the Rights Issue have not been registered or filed under or conformed to any applicable securities legislation of any jurisdictions other than Hong Kong. No action has been taken in any territory or jurisdiction outside Hong Kong, to permit the offering of the Rights Shares or the distribution of any documents in connection with the Rights Issue. No person receiving the Prospectus or any of the PAL or EAF in any territory or jurisdiction outside Hong Kong may treat this as an offer or an invitation to apply for Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of anyone outside Hong Kong wishing to make an application for Rights Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant territories and jurisdictions, including the obtaining of any governmental or other consents and to pay any taxes and duties. The Company will not be responsible for verifying the legal qualification of such Overseas Shareholder and/or resident in such territory or jurisdiction, thus, should the Company suffer any losses or damages due to non-compliance with the relevant laws of such territory or jurisdiction by any such Overseas Shareholder and/or resident, the Overseas Shareholder and/or resident shall be responsible to compensate the Company for the same. The Company shall not be obliged to issue the nil-paid Rights Shares or fully-paid Rights Shares to any such Overseas Shareholder and/or resident, if at the Company’s absolute discretion issuing the nil-paid Rights Shares or fully-paid Rights Shares to them does not comply with the relevant laws of such territory or jurisdiction.

The Company reserves the right to refuse to accept any application for Rights Shares if it believes, or has reason to believe, that such acceptance would violate the applicable securities or other laws or regulations of any territory. No application for Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder.

The Rights Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Rights Shares, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

#### **PROCEDURES FOR ACCEPTANCE**

To take up your provisional allotment in full, you must lodge the whole of the original PAL intact with the Company’s Hong Kong Branch Share Registrar and Transfer Office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (the “Registrar”) together with a remittance for the full amount payable on acceptance, as set out in Box C in Form A, so as to be received by no later than 4:00 p.m. on Thursday, 26 July 2018 (or, under bad weather conditions, such later date as mentioned in the paragraph headed “Effect of bad weather” in the enclosed sheet). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and banker’s cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “**CHINA AGROFORESTRY LOW-CARBON HOLDINGS LIMITED — RIGHTS ISSUE**” and crossed “Account Payee Only”. Such payment will constitute acceptance of the provisional allotment on the terms of the PAL and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be given for such remittances.

It should be noted that unless the PAL, together with the appropriate remittance for the amount shown in Box C in Form A, has been physically received as described above by no later than 4:00 p.m. on Thursday, 26 July 2018 (or, under bad weather conditions, such later date as mentioned in the paragraph headed “Effect of bad weather” in the enclosed sheet) whether from the original allottee or any person in whose favour the rights have been validly transferred, the provisional allotment and all rights under the PAL will be deemed to have been declined and will be cancelled.

Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant territories and jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited, will give or is subject to the above representation and warranty.

#### **EXCESS RIGHTS SHARES**

If you wish to apply for any Rights Shares in addition to your provisional allotment under the PAL, you must complete and sign the accompanying EAF as indicated thereon and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the Registrar by no later than 4:00 p.m. on Thursday, 26 July 2018 (or, under bad weather conditions, such later date as mentioned in the paragraph headed “Effect of bad weather” in the enclosed sheet). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and banker’s cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “**CHINA AGROFORESTRY LOW-CARBON HOLDINGS LIMITED — EXCESS APPLICATION**” and crossed “Account Payee Only”. It should be noted that the allotment of excess Rights Shares will be made by the Directors on a fair and equitable basis on a pro rata basis in proportion to the number of excess Rights Shares being applied for under each application. No reference will be made to Rights Shares subscribed through applications by PAL(s) or the existing number of Shares held by Qualifying Shareholders. If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under PAL(s) is greater than the aggregate number of excess Rights Shares applied for through EAF(s), the Directors will allocate in full to each Qualifying Shareholder the number of excess Rights Shares applied for under the EAF(s). In applying the above

principles, reference will only be made to the number of excess Rights Shares being applied for. No preference will be given to topping up odd lots to whole board lots. Please refer to the section headed “Letter from the Board — Application for excess Rights Shares” in the Prospectus for further details. Qualifying Shareholders are not guaranteed to be allotted all or any of the excess Rights Shares applied for.

#### **TRANSFER**

If you wish to transfer all of your rights to subscribe for Rights Shares provisionally allotted to you under the PAL, you must complete and sign the Form of Transfer and Nomination (Form B) and hand the PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the Registration Application Form (Form C) and lodge the PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar so as to be received by no later than 4:00 p.m. on Thursday, 26 July 2018. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares.

