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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**



**Minerva Holding Financial Securities Limited**  
**贏控金融證券有限公司**

**Financial Adviser**



**Minerva Advisory Global Capital Limited**  
**贏環球融資顧問有限公司**  
SFC CE No. BF0684

Reference is made to the announcements of China Demeter Financial Investments Limited (the “**Company**”) on 20 May 2024 and 24 May 2024 (the “**Announcements**”) in relation to the placing of new Shares under General Mandate. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcements.

## **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 have been fulfilled and the Completion took place on 7 June 2024. An aggregate of 150,580,334 Placing Shares, representing approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares, have been successfully placed to not less than six Places, at the Placing Price of HK\$0.045 per Placing Share pursuant to the terms of the Placing Agreement.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners (where applicable) are Independent Third Parties, and none of the Placees has become a substantial shareholder (as defined in the GEM Listing Rules) of the Company as a result of the Placing. The gross proceeds from the Placing are approximately HK\$6.78 million.

The net proceeds from the Placing, after deducting the placing commission and other related expenses incurred in relation to the Placing, amount to approximately HK\$6.48 million, which are intended to be applied as to (i) approximately HK\$3 million, equivalent to approximately 46.3% of the net proceeds from the Placing for the settlement of outstanding rental related expenses of the Group; and (ii) approximately HK\$2.83 million, equivalent to approximately 43.7% of the net proceeds from the Placing, for the repayment of outstanding borrowing and interests; and (iii) approximately HK\$0.65 million, equivalent to approximately 10.0% of the net proceeds from the Placing, for replenishing the general working capital of the Group which shall be applied on, among other things, staff cost, professional fees, and other operating expense of the Group.

## EFFECTS ON THE SHAREHOLDING STRUCTURE

Shareholders	Immediately before Completion		Immediately after Completion and as at the date of the announcement	
	<i>Approximate Number of Shares held</i>	<i>% of total issued Shares (Note 6)</i>	<i>Approximate Number of Shares held</i>	<i>% of total issued Shares (Note 6)</i>
– Ng Ting Kit (Note 1)	103,700,000	13.77	103,700,000	11.48
– Trinity Worldwide Capital Holding Limited (Note 2)	145,933,946	19.38	145,933,946	16.15
– Ng Man Chun Paul (Note 3)	3,845,000	0.51	3,845,000	0.43
– Ng Ting Ho (Note 4)	3,845,000	0.51	3,845,000	0.43
– Chan Chi Fung (Note 5)	21,010,000	2.79	21,010,000	2.33
– Placees	–	–	150,580,334	16.67
– Other Public Shareholders	<u>474,567,726</u>	<u>63.03</u>	<u>474,567,726</u>	<u>52.53</u>
Total	<u>752,901,672</u>	<u>100.00</u>	<u>903,482,006</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 an 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. Mr. Ng Man Chun Paul, is the chairman of the Board, an executive Director of the Company, and the cousin of Mr. Ng.
4. Mr. Ng Ting Ho, is the chief executive officer of the Company, an executive Director of the Company and the brother of Mr. Ng.
5. Mr. Chan Chi Fung, is an executive Director of the Company.
6. 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, 7 June 2024

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Ng Man Chun Paul, Mr. Ng Ting Ho and Mr. Chan Chi Fung; 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.*

*This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website ([www.hkexnews.hk](http://www.hkexnews.hk)) for a minimum period of seven days from the date of publication and on the Company’s website ([www.chinademeter.com](http://www.chinademeter.com)).*