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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)

**CLARIFICATION ANNOUNCEMENT TO ANNUAL RESULTS
ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2014**

Reference is made to the annual results announcement for the year ended 31 December 2014 dated 31 March 2015 of (the “**Results Announcement**”) of China Agroforestry Low-Carbon Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”).

The board (the “**Board**”) of directors (the “**Director**”) of the Company would like to advise that the following should be included before the section headed “Business and Operational Review” on page 21 of the Results Announcement:

“EXTRACT OF THE AUDITORS’ REPORT

The following is an extract of the independent auditors’ report on the Group’s annual financial statement for the year ended 31 December 2014:

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2014, and of its loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Emphasis of matter

Without qualifying our opinion, we draw attention to Note 2 to the consolidated financial statements regarding the adoption of going concern basis on which the consolidated financial statements have been prepared. As at 31 December 2014, the Group and the Company had

net current liabilities of approximately RMB10,180,000 and RMB26,581,000 respectively. The conditions set out in Note 2 to the consolidated financial statements indicate the existence of a material uncertainty which may cast significant doubt on the ability of the Group and the Company to continue as a going concern. The consolidated financial statements do not include any adjustments that would result from a failure to obtain the funding as referred to in Note 2 for financing the working capital and financial commitments of the Group and the Company for the foreseeable future.”

Save as disclosed in this announcement, the Board confirms that there is no other amendment to the Results Announcement.

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

Shenzhen, the PRC, 4 June 2015

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.