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*(Continued into Bermuda with limited liability)*

**(Stock Code: 8166)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of China Eco-Farming Limited (the “**Company**”) will be held at Room 2002, 20/F, Overseas Trust Bank Building, 160 Gloucester Road, Hong Kong on Thursday, 9 April 2020 at 11:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 23 March 2020 (the “**Circular**”).

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the sale and purchase agreement dated 29 October 2019 entered into between Shenzhen City Shengshi Fuqiang Technology Company Limited\* (深圳市盛世富強科技有限公司) as the vendor and Mr. Chen Chunhui\* (陳春輝) as the purchaser in relation to the very substantial disposal of the Company, a copy of which has been produced to the SGM marked “A” and initialled by the chairman of the SGM for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) Any one of the directors of the Company be and is hereby authorized to do all such acts and things and to execute all such documents for and on behalf of the Company as such director of the Company may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the above sale and purchase agreement.”

By order of the Board  
**China Eco-Farming Limited**  
**So David Tat Man**  
*Executive Director*

Hong Kong, 23 March 2020

*Registered office:*

Clarendon House,  
2 Church Street,  
Hamilton HM 11,  
Bermuda

*Head office and principal place of  
business in Hong Kong:*

Room 2002, 20/F,  
Overseas Trust Bank Building,  
160 Gloucester Road,  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company (the “**Share(s)**”) in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of a Share, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

5. The register of members of the Company will be closed from Tuesday, 7 April 2020 to Thursday, 9 April 2020, both days inclusive, during which period no transfers of shares shall be registered. In order to qualify for attending and voting at the SGM, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 6 April 2020.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the Company's website <http://www.aplushk.com/clients/8166chinaeco-farming/index.html> and the "Latest Company Announcements" page of the GEM website to notify Shareholders of the date, time and place of the rescheduled SGM.

*As at the date of this notice, the executive directors of the Company are Mr. So David Tat Man and Mr. Ng Cheuk Fan, Keith; and the independent non-executive directors of the Company are Mr. Yick Ting Fai, Jeffrey, Mr. Zhang Min and Ms. Yuen Wai Man.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the Company's website at <http://www.aplushk.com/clients/8166chinaeco-farming/index.html> and the "Latest Company Announcements" page of the GEM website for at least 7 days from the date of its publication.*

\* For identification purpose only