

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

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



(Continued into Bermuda with limited liability)

(Stock Code: 8166)

LAPSE OF PLACING AGREEMENT

Reference is made to the announcement of the Company dated 11 February 2015 in relation to the Placing of Placing Shares under the General Mandate (the “**Announcement**”). Unless the context requires otherwise, the use of capitalised terms herein shall have the same meanings as defined in the Announcement.

Pursuant to the Placing Agreement, the Parties shall use their respective best endeavours to procure the satisfaction of the conditions precedent of the Placing Agreement (the “**Conditions Precedent**”) as soon as reasonably practicable and in any event no later than close of business on 6 March 2015. As the Conditions Precedent were not fulfilled by close of business on 6 March 2015, the Placing Agreement lapsed on 6 March 2015 and the Placing will not proceed. Pursuant to the Placing Agreement, all rights and obligations of the respective Parties shall cease and determine forthwith and neither Party shall have any claim against the other pursuant to the Placing Agreement (save for any antecedent breach of the terms therein).

The Directors are of the view that the lapse of the Placing Agreement has no material adverse impact on the operation and financial position of the Group.

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

Hong Kong, 6 March 2015

As at the date of this announcement, the executive Director is Mr. So David Tat Man; and the independent non-executive Directors are Mr. Ng Cheuk Fan, Keith and Mr. Yick Ting Fai, Jeffrey.

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.aplushk.com/clients/8166chinaeco-farming/index.html> and the "Latest Company Announcements" page of the GEM website for at least 7 days from the date of its publication.