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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Agroforestry Low-Carbon Holdings Limited (the “**Company**”) will be held at Rooms 1002–1003, 10/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 15 July 2016 at 11:30 a.m. to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolution of the Company:

“**THAT**

- (a) the acquisition agreement dated 22 April 2016 entered into between the Company as purchaser and Mr. Lai Liangduo* (黎良多), Mr. Liu Jianpu* (劉建甫), Mr. He Hongxing* (何紅星), Mr. Jin Changsheng* (金昌勝) and Mr. Xu Honggang* (許洪剛) as vendors in relation to the Acquisition (as defined in the circular of the Company dated 27 June 2016 (the “**Circular**”), a copy of which is marked “A” and signed by the chairman of the meeting for identification purpose and has been tabled at the meeting) (the “**Acquisition Agreement**”) at the consideration of up to RMB250,000,000 (subject to adjustment), which will be satisfied by way of cash of RMB68,000,000 and the allotment and issue of the Consideration Shares (as defined in the Circular) by the Company and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue the Consideration Shares at HK\$0.33 per Consideration Share in accordance with the terms and conditions of the Acquisition Agreement, and that the Consideration Shares shall, when allotted and issued, be credited as fully paid and rank pari passu in all respects with all other shares of the Company in issue on the date of such allotment and issue;

- (c) subject to The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the Directors be and are hereby granted a specific mandate to allot and issue the Consideration Shares pursuant to the Acquisition Agreement; and
- (d) any one or more Director(s) be and is/are authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Acquisition Agreement and all transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided for in the Acquisition Agreement) as are, in the opinion of such Director(s), in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 27 June 2016

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use of the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the executive Directors are Mr. Lei Zuliang, Professor Fei Phillip, Mr. Long Weihua and Mr. Wang Yue. 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.

* *For identification purpose only*