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)

(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 13 NOVEMBER 2024; (2) EFFECTIVE DATE OF THE CAPITAL REORGANISATION; AND (3) ADJUSTMENTS TO THE SHARE OPTIONS

POLL RESULTS OF THE SGM

The Board is pleased to announce that the resolution as set out in the Notice of SGM was duly passed by the Shareholders by way of poll at the SGM held on Wednesday, 13 November 2024.

EFFECTIVE DATE OF THE CAPITAL REORGANISATION

All the conditions precedent to the Capital Reorganisation have been fulfilled and the Capital Reorganisation will become effective on Friday, 15 November 2024.

ADJUSTMENTS TO THE SHARE OPTIONS

As a result of the Capital Reorganisation, adjustments are made in relation to the Share Options which may be granted under the Share Option Scheme. Such adjustments will become effective on Friday, 15 November 2024.

Reference is made to the circular (the "**Circular**") of China Demeter Financial Investments Limited (the "**Company**") dated 25 October 2024 incorporating the notice (the "**Notice of SGM**") of the special general meeting (the "**SGM**") of the Company held on Wednesday, 13 November 2024 in relation to, amongst others, the proposed Capital Reorganisation. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the special resolution as set out in the Notice of SGM was duly passed by the Shareholders by way of poll at the SGM held on Wednesday, 13 November 2024.

As at the date of the SGM, the total number of issued shares of the Company (the "**Shares**") was 903,482,006 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the special resolution proposed at the SGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the special resolution proposed at the SGM as set out in Rule 17.47A of the GEM Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the SGM under the GEM Listing Rules. None of the Shareholders had indicated in the Circular that they intended to vote against or to abstain from voting on the special resolution proposed at the SGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

The poll results in respect of the special resolution proposed at the SGM is set out as follows:

SPECIAL RESOLUTION#	**Number of votes (Approximate percentage (%))**	
	For	**Against**
To approve the Capital Reorganisation (as defined in the Notice of SGM) and to authorise the directors of the Company to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in connection with the implementation of the Capital Reorganisation.	473,904,656 (99.99%)	186 (0.01%)

The full text of the resolution is set out in the Notice of SGM.

As more than 75% of the votes were cast in favour of the special resolution proposed at the SGM, the above resolution was duly passed as a special resolution of the Company.

All the Directors attended the SGM either in person or by electronic means.

CAPITAL REORGANISATION

The Board is also pleased to announce that all the conditions precedent to the Capital Reorganisation have been fulfilled and the Capital Reorganisation will become effective on Friday, 15 November 2024. Dealings in the New Shares will commence at 9:00 a.m. on Friday, 15 November 2024. Please refer to the Circular for details on the trading arrangement, the free exchange of share certificates and matching services for odd lots in connection with the Capital Reorganisation. Shareholders should note that upon the Capital Reorganisation becoming effective, new share certificates for the New Shares in purple colour will be issued to the Shareholders in order to distinguish them from the existing share certificates for the Existing Shares in blue colour.

ADJUSTMENTS TO THE SHARE OPTIONS

As at the date of this announcement, there are no outstanding Share Options granted under the share option scheme (the "**Share Option Scheme**") of the Company adopted on 15 June 2023. As a result of the Capital Reorganisation, the maximum number of New Shares which may fall to be issued pursuant to the exercise of any Share Options under the Share Option Scheme will be adjusted from 75,290,167 Existing Shares to 7,529,016 New Shares pursuant to the terms of the Share Option Scheme.

The above adjustments in relation to the Share Options will take effect simultaneously with the Capital Reorganisation becoming effective on Friday, 15 November 2024. Save for the above adjustments, all other terms and conditions of the Share Options to be granted under the Share Option Scheme remain unchanged.

The auditor of the Company, Baker Tilly Hong Kong Limited, has confirmed to the Directors in writing that the adjustments made to the number of Share Options which may be granted under the Share Option Scheme are in accordance with (i) the terms and conditions of the Share Option Scheme; (ii) Rule 23.03(13) of the GEM Listing Rules; and (iii) the supplementary guidance on GEM Listing Rule 23.03(13) and the Note Immediately after the Rule issued by the Stock Exchange.

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

Hong Kong, 13 November 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).