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)

DISCLOSEABLE TRANSACTION –
LEASE OF OFFICE PREMISES

The Board announces that on 3 October 2024, the Tenant, an indirect wholly-owned subsidiary of the Company, entered into the Tenancy Agreement with the Landlord in respect of the Lease of the Premises for a term of two years commencing on 1 November 2024 and ending on 31 October 2026 (both days inclusive) for the use as office premises.

Given the highest applicable percentage ratio (as defined under the GEM Listing Rules) in respect of the Lease is more than 5% but less than 25%, the Lease constitutes a discloseable transaction of the Company under the GEM Listing Rules and is subject to the reporting and announcement requirements of Chapter 19 of the GEM Listing Rules.

INTRODUCTION

The Board announces that on 3 October 2024, the Tenant, an indirect wholly-owned subsidiary of the Company, entered into the Tenancy Agreement with the Landlord in respect of the Lease of the Premises for a term of two years commencing on 1 November 2024 and ending on 31 October 2026 (both days inclusive) for the use as office premises.

THE LEASE

Details of the principal terms of the Lease are set out below:

Date of the Tenancy Agreement	:	3 October 2024
Parties	:	(1) The Landlord (2) The Tenant
Premises	:	Office A01 on 35th Floor, United Centre, No. 95 Queensway, Admiralty, Hong Kong
Use	:	For use as office premises
Term	:	Two years commencing on 1 November 2024 and ending on 31 October 2026 (both days inclusive).
Total aggregated value of consideration payment	:	Approximately HK$3.3 million in aggregate (exclusive of rate and management fee) during the term. The Tenant is responsible for rate and management fee during the term. The rent was determined after arm's length negotiations between the Landlord and the Tenant, taking into consideration of the prevailing market price of comparable premises in the vicinity of the Premises.
Rental deposit	:	A rental deposit of approximately HK$0.47 million, equivalent to the aggregated monthly rent and the management fee for three months.

The payment of the monthly rent, the rental deposit and the stamp duty will be funded by the internal resources of the Group.

RIGHT-OF-USE ASSETS

The value of the right-of-use assets recognised by the Company under the Lease is amounted to approximately HK$3.1 million, calculated with reference to the present value of the aggregated lease payments to be made under the Lease in accordance with HKFRS 16 Leases.

INFORMATION OF THE PARTIES

The Company and the Tenant

The Company is an investment holding company. The Group principally engages in (i) money lending business; (ii) financial services business; (iii) securities investment business; (iv) food and beverage business; (v) alcoholic beverage distribution and miscellaneous business; and (vi) provision of children education service.

The Tenant is a company incorporated in Hong Kong with limited liability and is an indirect wholly-owned subsidiary of the Company principally engaged in money lending business.

The Landlord

Zhejiang Fuchuen Company Limited is a company incorporated under the laws of Hong Kong with limited liability. The Landlord is indirectly controlled by a state-owned enterprise of the People's Republic of China. The principal activity of the Landlord is trading business. To the best of the Directors' knowledge, information and belief, each of the Landlord and its ultimate beneficial owner(s) is an Independent Third Party.

REASONS FOR AND BENEFITS OF THE LEASE

Since the 2022 Tenancy Agreement will expire on 31 October 2024, the Tenant and the Landlord entered into the Tenancy Agreement in respect of the Premises which are currently the office premises of the Group. The management of the Group believes that the continuation of using the Premises would save the Group from relocation expenses and administrative inconvenience. The terms of the Lease were determined after arm's length negotiations between the parties and with reference to the prevailing market price of comparable premises in the vicinity of the Premises.

In light of the above, the Board considers that the terms of the Lease are on normal commercial terms and fair and reasonable and the Lease is in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

Given the highest applicable percentage ratio (as defined under the GEM Listing Rules) in respect of the Lease is more than 5% but less than 25%, the Lease constitutes a discloseable transaction of the Company under the GEM Listing Rules and is subject to the reporting and announcement requirements of Chapter 19 of the GEM Listing Rules.

DEFINITIONS

Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as set forth below:

"2022 Tenancy Agreement"	the tenancy agreement dated 6 September 2022 entered into by the Landlord and the Tenant in respect of the lease of the Premises
"Board"	the board of Directors of the Company
"Company"	China Demeter Financial Investments Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued shares of which are listed on GEM
"connected person"	has the meaning ascribed to it in the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKFRS"	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party"	a third party independent of the Company and the connected persons of the Company

"Landlord"	Zhejiang Fuchuen Company Limited, a company incorporated under the laws of Hong Kong with limited liability
"Lease"	the lease of the Premises under the Tenancy Agreement
"Premises"	Office A01 on 35th Floor, United Centre, No. 95 Queensway, Admiralty, Hong Kong
"Shareholder(s)"	the shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Tenancy Agreement"	the tenancy agreement dated 3 October 2024 entered into by the Landlord and the Tenant in respect of the lease of the Premises
"Tenant"	Delight Sky Finance Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company

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

Hong Kong, 3 October 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) for a minimum period of seven days from the date of publication and on the Company's website (www.chinademeter.com).