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(Stock Code: 8166)

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
(2) NON-COMPLIANCE WITH RULES 5.05(1) AND 5.28
OF THE LISTING RULES**

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Eco-Farming Limited (the “**Company**”) hereby announces that Ms. Yuen Wai Man (“**Ms. Yuen**”) has tendered her resignation as an independent non-executive Director of the Company with effect from 19 July 2023. Following Ms. Yuen’s resignation, she also ceased to be the chairman of audit committee, member of remuneration committee and nomination committee of the Company on the same date.

Ms. Yuen has informed the Board that she resigned due to her other personal commitments and has confirmed that she has no disagreement with the Board, nor is there any matter in relation to her resignation that should be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Ms. Yuen for her valuable contribution to the Group during her tenure of office.

(2) NON-COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF THE GEM LISTING RULES

Following the resignation of Ms. Yuen:

- (i) total number of independent non-executive Directors accounts for less than three and hence the Company fails to meet the requirement of Rule 5.05(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”); and
- (ii) the number of members of the audit committee of the Company will fall below the minimum number required under Rule 5.28 of the GEM Listing Rules.

The above non-compliances arose only due to the resignation of Ms. Yuen. The Board is identifying a suitable candidate with appropriate background and qualification for appointment as an independent non-executive Director and will fill the vacancies as soon as possible and within three months as required by the Listing Rules. Further announcement(s) will be made in relation to such appointments as and when appropriate.

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, 20 July 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. Li Aiming, Mr. So David Tat Man and Mr. Ng Cheuk Fan, Keith; and the independent non-executive Directors are Mr. Yick Ting Fai, Jeffrey, and Mr. Zhang Min.

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.