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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Demeter Financial Investments Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 28 June 2019 (Hong Kong time) at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use by the shareholders at the annual general meeting is sent to you with this circular.

Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return them to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event by 11:00 a.m., on Wednesday, 26 June 2019 (Hong Kong time) or not less than 48 hours before the time appointed for the holding of the adjourned annual general meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its posting and on the Company's website at www.chinademeter.com.

29 May 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2018 AGM”	the annual general meeting of the Company held on 15 June 2018
“AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 28 June 2019 (Hong Kong time) at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Capital Reduction”	the proposed reduction of the par value of each of the then issued Consolidated Shares from HK\$0.08 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.07 on each of the then issued Consolidated Shares
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Share Sub-division, further particulars of which are set out in the circular of the Company dated 3 May 2019, which is expected to become effective on 28 May 2019
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	China Demeter Financial Investments Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the Shares of which are listed on GEM
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.08 each in the share capital of the Company immediately after the Share Consolidation but before the Capital Reduction and the Share Sub-division becoming effective

DEFINITIONS

“Current General Mandate”	the general mandate approved at the 2018 AGM authorising the Directors to allot and issue Shares of up to 20% of the number of issued Shares of the Company as at the date of passing the relevant ordinary resolution at the 2018 AGM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of granting of the General Mandate
“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
“Latest Practicable Date”	24 May 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“New Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) in the share capital of the Company
“Share Consolidation”	the proposed consolidation of every 8 issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company into 1 Consolidated Share of par value of HK\$0.08 each
“Share Sub-division”	the proposed sub-division of each of the then authorised but unissued Consolidated Shares of par value of HK\$0.08 each into 8 New Shares of par value of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed thereto in the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ng Man Chun Paul (*Chief Executive Officer*)
Mr. Ng Ting Ho
Mr. Lam Chun Kei

Non-executive Director:

Mr. Zhou Jing (*Chairman*)

Independent non-executive Directors:

Mr. Chan Hin Hang
Mr. Yum Edward Liang Hsien
Mr. Hung Kenneth

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business

in Hong Kong:

Unit 1002, 10/F
China Insurance Group Building
141 Des Voeux Road Central
Central, Hong Kong

29 May 2019

To the Shareholders

Dear Sir or Madam

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES; AND
(2) PROPOSED RE-ELECTION OF DIRECTORS**

1. INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. At the AGM, resolutions relating to, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the proposed re-election of the retiring Directors, will be proposed.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the 2018 AGM, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue on the date of the passing of the resolution; (b) a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total number of not more than 10% of the total issued Shares on the date of the passing of the resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) the Repurchase Mandate to purchase Shares on the Stock Exchange of an aggregate number of Shares of up to 10% of the issued Shares on the date of passing such resolution;
- (b) the General Mandate to allot, issue or deal with Shares of an aggregate number of Shares of up to 20% of the issued Shares on the date of passing such resolution; and
- (c) the extension of the General Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the number of Shares in issue were 1,224,236,125 Shares. As set out in the circular of the Company dated 3 May 2019, among other things, the Board proposed to implement the Capital Reorganisation which involves the following:

- (1) the Share Consolidation where every 8 issued and unissued shares of par value of HK\$0.01 each in the share capital of the Company will be consolidated into 1 Consolidated Share of par value of HK\$0.08 each and where applicable, the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which may arise from the Share Consolidation;

LETTER FROM THE BOARD

- (2) the Capital Reduction, to be effected immediately upon the Share Consolidation becoming effective, pursuant to which the par value of each of the then issued Consolidated Shares will be reduced from HK\$0.08 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$0.07 on each of the then issued Consolidated Shares; and
- (3) the Share Sub-division, where immediately following the Capital Reduction, each of the then authorised but unissued Consolidated Shares of par value of HK\$0.08 each will be sub-divided into 8 New Shares of par value of HK\$0.01 each.

Subject to the satisfaction of the conditions to the Capital Reorganisation, including but not limited to the passing of a special resolution by the Shareholders to approve the Capital Reorganisation at the special general meeting of the Company to be held on 27 May 2019, upon the Capital Reorganisation becoming effective on 28 May 2019, the number of shares of the Company in issue will become 153,029,515 New Shares (assuming that there will be no change in the issued share capital of the Company as at the Latest Practicable Date until the date of the AGM other than the Capital Reorganisation having become effective). Therefore, subject to the passing of the relevant resolutions, the maximum number of New Shares to be issued under the proposed General Mandate is 30,605,903 New Shares, and the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 15,302,951 New Shares.

In the event that the Capital Reorganisation has not become effective before the date of the AGM, and assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM, subject to the passing of the relevant resolutions, the maximum number of Shares to be issued under the proposed General Mandate is 244,847,225 Shares, and the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 122,423,612 Shares.

The General Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages AGM-1 to AGM-6 of this circular.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

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

In accordance with 84(1) and 84(2) of the Bye-Laws, each of Mr. Ng Man Chun Paul, Mr. Ng Ting Ho and Mr. Hung Kenneth will retire from the office of Director by rotation and each of them, being eligible, will offer himself for re-election at the AGM.

The nomination committee has considered the extensive experience of Mr. Hung Kenneth in the film and entertainment industry, his working profile and other perspectives, skills and experience as set out in Appendix II to this circular. The nomination committee is satisfied that Mr. Hung Kenneth has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. Mr. Hung Kenneth possesses the perspective, skill and experience that can bring to the Board and ensure diversity in the composition of the Board.

