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(Continued into Bermuda with limited liability)

(Stock Code: 8166)

INSIDE INFORMATION WINDING-UP OF A SUBSIDIARY

This announcement is made by China Eco-Farming Limited (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”) pursuant to Rules 17.10(2) of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 14 September 2022 (the “**Announcement**”) in relation to the winding-up petition against a subsidiary of the Company. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board announces that a winding-up order was made by the High Court against Seal Eco at the hearing of the Petition on 16 November 2022. The Official Receiver of Hong Kong was appointed and Mr. James Wardell and Ms. Lui Chau Yuet of Moore Recovery Limited was appointed as the joint and several provisional liquidators of Seal Eco pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong.)

Seal Eco is a non-wholly owned subsidiary of the Company, and it is principally engaged in recycle of used plastic products.

As the value of the total revenue of Seal Eco as at 31 December 2021 is more than 5% of the audited consolidated total revenue of the Group as at 31 December 2021, Seal Eco is considered to be a major subsidiary of the Company for the purpose of Rule 17.27(2) of the GEM Listing Rules.

As at 31 December 2021, the total liabilities of Seal Eco exceed the total assets. Moreover, as disclosed in the Third Quarterly Report 2022 of the Company, revenue from the recycle of used plastic products has dropped significantly. Due to relatively high factory overhead for the recycling, the business is yet to provide positive margin. The economic downturn due to COVID-19 pandemic has affected the performance of the plastic business. Even though the management still strived its best to develop and maintain the plastic business, decreased turnover and high factory overhead made maintaining operation of the business difficult. Thus, Seal Eco's business was temporarily suspended during the year. It is not expected that Seal Eco will make any positive contribution to the Group.

Based on the foregoing, the Directors are of the view that the winding-up of Seal Eco does not and will not have material adverse impact on the overall financial or operation conditions of the Group.

The Company will keep its shareholders and the public informed by making further announcements as and when appropriate.

Shareholders and potential investors of the Company should 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, 18 November 2022

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; 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.aplushk.com/clients/8166chinaeco-farming/index.html> 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.