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國農金融投資有限公司
China Demeter Financial Investments Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8120)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



RUIBANG SECURITIES LIMITED

Reference is made to the announcement of China Demeter Financial Investments Limited (the “**Company**”) dated 9 September 2022 (the “**Placing Announcement**”) in relation to the Placing of up to 125,483,612 Placing Shares under General Mandate. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Placing Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions set out in the Placing Agreement had been fulfilled and the Completion took place on 27 September 2022. An aggregate of 125,483,612 Placing Shares have been placed by the Placing Agent to not less than six Places at the Placing Price of HK\$0.1 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon the Completion.

To the best of the Directors' knowledge, information and belief and after having made all reasonable enquiries, (i) each of the Placees and where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees has become a substantial Shareholder (as defined under the GEM Listing Rules) upon the Completion.

The net proceeds from the Placing (after deduction of the placing commission in respect of the Placing and other related expenses including, among others, the professional fees) amounted to approximately HK\$12.2 million, representing a net issue price of approximately HK\$0.097 per Placing Share. The Company intends to apply the entire net proceeds from the Placing for replenishing general working capital of the Group, and as fund for the revamp of restaurants, settlement of rental expenses and outstanding payables to suppliers and development of business projects in the food and beverage business of the Group.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best knowledge, information and belief of the Directors and based on the disclosure of interest filed by the substantial shareholder, the table below sets out the changes in the shareholding structure of the Company immediately before and after the Completion:

Shareholders	Immediately before Completion		Immediately after Completion and as at the date of the announcement	
	<i>Number of Shares held</i>	<i>Approximate % of total issued Shares (Note 3)</i>	<i>Number of Shares held</i>	<i>Approximate % of total issued Shares (Note 3)</i>
– Ng Ting Kit (<i>Note 1</i>)	103,700,000	16.53	103,700,000	13.77
– Trinity Worldwide Capital Holding Limited (<i>Note 2</i>)	145,933,946	23.26	145,933,946	19.38
– Placees	–	–	125,483,612	16.67
– Other Public Shareholders	377,784,114	60.21	377,784,114	50.18
Total	<u>627,418,060</u>	<u>100.00</u>	<u>752,901,672</u>	<u>100.00</u>

Notes:

1. Mr. Ng Ting Kit (“**Mr. Ng**”) is (i) a cousin of Mr. Ng Man Chun Paul, the chairman of the Board and a non-executive Director, and (ii) the brother of Mr. Ng Ting Ho, the chief executive officer of the Company and an executive Director.
2. Trinity Worldwide Capital Holding Limited is a company incorporated in the British Virgin Islands with limited liability and is owned to 100% by Mr. Ng. Accordingly, Mr. Ng is deemed to be interested in all the Shares held by Trinity Worldwide Capital Holding Limited under the SFO.
3. The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.

By order of the Board
China Demeter Financial Investments Limited
Ng Man Chun Paul
Chairman

Hong Kong, 27 September 2022

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Ng Ting Ho and Mr. Chan Chi Fung; one non-executive Director, namely Mr. Ng Man Chun Paul; and three independent non-executive Directors, namely Mr. Chan Hin Hang, Mr. Yum Edward Liang Hsien 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.

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