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(Continued into Bermuda with limited liability)

(Stock Code: 8166)

**VARIATION TO TERMS
OF
DISCLOSEABLE AND CONNECTED TRANSACTION
ACQUISITION OF THE REMAINING 50% ISSUED SHARE CAPITAL
OF
DELIGHTFUL HOPE LIMITED**

FURTHER AMENDMENTS OF THE AGREEMENT

On 31 March 2020, the parties to the Agreement (as amended by the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement) entered into the Fourth Supplemental Agreement, pursuant to which (i) the Long Stop Date has been extended from 31 March 2020 to 30 September 2020 (or such later date as the parties to the Agreement may agree in writing); and (ii) the deadline of Completion has been extended from 31 March 2020 to 30 September 2020 (or such later date as the parties to the Agreement may agree in writing).

INTRODUCTION

References are made to the announcements dated 17 July 2017, 18 July 2017, 31 July 2017, 17 January 2018 and 19 March 2019 (the “**Announcements**”) issued by China Eco-Farming Limited (the “**Company**”) in respect of the Acquisition of 50% issued share capital of Delightful Hope Limited.

Terms defined in the Announcements shall have the same meanings when used herein, unless the context requires otherwise.

FURTHER AMENDMENTS OF THE AGREEMENT

On 31 March 2020, the parties to the Agreement (as amended by the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement) entered into a fourth supplemental agreement (the “**Fourth Supplemental Agreement**”), pursuant to which the Agreement has been amended with effect from 31 March 2020 as follows:

1. the Long Stop Date has been extended from 31 March 2020 to 30 September 2020 (or such later date as the parties to the Agreement may agree in writing); and
2. the deadline of Completion has been extended from 31 March 2020 to 30 September 2020 (or such later date as the parties to the Agreement may agree in writing).

The Directors (including the independent non-executive Directors) are of the view that the aforesaid amendments and the terms of the Fourth Supplemental Agreement are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

Save and except disclosed above, all other terms of the Agreement (as amended by the Supplemental Agreement, the Second Supplemental Agreement and the Third Supplemental Agreement) remain in full force and effect.

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

Hong Kong, 31 March 2020

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

This announcement, 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 announcement 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 announcement misleading.

This announcement 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.