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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)**

**RESULTS OF THE VALID ACCEPTANCES OF  
THE RIGHTS SHARES AND NUMBER OF UNSUBSCRIBED  
RIGHTS SHARES AND NQS UNSOLD RIGHTS SHARES SUBJECT  
TO THE COMPENSATORY ARRANGEMENTS PURSUANT  
TO 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 in relation to the Rights Issue of the Company on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date at the Subscription Price of HK\$0.345 per Rights Share (the “**Prospectus**”).

Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Prospectus.

**RESULTS OF THE VALID ACCEPTANCES OF THE RIGHTS SHARES**

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.

Based on the above results of valid acceptances, the total number of Unsubscribed Rights Shares and NQS Unsold Rights Share under the Compensatory Arrangements shall be 37,959,178 Rights Shares.

## THE COMPENSATORY ARRANGEMENTS

The Company has made arrangements described in Rule 10.31(1)(b) of the GEM Listing Rules to dispose of 37,959,177 Unsubscribed Rights Shares and 1 NQS Unsold Rights Share by offering such Unsubscribed Rights Shares and NQS Unsold Rights Share to independent placees for the benefit of the Shareholders to whom they were offered by way of the Rights Issue as there were no excess application arrangements in relation to the Rights Issue. The Company appointed and entered into the Placing Agreement with the Placing Agent to place the Unsubscribed Rights Shares and NQS Unsold Rights Share to independent placees on a best effort basis. Any premium over, the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), that is realised will be paid to the No Action Shareholders on a pro-rata basis. The Placing Agent will procure, on a best effort basis, between Friday, 21 February 2025 and, in any event by not later than 4:00 p.m., on Monday, 3 March 2025, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares and NQS Unsold Rights Share. Any Unsubscribed Rights Shares and NQS Unsold Rights Share that are not placed after completion of the Placing Arrangement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Net Gain (if any) will be paid (without interest) on pro-rata basis (on the basis of all Unsubscribed Rights Shares and NQS Unsold Rights Shares) to the No Action Shareholders (but rounded down to the nearest cent) as set out below:

- A. the Qualifying Shareholders who did not subscribe for the Rights Shares (whether partially or fully) under the PALs and their renouncees;
- B. such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed; and
- C. the Non-Qualifying Shareholders in respect of the NQS Unsold Rights Shares.

It is proposed that Net Gain to any of the No Action Shareholder(s) mentioned in “A” to “C” of HK\$100 or more will be paid to them in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders and the Non-Qualifying Shareholders may or may not receive any Net Gain.

An announcement of the results of the Rights Issue, including the results of the placing of the Unsubscribed Rights Shares and NQS Unsold Rights Share, is expected to be published on the websites of the Stock Exchange and the Company on Thursday, 6 March 2025.

## **WARNINGS OF THE RISKS OF DEALING IN THE SHARES**

**Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon certain conditions including, among others, the Listing Committee granting the listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms). Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors of the Company should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers. The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. Any Shareholder or other person dealing in the Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled, will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Any Shareholder or other person contemplating any dealings in the Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional advisers.**

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

Hong Kong, 20 February 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](http://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](http://www.chinademeter.com)).*