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(Continued into Bermuda with limited liability)

(Stock Code: 8166)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Eco-Farming Limited (the “**Company**”) will be held at 20/F, Wanchai Central Building, 89 Lockhart Road, Wanchai, Hong Kong on Thursday, 10 June 2021 at 11:00 a.m. to consider and, if thought fit, transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and of the auditor of the Company and its subsidiaries for the year ended 31 December 2020;
2. each as a separate resolution:
 - (a) to re-elect Mr. Ng Cheuk Fan, Keith as an executive director of the Company;
 - (b) to re-elect Ms. Yuen Wai Man as an independent non-executive director of the Company; and
 - (c) to authorise the board of directors to fix the remuneration of directors of the Company;
3. to re-appoint Asian Alliance (HK) CPA Limited as the Company’s auditor and to authorise the board of directors of the Company to fix its remuneration;

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the directors of the Company (the “**Director(s)**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with the unissued shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above of this resolution, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company shall not exceed the aggregate of:
 - (aa) 20 per cent of the total number of the Shares in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of any Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of the Shares in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the applicable laws of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the total number of the Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the total number of the Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the applicable laws of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** conditional on the passing of resolutions number 4 and 5 above, the general mandate granted to the Directors pursuant to resolution number 4 above be and is hereby extended by the addition to the total number of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the total number of the Shares purchased by the Company pursuant to or in accordance with the authority granted under resolution number 5 above.”

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

Hong Kong, 30 April 2021

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*
20/F
Wanchai Central Building
89 Lockhart Road
Wanchai, Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the annual general meeting 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 shareholder of the Company but must be present in person at the annual general meeting to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of 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 for holding the meeting or adjourned meeting thereof (as the case maybe). Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. The register of members of the Company will be closed from Friday, 4 June 2021 to Thursday, 10 June 2021, both days inclusive, during which period no transfers of shares shall be registered. In order to qualify for attending and voting at the forthcoming annual general meeting, 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 Thursday, 3 June 2021.
4. In relation to proposed resolutions number 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company pursuant thereto.
5. In relation to the proposed resolution number 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company as a whole. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
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 2021 AGM, the 2021 AGM 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 2021 AGM.

PRECAUTIONARY MEASURES FOR THE 2021 AGM

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 2021 AGM, the Company wishes to remind the Shareholders and their proxies as follows:

No attendance

Those individual Shareholders who have not received first COVID-19 vaccine dose (if unfit to receive vaccination because of health reasons must submit a health declaration form and present a medical certificate, and present a negative result of a polymerase chain reaction based nucleic acid test for COVID-19 conducted within 14 days prior to the 2021 AGM.) or have any symptoms of an upper respiratory system disease or are under any quarantine requirements are advised not to attend the 2021 AGM in person.

Not later than 48 hours before the time of the 2021 AGM

- (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 2021 AGM by appointing the Chairman as their proxy instead of attending the 2021 AGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the 2021 AGM 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 20/F, Wanchai Central Building, 89 Lockhart Road, Wanchai, 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 2021 AGM

- (i) The Company will check the vaccination record of the intended attendees. For those unfit to receive vaccination, will request for submission of a health declaration form, presentation of medical certificate and presentation of a negative result of a polymerase chain reaction based nucleic acid test for COVID-19 conducted within 14 days prior to the 2021 AGM.
- (ii) 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.
- (iii) Attendees are requested to observe good personal hygiene at all times at the 2021 AGM venue and alcohol rubs or hand sanitiser will be provided for use.
- (iv) Attendees must wear face-masks throughout the 2021 AGM and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the 2021 AGM venue. Please note that no masks will be provided at the 2021 AGM venue and attendees should bring and wear their own masks.
- (v) No drinks, refreshments or souvenirs will be provided.
- (vi) Attendees who do not comply with the precautionary measures (i) to (iv) 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 2021 AGM 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.

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/8166chinaecofarming/index.html> and the "Latest Company Announcements" page of the GEM website for at least 7 days from the date of its publication.