

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5
FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: China Eco-Farming Limited

Stock code (ordinary shares): 8166

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 10 May 2023....

A. General

Place of incorporation: The Cayman Islands (continued into Bermuda with effect from 28 October 2007)

Date of initial listing on GEM: 5 February 2002

Name of Sponsor(s): N/A

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive directors:
Liu Chun Fai
Tin Ka Pak
So David Tat Man
Ng Cheuk Fan, Keith
Li Aiming

Independent non-executive directors:
Yick Ting Fai, Jeffrey
Zhang Min
Yuen Wai Man

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Shareholder	Number of shares	Percentage of issued share capital
	A S Investment Holdings Ltd (<i>Note 1</i>)	14,635,200	11.26
	Ever Better Holdings Ltd (<i>Note 1</i>)	14,635,200	11.26
	Ms. Yeung Sau Han Agnes (<i>Note 1</i>)	16,167,600	12.44
	Mr. So Chi Ming (<i>Note 1</i>)(<i>Note 2</i>)	16,167,600	12.44
	VC Brokerage Limited (<i>Note 3</i>)	11,300,000	8.69
	VC Financial Group Limited (<i>Note 3</i>)	11,300,000	8.69
	Value Convergence Holdings Limited (<i>Note 3</i>)	12,161,600	9.35

Note 1: A S Investment Holdings Ltd is wholly-owned by Ever Better Holdings Ltd ("Ever Better"). Ever Better is 50% owned by Ms. Yeung Sau Han Agnes ("Ms. Yeung") and 50% owned by Mr. So Chi Ming ("Mr. So"). Ms. Yeung is personally interested in 342,000 ordinary shares in the Company. Mr. So is personally interested in 1,190,400 ordinary shares in the Company. Ms. Yeung is the spouse of Mr. So.

Note 2: Mr. So is uncle of Mr. So David Tat Man, an executive director of the Company.

Note 3: VC Brokerage Limited is wholly-owned by VC Financial Group Limited ("VC Financial"). VC Financial is wholly-owned by Value Convergence Holdings Limited ("VC Holdings"). VC Holdings is a company listed on the main board of The Hong Kong Stock Exchange Limited.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	N/A
Financial year end date:	31 December
Registered address:	Clarendon House, 2 Church Street, Hamilton HM11, Bermuda
Head office and principal place of business:	Room 707. 7/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong
Web-site address (if applicable):	http://www.chinaeco-farming.com

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Share registrar:

Principal share registrar and transfer office:
MUFG Fund Services (Bermuda) Limited
4th floor North Cedar House
41 Cedar Avenue
Hamilton HM12, Bermuda

Hong Kong branch share registrar and transfer office:
Union Registrars Limited,
Suites 3301-04, 33/F.,
Two Chinachem Exchange Square
338 King's Road,
North Point, Hong Kong

Auditors:

Asian Alliance (HK) CPA Limited
8/F., Catic Plaza,
8 Causeway Road, Causeway Bay,
Hong Kong

B. Business activities

The Company and its subsidiaries have been principally engaged in the business of (i) trading of grocery food products, (ii) trading of consumables and agricultural products, (iii) property investment, (iv) provision of money lending services, (v) one-stop value chain services and (vi) provision of financial services.

C. Ordinary shares

Number of ordinary shares in issue: 130,001,731

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 10,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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E. Other securities

On 7 December 2020, share options to subscribe for up to an aggregate of 55,800,000 ordinary shares of HK\$0.01 each in the capital of the Company were granted and subsequently accepted pursuant to a share option scheme adopted by the Company on 6 May 2011 by the Company, at an exercise price of HK\$0.0554 per share. The said share options to subscribe for up to an aggregate of 55,800,000 Shares remain outstanding. After capital organization of the Company became effective on 22 October 2021, the adjusted number of ordinary shares to be issued upon full exercise of the outstanding options will be 5,580,000, at an adjusted exercise price of HK\$0.554 per adjusted ordinary shares. As at the date of this form, as a result of the Rights Issue with effect from 19 May 2022, the adjusted number of ordinary shares to be issued upon full exercise of the outstanding options will be 5,614,428, at an adjusted exercise price of HK\$0.5506 per adjusted ordinary shares.

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Ng Cheuk Fan, Keith
(Name)

Title: Director
(Director, secretary or other duly authorised officer)

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.