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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)**

## **DISCLOSEABLE TRANSACTION – FURTHER EXTENSION OF LOAN**

Reference is made to the announcements of the Company dated 23 May 2017 and 23 May 2018 regarding the Loan and the Previous Extension respectively. As the term of the Previous Extension of Loan Agreement is to be expired on 23 May 2019, the Lender and the Borrower on 23 May 2019 entered into the Further Extension of Loan Agreement to extend the term of outstanding principal amount of HK\$12,500,000 under the Loan for 12 months and 2 days to 25 May 2020. The principal terms of the Further Extension of Loan Agreement are set out in the paragraph headed “The Further Extension of Loan Agreement” in this announcement.

As the highest applicable percentage ratio as defined under the GEM Listing Rules in respect of the Further Extension exceeds 5% but is less than 25%, the Further Extension constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

The Lender, a wholly-owned subsidiary of the Company, is a licensed money lender in Hong Kong under the Money Lenders Ordinance.

Reference is made to the announcements of the Company dated 23 May 2017 and 23 May 2018 regarding the Loan and the Previous Extension respectively. The Loan in the original principal amount of HK\$17,500,000, bearing interest at a rate of 14% per annum for a period of 12 months, was advanced to the Borrower pursuant to the Loan Agreement dated 23 May 2017 made between the Lender and the Borrower and the original maturity date of the Loan fell on 23 May 2018. As supplemented by the Previous Extension of Loan Agreement, the maturity date of the Loan in the outstanding principal amount of HK\$17,500,000 was extended to 23 May 2019.

Up to the date of the Further Extension of Loan Agreement, the Borrower has (i) paid interest accrued under the Loan (as extended by the Previous Extension); and (ii) repaid HK\$5,000,000 towards the principal amount of the Loan to the Lender.

As the term of the Previous Extension of Loan Agreement is to be expired on 23 May 2019, at the request of the Borrower, the Lender and the Borrower on 23 May 2019 entered into the Further Extension of Loan Agreement to extend the term of outstanding principal amount of HK\$12,500,000 under the Loan for 12 months and 2 days to 25 May 2020. Summarised below are the principal terms of the Further Extension of Loan Agreement.

## **THE FURTHER EXTENSION OF LOAN AGREEMENT**

Date	:	23 May 2019
Lender	:	Delight Sky Finance Limited, a wholly-owned subsidiary of the Company. The Lender is a licensed money lender in Hong Kong under the Money Lenders Ordinance
Borrower	:	An individual, who to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, is an Independent Third Party
Principal amount	:	HK\$12,500,000
Maturity date	:	extended by 12 months and 2 days to 25 May 2020
Interest rate per annum	:	14%

Under the Further Extension of Loan Agreement, the Borrower shall repay and/or settle the outstanding principal amount of HK\$12,500,000 under the Further Extension of Loan Agreement on the extended maturity date and the interest accrued thereon shall be paid on the date falling on the same calendar date of the third month, the sixth month, the ninth month after 23 May 2019 (if not a business day, the next business day) and on the extended maturity date.

The Loan granted under the Loan Agreement was funded by internal resources of the Group.

## **INFORMATION ABOUT THE GROUP**

The Group is principally engaged in (i) feedstock products businesses; (ii) money lending business; (iii) financial services business; (iv) securities investment business; (v) food and beverage business; (vi) alcoholic beverage distribution business; and (vii) provision of children education services.

## **REASONS FOR AND BENEFITS OF THE FURTHER EXTENSION OF THE LOAN**

Money lending business is currently one of the Group's principal business activities. The Directors considered that the grant of the Loan, the Previous Extension and the Further Extension were in the ordinary and usual course of the Group's money lending business. The terms of the Loan Agreement, the Previous Extension of Loan Agreement and the Further Extension of Loan Agreement (including the interest rate) were arrived at by the parties after arm's length negotiations with reference to the commercial practice and the amount of the Loan. Having considered the financial background of the Borrower and the financial resources of the Group, and that the Further Extension would bring additional interest income to the Group, the Directors considered that the terms of the Further Extension of Loan Agreement were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

As the highest applicable percentage ratio as defined under the GEM Listing Rules in respect of the Further Extension exceeds 5% but is less than 25%, the Further Extension constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

## **DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Borrower”	an individual, who is an Independent Third Party
“Company”	China Demeter Financial Investments Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the shares of which are listed on the GEM of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Further Extension”	the extension of the term of outstanding principal amount of HK\$12,500,000 under the Loan to 25 May 2020 pursuant to the Further Extension of Loan Agreement

“Further Extension of Loan Agreement”	the loan extension agreement dated 23 May 2019 and entered into between the Lender and the Borrower in relation to the Further Extension
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	third party independent of the Company and the connected persons (as defined in the GEM Listing Rules) of the Company
“Lender”	Delight Sky Finance Limited, a wholly-owned subsidiary of the Company
“Loan”	a loan of HK\$17,500,000 granted by the Lender to the Borrower pursuant to the Loan Agreement, further particulars of which are set out in the announcement of the Company dated 23 May 2017, and as extended pursuant to the Previous Extension of Loan Agreement
“Loan Agreement”	a loan agreement dated 23 May 2017 and entered into between the Lender and the Borrower in relation to the provision of the Loan
“Money Lenders Ordinance”	Money Lenders Ordinance, Chapter 163 of the Laws of Hong Kong
“Previous Extension”	the extension of the term of the Loan Agreement to 23 May 2019 pursuant to the Previous Extension of Loan Agreement, further particulars of which are set out in the announcement of the Company dated 23 May 2018

“Previous Extension of Loan Agreement”	the loan extension agreement dated 23 May 2018 and entered into between the Lender and the Borrower in relation to the Previous Extension
“Shareholder(s)”	holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

On behalf of the Board  
**China Demeter Financial Investments Limited**  
**Zhou Jing**  
*Chairman*

23 May 2019

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Ng Man Chun Paul, Mr. Lam Chun Kei and Mr. Ng Ting Ho; one non-executive Director, namely Mr. Zhou Jing; and three independent non-executive Directors, namely Mr. Chan Hin Hang, Mr. Yum Edward Liang Hsien and Mr. Hung Kenneth.*

*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 Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days after the date of publication and on the Company’s website at [www.chinademeter.com](http://www.chinademeter.com).*