



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)

Form of proxy for use by shareholders at the Annual General Meeting of the Company to be held on 10:30 a.m., Thursday, 29 June 2017 and any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
ordinary share(s) of HK\$0.002 each in the capital of China Agroforestry Low-Carbon Holdings Limited (the “Company”) hereby appoint the Chairman of the annual general meeting of the company (“AGM”), or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM of the Company to be held at Rooms 1002–1003, 10/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong at 10:30 a.m., on Thursday, 29 June 2017 and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening the AGM as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the AGM and/or at any adjournment thereof:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited financial statements and the reports of the directors and of the auditors of Company for the year ended 31 December 2016		
2A.	To re-elect Mr. Lei Zuliang as an executive director of the Company		
2B.	To re-elect Professor Liu Zhikun as a non-executive director of the Company		
2C.	To re-elect Ms. Tian Guangmei as an independent non-executive director of the Company		
3.	To authorise the board of directors of the Company to fix the directors remuneration		
4.	To re-appoint CCTH CPA Limited, the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration		
5.	To give a general mandate to the directors of the Company to allot, issue or otherwise deal with additional shares not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of this resolution		
6.	To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of this resolution		
7.	To extend the general mandate granted to the directors of the Company to issue shares by the number of shares repurchased		
8.	To approve the increase in authorised share capital of the Company		

Dated _____ day of _____ 2017 Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out “the Chairman of the Meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT**
- The description of the resolutions is by way of summary only. The full text appears in the notice of the AGM.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM and/or at any adjournment thereof other than those referred to in the notice convening the AGM.
- This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the AGM of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
- This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the AGM or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the AGM convened and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The notice of the AGM is set out in the Company’s circular dated 27 April 2017.