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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)

INSIDE INFORMATION UPDATE ON THE POSSIBLE COOPERATION

This announcement is made by China Agroforestry Low-Carbon Holdings Limited (the “**Company**”) pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcements of the Company dated 29 October 2014 (the “**Announcement**”) in relation to the negotiation with a well-known large scale fund company in the United States of America (the “**US Fund Company**”) regarding the financing activities of the Company. Unless otherwise stated or the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Board wishes to inform the shareholders of the Company that the Company is still in the process of negotiating with the US Fund Company the terms of the Possible Cooperation and in particular, a possible issuance of corporate bonds by the Company to the US Fund Company (the “**Bond Issue**”). If the Possible Cooperation and the Bond Issue materialise, further announcement(s) will be made by the Company as and when appropriate in accordance with the Listing Rules.

The Board wishes to emphasise that no binding agreements in relation to the Possible Cooperation and the Bond Issue has/have been entered into as at the date of this announcement. Shareholders and potential investors of the Company should note that the Possible Cooperation may or may not proceed and are advised to exercise caution when dealing in the shares of the Company.

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

Shenzhen, the PRC, 19 December 2014

As at the date of this announcement, the executive Directors are Mr. Lei Zuliang and Mr. Long Weihua. The non-executive Directors are Professor Liu Zhikun and Mr. Zhou Xianyan. The independent non-executive Directors are Ms. Tian Guangmei, Mr. Liang Guoxin and Mr. Liu Zhaoxiang.