



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 30 November 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: China Demeter Financial Investments Limited

Date Submitted: 02 December 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	08120	Description	Not applicable			
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	100,000,000,000	HKD	0.01	HKD	1,000,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	100,000,000,000	HKD	0.01	HKD	1,000,000,000	

Total authorised/registered share capital at the end of the month: HKD 1,000,000,000

Remarks:

After the Capital Reorganisation becomes effective, the authorised share capital of the Company shall remain at HK\$1,000,000,000 divided into 100,000,000,000 New Shares of HK\$0.01 each.

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	08120	Description	Not applicable			
	Number of issued shares (excluding treasury shares)		Number of treasury shares		Total number of issued shares	
Balance at close of preceding month	903,482,006		0		903,482,006	
Increase / decrease (-)	-813,133,806					
Balance at close of the month	90,348,200		0		90,348,200	

Remarks:

Please refer to Section III(E).

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares		Ordinary shares		Type of shares	Not applicable		Listed on the Exchange (Note 1)			Yes		
Stock code (if listed)		08120		Description	Not applicable							
Particulars of share option scheme		Number of share options outstanding at close of preceding month		Movement during the month		Number of share options outstanding at close of the month	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month		
1).	Share Option Scheme adopted at annual general meeting held on 15 June 2023	0	Others			0	0	0	0	7,529,016		
General Meeting approval date (if applicable) 15 June 2023												

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (AA1)

Decrease in treasury shares: 0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: _____

Remarks:

Since the Capital Reorganisation became effective on 15 November 2024, 7,529,016 New Shares may be allotted and issued upon exercise of share options granted and to be granted under the share option scheme of the Company adopted on 15 June 2023.

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

1. Class of shares		Ordinary shares		Type of shares	Not applicable	Listed on the Exchange (Note 1)			Yes			
Stock code (if listed)		08120		Description	Not applicable							
Events				At price (if applicable)		Date of event (Note 2)	General Meeting approval date (if applicable)	Increase/ decrease (-) in issued shares (excluding treasury shares) during the month pursuant thereto (E1)	Increase/ decrease (-) in treasury shares during the month pursuant thereto (E2)	Number of shares redeemed or repurchased for cancellation but not yet cancelled as at close of the month (Note 3)		
				Currency	Amount							
1).	Capital reorganisation			HKD	0	15 November 2024	13 November 2024	-813,133,806	0			

Increase/ decrease (-) in issued shares (excluding treasury shares): -813,133,806 Ordinary shares (EE1)

Increase/ decrease (-) in treasury shares: 0 Ordinary shares (EE2)

Remarks:

The Capital Reorganisation became effective on 15 November 2024 whereby:-

(a) Share Consolidation: every ten (10) issued and unissued existing Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.10 each.

(b) Capital Reduction: the issued share capital of the Company will be reduced by (a) rounding down the total number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by eliminating any fraction of a Consolidated Share in the issued share capital of the Company; and (b) cancelling the paid-up capital of the Company to the extent of HK\$0.09 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01;

(c) Share Sub-division: each authorised but unissued Consolidated Share (including the authorised unissued Consolidated Shares arising from the Capital Reduction) will be sub-divided into ten (10) New Shares of HK\$0.01 each so that immediately following the Capital Reorganisation, the authorised share capital of the Company shall be HK\$1,000,000,000 divided into 100,000,000,000 New Shares; and

(d) the credit arising from the Capital Reduction in the amount of approximately HK\$8,131,338.06 will be credited to the contributed surplus account (within the meaning of the Companies Act) on the Effective Date for use by the Directors in any manner permitted by the Companies Act and the Bye-laws.

For details, please refer to the Company's circular dated 25 October 2024 and announcement dated 13 November 2024.

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1): -813,133,806 Ordinary shares

Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2): 0 Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 5);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with all other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue, sale or transfer;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Chan Lai Ping

Title: Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.