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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)**

## **PROPOSED AMENDMENTS TO THE BYE-LAWS**

This announcement is made by China Demeter Financial Investments Limited (“**Company**”), together with its subsidiaries as the “**Group**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”).

The board (“**Board**”) of directors (“**Directors**”) of the Company proposes to amend (“**Proposed Amendments**”) the existing amended and restated bye-laws (“**Bye-laws**”) of the Company to, among other things, (i) allow the Company to hold treasury shares; (ii) enable electronic communication with shareholders of the Company (the “**Shareholders**”) and facilitate paperless dissemination of corporate communications; (iii) ensure the Bye-laws to be compatible with the uncertificated securities market (USM) regime; (iv) align with other relevant requirements of the GEM Listing Rules; and (v) make other consequential and housekeeping amendments. In view of the proposed changes, the Board proposes to adopt a new amended and restated bye-laws of the Company (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the Bye-laws.

The Proposed Amendments and the proposed adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other matters, details of the AGM and particulars relating to the Proposed Amendments and the New Bye-laws, together with a notice of the AGM, will be despatched to the Shareholders in due course.

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

Hong Kong, 22 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 nonexecutive 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)).*