#### **SPLITTING**

If you wish to accept only part of your provisional allotment or transfer a part of your right to subscribe for the Rights Shares provisionally allotted under the PAL or to transfer part of your rights to more than one person, the original PAL must be surrendered by no later than 4:30 p.m. on Wednesday, 18 July 2018 to the Registrar who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

#### **TERMINATION OF THE UNDERWRITING AGREEMENT**

The Rights Issue is conditional upon the fulfilment of the condition set out under the section headed “Letter from the Board — Condition of the Rights Issue” in the Prospectus. If the condition of the Rights Issue is not fulfilled, the Rights Issue will not proceed. The Underwriting Agreement contains provisions entitling the Underwriters to terminate the Underwriting Agreement on or prior to the Latest Time for Termination in accordance with the terms thereof on the occurrence of certain event as set out under the section headed “TERMINATION OF THE UNDERWRITING AGREEMENT” in the Prospectus. If the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the Rights Issue will not proceed.

#### **CHEQUES AND BANKER’S CASHIER ORDERS**

All cheques and banker’s cashier orders will be presented for payment immediately upon receipt and all interest earned on such monies, if any, will be retained for the benefit of the Company. Completion and return of the PAL together with a cheque or banker’s cashier order in payment for the Rights Shares accepted will constitute a warranty by the applicant that the cheque or banker’s cashier order will be honoured on first presentation. If any cheque or banker’s cashier order is dishonoured on first presentation, the PAL is liable to be rejected, and in that event the provisional allotment and all Rights Shares given pursuant to it will be deemed to have been declined and will be cancelled.

#### **CERTIFICATES FOR RIGHTS SHARES AND REFUND**

It is expected that certificates for the Rights Shares in their fully-paid form will be despatched by ordinary post to those entitled at their own risk on Friday, 3 August 2018. You will receive one share certificate for all the Rights Shares issued to you.

If the Underwriters exercise the right to terminate or rescind the Underwriting Agreement and/or if the condition of the Rights Issue is not fulfilled, the remittance received in respect of the acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses on Friday, 3 August 2018.

#### **EFFECT OF BAD WEATHER**

If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on the date of the Latest Time for Acceptance (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance (being the latest time for acceptance and payment of the Rights Shares and for application and payment for excess Rights Shares) will be extended to 5:00 p.m. on the same Business Day; and (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Thursday, 26 July 2018, the dates mentioned above may be affected. The Company will notify Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

#### **GENERAL**

Lodgement of the PAL with, where relevant, the Form of Transfer and Nomination (Form B) purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or certificates for Shares.

The PAL and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, Hong Kong law.

Further copies of the Prospectus giving details of the Rights Issue are available from the Registrar at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong during normal business hours.

#### **PERSONAL DATA COLLECTION — PAL**

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its registered office Rooms 1002–1003, 10/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary, or (as the case may be) to the Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for the attention of Privacy Compliance Officer.

Yours faithfully,  
For and on behalf of  
**China Agroforestry Low-Carbon Holdings Limited**  
**Lei Zuliang**  
Chairman





# 中國農林低碳控股有限公司

## CHINA AGROFORESTRY LOW-CARBON HOLDINGS LIMITED

(於開曼群島註冊成立的有限公司)

(股份代號：01069)

敬啟者：

茲提述中國農林低碳控股有限公司就供股於二零一八年七月十二日刊發的供股章程(「供股章程」)。除文義另有指明外，供股章程所界定之詞彙與本函件所採用者具有相同涵義。根據供股章程所載條款，董事已按在記錄日期(即二零一八年七月十一日(星期三))在公司股東名冊登記於閣下名下每兩股股份可獲發三股供股股份之基準，按每股供股股份0.052港元之認購價向閣下暫定配發供股股份。閣下於記錄日期持有之股份數目列於表格甲的甲欄，而閣下獲暫定配發之供股股份數目列於表格甲的乙欄。

就供股而刊發之文件並無根據或遵從香港以外任何司法權區之任何適用證券法例登記或存案。在香港以外任何地區或司法權區亦無採取任何行動以批准提呈發售供股股份或派發就供股而刊發之任何文件。於香港以外任何地區或司法權區接獲供股章程、任何暫定配額通知書或額外申請表格之任何人士，概不得將之視為申請供股股份之要約或邀請，除非於有關地區或司法權區可在毋須遵照任何登記或其他法例或監管規定之情況下合法提出該項要約或邀請。位於香港以外之任何人士如欲為其本身申請供股股份，則有責任確保已就此遵守所有有關地區及司法權區之法例及規例，包括取得任何政府或其他同意，及就此繳納任何稅項及徵稅。本公司將不會負責核實該海外股東及／或居民於有關地區或司法權區之法律資格，因此，倘本公司因任何有關海外股東及／或居民未有遵從有關地區或司法權區之相關法例而蒙受任何損失或損害，該海外股東及／或居民須負責就此向本公司作出賠償。倘本公司全權酌情認為向任何有關海外股東及／或居民發行未繳股款之供股股份或繳足股款之供股股份不符合有關地區或司法權區之相關法例，則本公司並無義務向其發行未繳股款之供股股份或繳足股款之供股股份。

