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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)**

**COMPLETION OF SUBSCRIPTION AND SETTLEMENT AGREEMENT  
AND  
ISSUE OF SHARES UNDER THE GENERAL MANDATE**

Reference is made to the announcement of China Agroforestry Low-Carbon Holdings Limited (the “**Company**”) dated 15 July 2015 (the “**Announcement**”) and the clarification announcement dated 16 July 2015 in relation to the Subscription and Settlement Agreement and the issue of Shares under General Mandate. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Announcement.

**COMPLETION OF SUBSCRIPTION AND SETTLEMENT AGREEMENT AND ISSUE  
OF SHARES UNDER THE GENERAL MANDATE**

The Board is pleased to announce that all the conditions precedent of the Subscription and Settlement Agreement had been fulfilled and the completion of the Subscription took place on 11 August 2015 in accordance with the terms and conditions of the Subscription Agreement.

Pursuant to the Subscription and Settlement Agreement, an aggregate of 69,762,915 Subscription Shares (new Subdivided Shares), representing approximately 2.40% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares as at the date of this announcement, were allotted and issued to the Subscriber at the Subscription Price of HK\$0.32004 per Subdivided Share.

The Subscription Shares were allotted and issued pursuant to the General Mandate granted to the Directors at the annual general meeting of the Company held on 28 May 2015.

Pursuant to the Subscription and Settlement Agreement, upon completion of the Subscription, Maple Reach agreed to release and discharge the Company from all claims, damages, liabilities, causes of action and demands whatsoever which it now has or may consider it has against the Company in relation to the Redemption Premium payable pursuant to the Subscription Agreement and the Supplemental Deed.

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

Hong Kong, 11 August 2015

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