

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



Reference is made to the announcement of China Demeter Financial Investments Limited (the “**Company**”) dated 24 April 2026 (the “**Announcement**”) in relation to the placing of new Shares under the General Mandate. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled and the Completion took place on 15 May 2026. An aggregate of 27,104,460 Placing Shares, representing approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares, have been successfully placed to not less than six Placees, at the Placing Price of HK\$0.60 per Placing Share pursuant to the terms of the Placing Agreement.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners (where applicable) are Independent Third Parties, and none of the Placees has become a substantial shareholder (as defined in the GEM Listing Rules) of the Company as a result of the Placing. The gross proceeds from the Placing are approximately HK\$16.26 million.

The net proceeds from the Placing, after deducting the placing commission and other related expenses incurred in relation to the Placing, amount to approximately HK\$15.81 million, which are intended to be applied in accordance with the intentions previously disclosed in the Announcement, namely, (i) approximately 80% for the repayment of outstanding borrowings and interest of the Group; (ii) approximately 10% for the development of agricultural products and related business as well as the alcoholic beverage business in the PRC, where legal and professional fees, ongoing marketing expenses, and capital are required; and (iii) approximately 10% for replenishing the Group's general working capital which will be used for staff costs, professional fees, and other operating expenses.

EFFECTS ON THE SHAREHOLDING STRUCTURE

Assuming all the Placing Shares are fully placed and there are no other changes in the share capital of the Company from the date of the Announcement up to the date of Completion, the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion and as at the date of this announcement is as follows:

Shareholders	Immediately before Completion		Immediately after Completion and as at the date of the announcement	
	<i>Number of Shares held</i>	<i>Approximate % of total issued Shares (Note 6)</i>	<i>Number of Shares held</i>	<i>Approximate % of total issued Shares (Note 6)</i>
Ng Ting Kit (<i>Note 1</i>)	10,370,000	7.65	10,370,000	6.38
Trinity Worldwide Capital Holding Limited (<i>Note 2</i>)	14,593,394	10.77	14,593,394	8.97
Ng Man Chun Paul (<i>Note 3</i>)	384,500	0.28	384,500	0.24
Ng Ting Ho (<i>Note 4</i>)	384,500	0.28	384,500	0.24
Chan Chi Fung (<i>Note 5</i>)	2,101,000	1.55	2,101,000	1.29
Places	–	–	27,104,460	16.67
Other Public Shareholders	107,688,906	79.47	107,688,906	66.21
Total	135,522,300	100.00	162,626,760	100.00

Notes:

- 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.
- Trinity Worldwide Capital Holding Limited is a company incorporated in the British Virgin Islands 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.
- 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.

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

Hong Kong, 15 May 2026

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