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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)

- (1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHAIRMAN OF NOMINATION COMMITTEE, AND
MEMBER OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE;
(2) CHANGE OF JOINT COMPANY SECRETARY;
AND
(3) LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

The Board announces, with effect from 16 April 2014, that:

- (1) Mr. Zhou has resigned as an independent non-executive Director, chairman of the nomination committee and member of the audit committee and remuneration committee of the Company;
- (2) Mr. Liu has been appointed as an independent non-executive Director, chairman of the nomination committee and member of the audit committee and remuneration committee of the Company;
- (3) Ms. Chan has tendered her resignation as a joint company secretary of the Company; and
- (4) Mr. Leung has been appointed as a joint company secretary of the Company.

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN
OF NOMINATION COMMITTEE, AND MEMBER OF AUDIT COMMITTEE AND
REMUNERATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of China Agroforestry Low-Carbon Holdings Limited (the “**Company**”) announces that Mr. Zhou Wei (“**Mr. Zhou**”) resigned as an independent non-executive Director, chairman of the nomination committee, and member of the audit committee and the remuneration committee of the Company with effect from 16 April 2014 due to his desire to devote more time to his personal endeavours.

Mr. Zhou has confirmed that there is no disagreement with the Company in any respect and there are no matters which need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

The Board would like to express its sincere gratitude to Mr. Zhou for his valuable contribution during his term of office with the Company.

(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF NOMINATION COMMITTEE, AND MEMBER OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board further announces that Mr. Liu Zhaoxiang (“**Mr. Liu**”) has been appointed as an independent non-executive Director, chairman of the nomination committee, and member of the audit committee and the remuneration committee of the Company with effect from 16 April 2014.

Mr. Liu, aged 66, graduated with a Bachelor degree in industrial economics and management at the Economics Management and Journal Union University (經濟管理刊授聯合大學) of the People’s Republic of China (the “**PRC**”) in 1986. Mr. Liu has been a member of the Chinese Institute of Certified Public Accountants since 18 March 2000. He has more than 42 years of experience in accounting and auditing, and worked at various stated-owned enterprises, government departments at municipal level and an accounting firm in Hubei Province of the PRC. From 2005 to 2012, Mr. Liu had been a partner of Wongga Partners Certified Public Accountants (SZ) (深圳皇嘉會計師事務所) and since 2012, he has been a chief auditor of the said accounting firm.

As at the date of this announcement, Mr. Liu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group, and save as disclosed above, he does not have other major appointments and professional qualifications. As far as the Board is aware, save as being an independent non-executive Director, Mr. Liu does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company and he has no interests or short positions in the shares or underlying shares of the Company or its associated corporations which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Mr. Liu will enter into a director’s service agreement with the Company from 16 April 2014 to the date of next annual general meeting of the Company. Mr. Liu will hold office until the conclusion of the next annual general meeting of the Company and will then be eligible for reelection in accordance with the Company’s articles of association. Mr. Liu will be entitled to receive a director’s remuneration with reference to his roles and responsibilities and the prevailing market conditions.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Mr. Liu that need to be brought to the attention of the shareholders of the Company pursuant to Rule 13.51(2)(w) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), and there is no other information that are required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its warmest welcome to Mr. Liu on his appointment.

(3) CHANGE OF JOINT COMPANY SECRETARY

Furthermore, the Board announces that Ms. Chan Ling (“**Ms. Chan**”) has tendered her resignation as a joint company secretary of the Company with effect from 16 April 2014. Ms. Chan confirms that she has no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to her resignation.

The Board is pleased to announce the appointment of Mr. Leung Man Kit (“**Mr. Leung**”) a joint company secretary of the Company with effect from 16 April 2014. Mr. Leung is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants as well as a Fellow Member of the Association of International Accountants, Fellow Member of the Taxation Institute of Hong Kong and also Member of The Hong Kong Institute of Directors. He obtained a Master Degree of Business Administration in Financial Management from The University of Hull in the United Kingdom. Mr. Leung has over 13 years of audit and tax experience from various listed and private companies in Hong Kong and the PRC. He is also experienced in carrying out compliance duties of company listed on the Stock Exchange. Mr. Leung was an executive director of Modern Beauty Salon Holdings Limited (Stock Code: 919), a company listed on the Main Board of the Stock Exchange, from 15 September 2010 to 13 February 2014. Save as disclosed above, Mr. Leung did not hold directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

The Board would like to express its sincere appreciation to Ms. Chan for her invaluable contribution to the Company during the period of her services and also extend its welcome to Mr. Leung on his appointment.

(4) LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS

The members of the Board with effect from 16 April 2014 are set out below:

Executive Directors

Mr. Lei Zuliang (*Chairman*)

Mr. Cai Shuiyong

Mr. Long Weihua

Non-executive Directors

Professor Liu Zhikun

Mr. Zhou Xianyan

Independent non-executive Directors

Ms. Tian Guangmei

Mr. Liang Guoxin

Mr. Liu Zhaoxiang

The Board has established three committees. The membership information of these committees is set out below:

Audit committee

Ms. Tian Guangmei (*Chairman*)

Mr. Liang Guoxin

Mr. Liu Zhaoxiang

Remuneration committee

Mr. Liang Guoxin (*Chairman*)

Mr. Cai Shuiyong

Mr. Liu Zhaoxiang

Nomination committee

Mr. Liu Zhaoxiang (*Chairman*)

Mr. Cai Shuiyong

Mr. Liang Guoxin

By order of the Board

China Agroforestry Low-Carbon Holdings Limited

Lei Zuliang

Chairman

Shenzhen, the PRC, 16 April 2014