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)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES AT HK$0.345 PER RIGHTS SHARE

Reference is made to the prospectus of China Demeter Financial Investments Limited (the "**Company**") dated 28 January 2025 (the "**Prospectus**") and the announcement of the Company dated 20 February 2025 in relation to, among, other things, the Rights Issue. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE AND THE COMPENSATORY ARRANGEMENTS

The Board announces that as at 4:00 p.m. on Friday, 14 February 2025, being the latest time for acceptance of the Rights Shares, a total of 3 valid acceptances for a total of 7,214,922 Rights Shares had been received, representing approximately 15.97% of the total number of Rights Shares available for subscription under the Rights Issue. There will be no fractional entitlements to the Rights Shares arising under the Rights Issue.

Accordingly, the Rights Issue was undersubscribed by 37,959,177 Rights Shares, representing approximately 84.03% of the total number of Rights Shares available for subscription under the Rights Issue. As at the Record Date, there was one Non-Qualifying Shareholder holding 1 NQS Unsold Rights Share. 37,959,177 Unsubscribed Rights Shares and 1 NQS Unsold Rights Share had then been subject to placing by the Placing Agent under the Compensatory Arrangements, which took place between Friday, 21 February 2025 and Monday, 3 March 2025.

37,959,178 Unsubscribed Rights Shares and NQS Unsold Rights Share (the "**Placing Shares**"), representing approximately 84.03% of the total number of Rights Shares available for subscription under the Rights Issue, have been successfully placed by the Placing Agent to not less than six (6) placees at the placing price of HK$0.345 per Rights Share, which is the same as the Subscription Price. Therefore, there is no Net Gain available to be distributed to the No Action Shareholders under the Compensatory Arrangements.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees and where appropriate, their respective ultimate beneficial owners, is independent of and not a connected person of the Company; and (ii) none of the placees has become a substantial shareholder of the Company (as defined under the GEM Listing Rules) upon completion of the placing of the Placing Shares. Based on the subscription results of the Rights Issue and the placing results of the Compensatory Arrangements, the Rights Shares to be allotted and issued amounted to 45,174,100 Rights Shares, representing 100% of the total number of Rights Shares available for subscription under the Rights Issue.

THE RIGHTS ISSUE AND THE PLACING BECOMING UNCONDITIONAL

All conditions with respect to the Rights Issue and the Placing Agreement set out in the Prospectus have been fulfilled and the Rights Issue and the Placing Agreement became unconditional at 4:00 p.m. on Monday, 3 March 2025.

EFFECT OF THE RIGHTS ISSUE ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, based on public information available, the shareholding structure of the Company immediately before and after completion of the Rights Issue are as follows:

	Immediately before completion of the Rights Issue		**Immediately after completion of the Rights Issue**	
	Number of Shares held	*Approximate %*	*Number of Shares held*	*Approximate %*
Ng Ting Kit *(Note 1)*	10,370,000	11.47	10,370,000	7.65
Trinity Worldwide Capital Holding Limited *(Note 2)*	14,593,394	16.15	14,593,394	10.77
Ng Man Chun Paul *(Note 3)*	384,500	0.43	384,500	0.28
Ng Ting Ho *(Note 4)*	384,500	0.43	384,500	0.28
Chan Chi Fung *(Note 5)*	2,101,000	2.33	2,101,000	1.55
Placees	–	–	37,959,178	28.01
Other public Shareholders	62,514,806	69.19	69,729,728	51.46
Total	**90,348,200**	**100%**	**135,522,300**	**100%**

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 BVI with limited liability and is owned as 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.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates in respect of valid acceptances of the Rights Shares under the PALs and the Placing Shares are expected to be despatched to those entitled thereto by ordinary post to their respective registered addresses at their own risks on Friday, 7 March 2025.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the fully-paid Rights Shares and the Placing Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 10 March 2025.

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

Hong Kong, 6 March 2025

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. Hung Kenneth and Ms. Ng Ching.

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 its publication and on the Company's website (www.chinademeter.com).