

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



(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, 8 October 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 21 September 2020 (the “Circular”).

ORDINARY RESOLUTION

“THAT:

- (a) the formal agreement dated 6 August 2020 entered into between Hongkong Shangligao Properties Co., Ltd.* (香港商利高置業有限公司) as the vendor and Ms. Li Hsiu Yuan* (李綉媛) as the purchaser in relation to the major transaction disposal of properties 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 formal agreement.”

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

Hong Kong, 21 September 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 “**Shares(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 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 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 5 October 2020 to 8 October 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 30 September 2020.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Government of Hong Kong 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.

PRECAUTIONARY MEASURES FOR THE SGM

The holding of the SGM in order to comply with the GEM Listing Rules and the articles of association of the Company could potentially create a significant risk in terms of the spread of the novel coronavirus disease (the “**COVID-19**”) pandemic because of large crowds coming together.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the SGM, the Company wishes to remind the Shareholders and their proxies as follows:

No attendance

Those individual Shareholders who have any symptoms of an upper respiratory system disease or are under any quarantine requirements are advised not to attend the SGM in person.

Not later than 48 hours before the time of the SGM

- (i) For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the SGM by appointing the Chairman as their proxy instead of attending the SGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the SGM or any adjournment thereof should they subsequently so wish. Shareholders may appoint the Chairman to attend and vote on their behalf by completing and depositing the forms of proxy enclosed with the Circular with the Company’s branch share registrar and transfer office in Hong Kong, whose address is stated below:

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King’s Road, North Point
Hong Kong

- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the Notice by post to Board of Directors, at Room 2002, 20/F, Overseas Trust Bank Building, 160 Gloucester Road, Hong Kong and by email to keithng@chinaeco-farming.com. If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the Chairman or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

At the venue of the SGM

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 38 degree Celsius or above.
- (ii) Attendees are requested to observe good personal hygiene at all times at the SGM venue and alcohol rubs or hand sanitiser will be provided for use.
- (iii) Attendees must wear face-masks throughout the SGM and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the SGM venue. Please note that no masks will be provided at the SGM venue and attendees should bring and wear their own masks.
- (iv) No drinks, refreshments or souvenirs will be provided.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the SGM venue at the absolute discretion of the Company as permitted by law.

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

** For identification purpose only*