倘本公司相信或有理由相信接納任何供股股份申請將違反任何地區適用之證券或其他法例或規例，則會保留拒絕接納該申請之權利。任何不合資格股東提出之供股股份申請一概不獲受理。

供股股份一經配發及發行，將與配發及發行供股股份當日之已發行股份在各方面享有同等權利，包括收取可能於供股股份之配發及發行日期或之後所宣派、作出或派付之一切股息及分派之權利。

### 接納手續

閣下如欲全數接納暫定配額，須不遲於二零一八年七月二十六日(星期四)(或在惡劣天氣情況下，載於附頁「惡劣天氣之影響」一段所述之較後日期)下午四時正前將暫定配額通知書整份正本連同表格甲的丙欄所示須於接納時繳付之全部股款，送交本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓(「過戶處」)。全部款項須以港元支付。支票及銀行本票須分別由香港之持牌銀行戶口開出及香港之持牌銀行發出，註明抬頭人為「**CHINA AGROFORESTRY LOW-CARBON HOLDINGS LIMITED — RIGHTS ISSUE**」，並劃線註明「**只准入抬頭人賬戶**」。閣下繳付股款後即表示按照暫定配額通知書與供股章程之條款，並在本公司之組織章程大綱及細則之規限下接納暫定配額。本公司將不就股款另發收據。

務請注意，除非暫定配額通知書連同表格甲的丙欄所示之應繳款項不遲於二零一八年七月二十六日(星期四)(或在惡劣天氣情況下，載於附頁「惡劣天氣之影響」一段所述之較後日期)下午四時正前由原獲配發人或任何有效承讓權利之人士按上文所述交回，否則暫定配額及暫定配額通知書項下一切權利將視為予以放棄並將予以註銷。

任何人士如接納供股股份的要約，即被視為構成對本公司作出之保證及陳述，表明已經或將會就暫定配額通知書及接納暫定配額通知書全面遵守香港以外之所有有關地區及司法權區之一切登記、法定及監管規定。為釋疑起見，香港結算及香港中央結算(代理人)有限公司概不會作出上述任何聲明或保證，亦不受上述任何聲明或保證所規限。

### 額外供股股份

閣下如擬申請認購暫定配額通知書項下閣下所獲暫定配額以外之任何供股股份，必須按隨附之額外申請表格上之指示填妥及簽署表格，連同就所申請認購額外供股股份須於申請時繳足之另一筆款項，不遲於二零一八年七月二十六日(星期四)(或在惡劣天氣情況下，載於附頁「惡劣天氣之影響」一段所述之較後日期)下午四時正前一併交回過戶處。所有款項必須以港元支付。支票及銀行本票須分別由香港之持牌銀行戶口開出及香港之持牌銀行發出，註明抬頭人為「**CHINA AGROFORESTRY LOW-CARBON HOLDINGS LIMITED — EXCESS APPLICATION**」，並劃線註明「**只准入抬頭人賬戶**」。務請注意，額外供股股份將由董事根據每項申請所申請認購的額外供股股份數目比例，按公平公正基準酌情分配。本公司將不會參考根據暫定配額通知書申請認購的供股股份或合資格股東持有的現有股份數目。倘不獲合資格股東根據暫定配額通知書承購的供股股份總數多於透過額外申請表格申請認購的額外供股股份總數，則董事將向每名合資格股東悉數分配

額外申請表格項下所申請認購的額外供股股份數目。應用上述原則時，僅會參考所申請認購的額外供股股份數目。旨在將碎股補足為完整買賣單位的申請將不獲優先處理。進一步詳情請參閱供股章程「董事會函件—申請認購額外供股股份」一節。概不保證合資格股東可獲配發全部或任何所申請之額外供股股份。

#### 轉讓

閣下如欲將暫定配額通知書項下獲暫定配發之供股股份認購權全部轉讓他人，須填妥及簽署轉讓及提名表格(表格乙)，並將暫定配額通知書交予閣下欲轉讓權利之人士或經手轉讓權利之人士。承讓人則須填妥及簽署登記申請表格(表格丙)，並將暫定配額通知書連同表格甲的丙欄所示須於接納時繳足之全部款項，不遲於二零一八年七月二十六日(星期四)下午四時正前交回過戶處。務請注意，閣下於轉讓可認購有關供股股份之權利時須繳納香港印花稅。

