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China Demeter Investments Limited

中國神農投資有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8120)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 23.06A of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The board (“**Board**”) of directors (“**Directors**”) of China Demeter Investments Limited (“**Company**”, together with its subsidiaries, the “**Group**”) announces that on 10 June 2016, the Company has granted to ten eligible persons (“**Grantees**”), subject to acceptance by such Grantees, share options (“**Options**”) to subscribe for up to 59,000,000 ordinary shares of HK\$0.01 each in the share capital of the Company (each, a “**Share**”) (subject to adjustments under the share option scheme adopted by the Company on 30 September 2013 (“**Share Option Scheme**”)) under the Share Option Scheme. Details of the Options are set out below:

Date of grant	:	10 June 2016 (“ Date of Grant ”)
Exercise price of Options granted	:	HK\$0.1100 per Share
Total number of Shares to be issued upon exercise in full of the Options granted	:	59,000,000 Shares
Closing price of the Shares on the Date of Grant	:	HK\$0.1100 per Share
Average closing price of the Shares for the five business days immediately preceding the Date of Grant	:	HK\$0.1092 per Share

Exercise period of the Options	:	From 10 June 2016 to 9 June 2017, both dates inclusive
Consideration for the grant of the Options	:	HK\$1.00 to be paid by each Grantee upon the acceptance of the Options granted

Among the Options granted, Options entitling the holders thereof to subscribe for an aggregate of 11,800,000 Shares were granted to two executive Directors and the remaining Options entitling the holders thereof to subscribe for an aggregate of 47,200,000 Shares were granted to three employees and five consultants of the Group.

Details of the Options granted to the Directors are as follows:

Name of the Director	Position	Number of Options granted
Mr. Zhou Jing	Executive Director, chairman and chief executive officer	5,900,000
Mr. Lam Chun Kei	Executive Director	<u>5,900,000</u>
		<u>11,800,000</u>

The grant of the Options to each of the above Directors has been reviewed and approved by the independent non-executive Directors in accordance with Rule 23.04(1) of the GEM Listing Rules.

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associate(s) (as defined in the GEM Listing Rules).

On behalf of the Board
China Demeter Investments Limited
Zhou Jing
Chairman and Chief Executive Officer

Hong Kong, 10 June 2016

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Zhou Jing, Mr. Lam Chun Kei and Mr. Ng Ting Ho; and three independent non-executive directors, namely Mr. Lee Kin Fai, Ms. Cheng Lo Yee and Mr. Hung Kenneth.

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 “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at minimum period of seven days from the date of publication and on the Company’s website at www.chinademeter.com.