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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) the members (the “**Members**” and each a “**Member**”) of China Agroforestry Low-Carbon Holdings Limited (the “**Company**”) will be held at Rooms 1002–1003, 10/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 27 September 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective, with effect from Wednesday, 2 October 2019:

- (a) every forty (40) issued ordinary shares in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) ordinary share (each a “**Consolidated Share**”) in the share capital of the Company;
- (b) all of the Consolidated Shares shall rank *pari passu* in all respects with each other;
- (c) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company concerned, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

- (d) the Directors and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

By order of the Board of
China Agroforestry Low-Carbon Holdings Limited
Fei Phillip
Chairman and Executive Director

Hong Kong, 23 August 2019

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
2. All resolutions at the extraordinary general meeting will be taken by way of poll.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's Registrars in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time fixed for holding the EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the EGM or adjourned meeting.
6. The register of members of the Company will be closed from 24 September 2019 to 27 September 2019 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the meeting, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 23 September 2019.
7. Members are advised to read the circular of the Company dated 23 August 2019 which contains information concerning the resolution to be prepared in the EGM.
8. References to time and dates in this notice are to Hong Kong time and dates.
9. In the event of inconsistency between any translation and the English text hereof, the English text will prevail.

As at the date of this announcement, the executive Directors are Professor Fei Phillip, Mr. Li Wenjun, Ms. Feng Jiamin, Ms. Lu Wei, Mr. Wang Yue and Mr. Wong Hiu Tung. The non-executive Director is Professor Liu Zhikun. The independent non-executive Directors are Ms. Tian Guangmei, Mr. Liang Guoxin and Mr. Liu Zhaoxiang.