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(Continued into Bermuda with limited liability)

(Stock Code: 8166)

RESUMPTION GUIDANCE AND CONTINUED SUSPENSION OF TRADING

This announcement is made by China Eco-Farming Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange/Exchange**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated 9 December 2022 and 13 December 2022 in relation to, among other matters, a letter from the Stock Exchange notifying the Company that the Listing Division of the Stock Exchange (the “**Listing Division**”) has decided that the Company has failed to maintain a sufficient level of operations and assets of sufficient value as required under Rule 17.26 of the GEM Listing Rules to warrant the continued listing of its shares (the “**LD’s Decision**”), the announcement of the Company dated 19 December 2022 in relation to the request of the Company for a review of the LD’s Decision by the GEM Listing Committee (the “**Committee**”), and the announcement of the Company dated 4 April 2023 in relation to the decision of the Committee to uphold LD’s Decision (collectively, the “**Announcements**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

On 13 April 2023, the Company received a letter from the Stock Exchange containing guidance with respect to resumption of trading in all securities of the Company on the Stock Exchange (the “**Resumption Guidance**”) as follows:

BACKGROUND

1. The Company’s shares have been suspended from trading since 3 April 2023 pending the publication of the audited annual results for the year ended 31 December 2022 (“**Annual Results**”).
2. On 28 March and 3 April 2023, the Company announced that the publication of the Annual Results would be delayed because the audit for the Annual Results had not been commenced due to late settlement of the audit fee of the prior year. The Company did not announce the expected date of announcement of the Annual Results.

3. On 4 April 2023, the GEM Listing Committee upheld the Listing Division's decision of 9 December 2022 that the Company had failed to maintain a sufficient level of operations and assets under GEM Rule 17.26.

RESUMPTION GUIDANCE

4. Given the above, the Exchange consider it is appropriate to set out the following resumption guidance for the Company:
 - (a) publish all outstanding financial results required under the GEM Listing Rules and address any audit modifications;
 - (b) demonstrate the Company's compliance with GEM Rule 17.26; and
 - (c) announce all material information for the Company's shareholders and investors to appraise its position.
5. For the avoidance of doubt, the Company must remedy the issues causing its trading suspension and fully comply with the GEM Listing Rules to the Exchange's satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. To assist the Company, the Exchange set out the resumption guidance which the Exchange may modify or supplement if the Company's situation changes.

FURTHER GUIDANCE

6. Under GEM Rule 9.14A(1), the Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 12 months. In the case of the Company, the 12-month period expires on **2 April 2024**. If the Company fails to remedy the substantive issues causing its trading suspension, fulfill the resumption guidance and fully comply with the GEM Listing Rules to the Exchange's satisfaction and resume trading in its shares by **2 April 2024**, the Listing Division will recommend the GEM Listing Committee to proceed with the cancellation of the Company's listing. Under GEM Rules 9.14 and 9.15, the Exchange also has the right to impose a shorter specific remedial period, where appropriate.
7. The Exchange request that as soon as practicable, the Company announces the resumption guidance and the 12-month period within which the Company must remedy the issue(s) causing its trading suspension and fully comply with the GEM Listing Rules to the Exchange's satisfaction and resume trading in its shares to avoid delisting.
8. While trading is suspended, the Company is also reminded of its obligations under the GEM Listing Rules including, but not limited to, the following:
 - (a) keep the duration of any trading suspension to the shortest possible period as required under GEM Rule 9.09;

- (b) comply with its continuing obligations under the GEM Rules at all times, for example, those applying to notifiable and/or connected transactions under Chapters 19 and 20 of the GEM Listing Rules and financial results and reports under GEM Rules 18.03 to 18.79;
- (c) announce inside information required to be disclosed under Part XIVA of the Securities and Futures Ordinance; and
- (d) announce quarterly updates on its developments under GEM Rule 17.26A including, among other relevant matters:
 - its business operations;
 - its resumption plan with details of actions that it has taken and intends to take to remedy the issues causing its trading suspension, fulfill the resumption guidance, fully comply with the GEM Listing Rules and resume trading. The resumption plan should be accompanied with a clear timeframe in respect of each stage of work under the plan with a view that the resumption guidance can be fulfilled and trading can resume as soon as practicable and, in any event before the 12-month period expires;
 - the progress of implementing its resumption plan and satisfying the resumption guidance; and
 - details of any material change to the resumption plan and, in the case of delay, the reasons for and impact of such delay.

The Company must announce its first quarterly update on or before **2 July 2023** and every 3 months from that date until resumption or cancellation of listing (whichever is earlier).

9. With a view to resuming trading as soon as possible and in any event before the 12-month period expires, it is the Company's primary responsibility to devise its own resumption plan with a timetable setting out the actions that it considers appropriate to fulfill the resumption guidance, comply with the GEM Listing Rules, work according to the plan, and announce quarterly updates as described above. Thus, whilst the Company may seek the Exchange's guidance on its resumption plan, its resumption plan is not subject to the Exchange's prior approval before implementation.
10. Before the Exchange confirm to the Company that trading can resume, the Company must ensure that in each of its announcement, there is a statement that trading will remain suspended with an explanation of the reasons for the continued suspension.
11. When the Company considers that it has remedied the issues causing its trading suspension, fulfilled the resumption guidance and fully complied with the GEM Listing Rules, it should request the Exchange's confirmation that this is the case and provide the Exchange with sufficient supporting information for assessment.

Further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the GEM Listing Rules. Shareholders who have any queries about the implications of the LD's Decision are advised to obtain appropriate professional advice.

CONTINUED SUSPENSION OF TRADING

Trading in the Company's shares on the Stock Exchange, which was suspended with effect from 9:00 a.m. on 3 April 2023 remains suspended and will continue to be so until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
China Eco-Farming Limited
Liu Chun Fai
Chairman & Executive Director

Hong Kong, 14 April 2023

As at the date of this announcement, the executive Directors are Mr. Liu Chun Fai (Chairman), Mr. Tin Ka Pak, Timmy (Chief Executive Officer), 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.chinaeco-farming.com> and the "Latest Listed Company Information" page of the HKEx website at www.hkexnews.hk for at least 7 days from the date of its publication.