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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: 1069)

PROFIT WARNING

The board (the “**Board**”) of directors (the “**Directors**”) of China Agroforestry Low-Carbon Holdings Limited (the “**Company**”) hereby pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the preliminary assessment of the unaudited consolidated management accounts of the Group for the year ended 31 December 2018 (“**FY 2018**”) and other information currently available to the Company, it is expected that the Group will record an increase in loss when compared with a loss attributable to the owners of the Company of approximately RMB7.7 million for the year ended 31 December 2017. The increase in loss for FY 2018 is primarily attributable to (i) the gain on change in fair value of contingent consideration payable of approximately RMB30 million for the year ended 31 December 2017 but it is not applied for FY 2018 and (ii) a significant decrease of the revenue from the container house business for FY 2018.

The Company is still in progress of finalising the annual results for FY 2018. The information contained in this announcement is only based on the Board’s preliminary review of the unaudited consolidated management accounts of the Group for FY 2018 (which has not been reviewed by the auditors and/or audit committee of the Company) and information currently available to the Group which may be subject to further amendments. The details of the Group’s results will be disclosed in the annual results announcement for FY 2018 which is expected to be announced on 29 March 2019.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
China Agroforestry Low-Carbon Holdings Limited
Wang Yue
Chairman, Executive Director and Chief Executive Officer

Shenzhen, the PRC, 22 March 2019

As at the date of this announcement, the executive Directors are Professor Fei Phillip and Mr. Wang Yue. The non-executive Director is Professor Liu Zhikun. The independent non-executive Directors are Ms. Tian Guangmei, Mr. Liang Guoxin and Mr. Liu Zhaoxiang.