#### 拆細

閣下如僅接納部分暫定配額或將閣下根據暫定配額通知書獲暫定配發認購供股股份之部分權利轉讓，或向超過一名人士轉讓閣下所持之部分權利，則原有暫定配額通知書須不遲於二零一八年七月十八日(星期三)下午四時三十分前交回過戶處，而過戶處將註銷原有暫定配額通知書及按所要求之股份數目發出新暫定配額通知書，新暫定配額通知書可於交回原有暫定配額通知書後第二個營業日上午九時正後於過戶處領取。

#### 終止包銷協議

供股須待供股章程「董事會函件—供股條件」一節項下所載之條件獲達成後，方可作實。倘供股之條件不能達成，則不會進行供股。包銷協議載有條文賦予包銷商權利在供股章程「終止包銷協議」一節項下所述之若干情況下，於最後終止時限或之前根據包銷協議之條款終止包銷協議。倘若包銷協議並未成為無條件或倘包銷協議根據其項下之條款被終止，則不會進行供股。

#### 支票及銀行本票

所有支票及銀行本票均將於收訖後即時過戶，而該等款項所賺取之全部利息(如有)將撥歸本公司所有。填妥及交回暫定配額通知書連同繳付所接納之供股股份股款之支票或銀行本票，即構成申請人對該支票或銀行本票於首次過戶時即可兌現之保證。倘任何支票或銀行本票於首次過戶時未能兌現，則暫定配額通知書可遭拒絕受理；在此情況下，該暫定配額及據此獲得之所有供股股份將視為予以放棄並將予註銷。

#### 供股股份之股票及退款

預期繳足股款供股股份之股票將於二零一八年八月三日(星期五)以平郵方式寄發予有權收取之人士，郵誤風險概由彼等自行承擔。閣下將就所獲發行之全部供股股份獲發一張股票。

倘若包銷商行使權利終止或撤回包銷協議，及／或供股之條件未能達成，就接納供股股份所收取的股款將於二零一八年八月三日(星期五)不計利息以支票方式退還予合資格股東或獲有效轉讓未繳股款供股股份的其他人士(或倘為聯名接納人，則為名列首位人士)，支票將以平郵方式寄往該等合資格股東或其他有關人士的登記地址，郵誤風險概由彼等承擔。

#### 惡劣天氣之影響

倘「黑色」暴雨警告或八號或以上熱帶氣旋警告信號於最後接納時限當日(i)中午十二時正前任何時間在香港生效，並於當日中午十二時正後解除，則最後接納時限(為接納供股股份及支付股款以及申請認購額外供股股份及支付股款之最後時限)將延長至同一營業日下午五時正；及(ii)中午十二時正至下午四時正期間任何時間在香港生效，則最後接納時限將重新安排至下一個於上午九時正至下午四時正期間任何時間香港並無發出該等警告之營業日下午四時正。

倘最後接納時限並無於二零一八年七月二十六日(星期四)發生，則以上所述日期或會受到影響。倘預期時間表有任何變動，本公司將盡快刊發公佈通知股東。

#### 一般資料

一併交回暫定配額通知書及(如適用者)轉讓及提名表格(表格乙)(已由獲發本暫定配額通知書之人士簽署)後，即確實證明交回上述文件之人士有權處理本暫定配額通知書，並有權收取拆細後之暫定配額通知書及／或股份之股票。

暫定配額通知書及任何接納當中所載要約之事宜須受香港法例管轄並按其詮釋。

載述供股詳情之供股章程，於一般辦公時間內在過戶處(地址為香港皇后大道東183號合和中心22樓)可供索取。

#### 收集個人資料—暫定配額通知書

填妥、簽署及交回本暫定配額通知書隨附表格，即表示閣下同意向本公司、過戶處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納暫定配發供股股份之人士之任何資料。《個人資料(私隱)條例》賦予證券持有人權利，可確定本公司或過戶處是否持有其個人資料、索取有關資料之副本及更正任何不準確資料。根據《個人資料(私隱)條例》，本公司及過戶處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息之所有要求，應寄往本公司之註冊辦事處(地址為香港灣仔港灣道23號鷹君中心10樓1002-1003室)或根據適用法例不時通知之地址，交予公司秘書；或(視情況而定)寄往過戶處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心22樓)，交予私隱條例事務主任。

此致

列位合資格股東 台照

代表  
中國農林低碳控股有限公司  
主席  
雷祖亮  
謹啟

二零一八年七月十二日