

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

31/10/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China Agroforestry Low-Carbon Holdings Limited
Date Submitted	04/11/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 01069 Description : Ordinary Shares							
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>				
Balance at close of preceding month	50,000,000,000	0.002	100,000,000				
Increase/(decrease)	Nil	<u>0.002</u>	Nil				
Balance at close of the month	50,000,000,000	0.002	100,000,000				
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>							
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>				
Balance at close of preceding month	N/A	N/A	<u>N/A</u>				
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>				
Balance at close of the month							

2. Preference Shares

Stock code : <u>Nil</u> Descr	iption : <u>Nil</u>		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	h <u>Nil</u>	Nil	Nil
Increase/(decrease)	Nil		Nil
Balance at close of the month	Nil	Nil	Nil

3. Other Classes of Shares

Stock code : <u>Nil</u> Desc	ription : <u>Nil</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding mont	th <u>Nil</u>	Nil	Nil
Increase/(decrease)	Nil	-	Nil
Balance at close of the month	Nil	Nil	Nil

Total authorised share capital at the end of the month (*State* **100,000,000** *currency*) :

II. Movements in Issued Share Capital

	No. of ordir (1)	nary shares (2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	11,024,220,415	Nil	Nil	Nil
Increase/ (decrease) during the month	Nil	Nil	Nil	Nil
Balance at close of the month	11,024,220,415	Nil	Nil	Nil

III. Details of Movements in Issued Share Capital

Share Options (und	er Share Op	tion Schemes	of the Issuer)			
Particulars of share option scheme including EGM		Maximum ont duri				No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date		Movement duri	ng the monu		_	the month
(dd/mm/yyyy) and						
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1.	Granieu	LAGIOISEG	Gancened	Сарэеч		
Nil	Nil	Nil	Nil	Nil	Nil	Nil
(/ /)						
shares						
(Note 1)						
2.						
<u> </u>						
Nil	Nil	Nil	Nil	Nil	Nil	Nil
(/ /)						
shares						
(Note 1)						
3.						
<u> </u>						
Nil	Nil	Nil	Nil	Nil	Nil	Nil
(/ /)						
shares		. <u> </u>				
(Note 1)		Tota	al A. (Ordina	rv chares)	Nil	
		1010	(Preferenc			
				ther class)		
Total funds raised d	luring the mo	onth from exerc	•	,		
of options (State cu	rrency)		Ni	<u> </u>		

Warrants to Issue Shares of the	e Issuer which	are to be Liste	ed		
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	e Exercised during the month	Nominal value at close of the month	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>					
Class of shares issuable (Note 1)					
Subscription price EGM approval date					
(if applicable)					
(dd/mm/yyyy)	(/ /)			
<u>2. N/A</u>					
(/ /)					
Subscription price					
EGM approval date (if applicable)					
(dd/mm/yyyy)	(/ /)			
3. N/A	×	,			
(/ /) Stock code (if listed)					
Class of shares issuable (Note 1)					
Outra animitiana maina					
EGM approval date					
(if applicable)					
	(/ /)			
<u>4. N/A</u>					
Stock code (if listed)					
Class of shares					
iccurchic (Note 1)					
Subscription price					
EGM approval date					
(if applicable) (dd/mm/yyyy)	()			
(dd/11111/yyyy))			
		Total		ary shares) <u>Ni</u> l	
				ce shares) Nil	_
			(O	other class) Nil	_

Convertibles (i.e. Convertible	e into Shares of th	e Issuer which	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1.</u>						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2.						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.	(/ /) 					
Stock code (if listed)						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)			ary shares) <u>Nil</u> ce shares) <u>Nil</u> ther class) <u>Nil</u>		-

Options (other than under Share Option Schemes)		su, including
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1		
shares (Note 1)		
2		
shares (Note 1)		
3.		
3		
shares (Note 1)		
	NIL	
Total D. (Ordinary shares)	N PI	
(Preference shares)	Nil	
	Nil	
(Other class)		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed including

Type of Issue	orice :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	(/ /)	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	orice :		issuable <i>(Note 1)</i> Issue and allotment	(/ /)		
1. Rights issue At p	orice :		issuable <i>(Note 1)</i> Issue and allotment	(/ /)		
1. Rights issue At p	price :			(/ /)		
					,		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)				
2. Open offer At p	price :	State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (<i>Note 1</i>)				
3. Placing At p	price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		·	EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable <i>(Note 1)</i>				
4. Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

	shares of	shares of
		310163 01
	issuer	issuer which
	issued	may be
	during the	issued
	month	pursuant
	pursuant	thereto as a
	thereto	close of the
Type of Issue		month

5.	Scrip dividend	At price :	State currency ———	date : (dd/mm/yyyy)	(1	/		 -	
6.	Repurchase of shares			Class of shares repurchased <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(1	1)	 	
7.	Redemption of shares			Class of shares redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(1	1			
8.	Consideration issue	At price :	State currency ———	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/)	 	

Type of Issue	No. of new No. of new shares of shares of issuer issuer which issued may be during the issued month pursuant pursuant thereto as a thereto close of the month
9. Capital reorganisation	Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)
10. Other (Please specify) At price : State currency	Class of shares issuable <i>(Note 1)</i> — Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)
	Total E. (Ordinary shares) <u>Nil</u> (Preference shares) <u>Nil</u> (Other class) <u>Nil</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil
(2)	Nil
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	Nil
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	Nil
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the

securities have been fulfilled: (iv) all the securities of each class are in all respects identical (Note 3); (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements; (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue: (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and (viii) executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: <u>Professor Fei Phillip</u>
Title: <u>Chairman and Executive Director</u> (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.