The nomination committee has assessed and reviewed the written confirmation of independence from Mr. Hung Kenneth based on the independence criteria as set out in the GEM Listing Rules. The Board is of the view that there is nothing that would affect the exercise of independent judgement by Mr. Hung Kenneth. Accordingly, with the recommendation of the nomination committee, the Board believes the re-election of Mr. Hung Kenneth as independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole and has proposed that all the above retiring Directors to stand for re-election as Directors at the AGM.

Particulars of the Directors for re-election at the AGM are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages AGM-1 to AGM-6 of this circular. At the AGM, resolutions will be proposed to approve, among other things, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the re-election of the retiring Directors.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions set out in the notice of AGM will be voted on by way of poll.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is sent to you with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event by 11:00 a.m., on Wednesday, 26 June 2019 (Hong Kong time) or not less than 48 hours before the time appointed for the holding of the adjourned AGM (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or the adjourned AGM should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

To determine the entitlement of the Shareholders to attend and vote at the AGM to be held on Friday, 28 June 2019, the record date (being the last date of registration of any share transfer as there will be no book closure) will be Monday, 24 June 2019. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 June 2019.

5. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

6. RECOMMENDATION

The Directors consider that (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM.

LETTER FROM THE BOARD

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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

The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 1,224,236,125 Shares in issue. Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM in respect of the grant of the Repurchase Mandate:

- (1) taking into account the effect of the Capital Reorganisation, which subject to the satisfaction of the conditions thereto, is expected to become effective on 28 May 2019 and assuming there will be no change in the issued share capital of the Company as at the Latest Practicable Date until the date of the AGM other than the Capital Reorganisation having becoming effective, it is expected that as at the date of the AGM, the issued share capital of the Company will comprise 153,029,515 New Shares, and the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 15,302,951 New Shares; and
- (2) in the event that the Capital Reorganisation has not become effective before the date of the AGM and on the basis that there is no change in the number of issued Shares from the Latest Practicable Date to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 122,423,612 Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of continuance and the Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholder were interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Percentage holding
Mr. Ng Ting Kit	207,400,000	16.94%

In the event the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholder in the issued shares of the Company would be increased to:

Name	Percentage holding
Mr. Ng Ting Kit	18.82%

To the best of the Directors' knowledge and belief, having made all reasonable enquiries, they are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

6. GENERAL

None of the Directors or, to the best of their knowledge after having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

7. MARKET PRICES OF SHARES

The highest and lowest prices per share of the Company at which such shares have traded on the Stock Exchange in the last 12 months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
May	0.112	0.092
June	0.117	0.062
July	0.080	0.051
August	0.067	0.048
September	0.059	0.049
October	0.054	0.043
November	0.057	0.045
December	0.053	0.042
2019		
January	0.048	0.036
February	0.041	0.034
March	0.050	0.035
April	0.043	0.033
May (up to the Latest Practicable Date)	0.043	0.030

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of the shares of the Company has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the GEM Listing Rules, the details of the Directors proposed to be re-elected at the AGM are provided below.

1. MR. NG MAN CHUN PAUL (“Mr. Paul Ng”)

Mr. Paul Ng, aged 47, was appointed as an executive Director and the chief executive officer of the Company with effect from 15 November 2016. Mr. Paul Ng obtained a Bachelor of Science from Columbia University, New York, the United States of America in May, 1993. Prior to joining the Group, he has worked in various international investment banks and securities firms and is experienced in the area of finance and investments. Mr. Paul Ng is (i) a cousin of Mr. Ng Ting Ho, an executive Director; and (ii) a cousin of Mr. Ng Ting Kit, a substantial shareholder of the Company.

As at the Latest Practicable Date, (i) save as disclosed above, Mr. Paul Ng had not held any other major appointment and qualifications or directorship in other listed company in the last three years, and (ii) save as disclose above, nor does he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in GEM Listing Rules) of the Company. Save as mentioned above, Mr. Paul Ng did not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Paul Ng was interested in 7,690,000 Shares. Save as disclosed, Mr. Paul Ng was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Mr. Paul Ng has entered into a letter of appointment with the Company for a term of one year commencing from 31 August 2018, subject to rotation and re-election at general meeting of the Company in accordance with the bye-laws of the Company. Mr. Paul Ng is entitled to an annual director’s fee of HK\$1,440,000 and provided with an housing allowance of HK\$1,200,000 to compensate or otherwise subsidise the cost of housing and accommodation for a calendar year, which was determined with reference to his experience, duties, responsibilities, the Company’s remuneration policy and the prevailing market conditions.

APPENDIX II**DETAILS OF THE DIRECTORS FOR RE-ELECTION**

Mr. Paul Ng was a director of the following private companies incorporated in Hong Kong, which were dissolved by way of striking off or deregistration under section 291 or 291AA of the predecessor Companies Ordinance (Cap. 32 of the Laws of Hong Kong):

Name of company	Nature of business before dissolution	Date of dissolution	Method of dissolution
Asia Euro Properties Limited	Inactive	6 September 2002	Deregistration of a defunct private company
Billion Free Limited	Inactive	27 September 2002	Striking off
Jetwell Enterprises Limited	Inactive	20 September 2002	Deregistration of a defunct private company
Sky Global Limited	Inactive	11 January 2002	Deregistration of a defunct private company
Skynet International Limited	Inactive	18 March 2011	Deregistration of a defunct private company

As confirmed by Mr. Paul Ng, each of the above companies was inactive at the time when they were dissolved and so far as he was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against him.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the appointment of Mr. Paul Ng that need to be brought to the attention of the Shareholders.

2. MR. NG TING HO (“Mr. TH Ng”)

Mr. TH Ng, aged 34, was appointed as an executive Director with effect from 5 February 2016, re-designated to a non-executive Director with effect from 16 June 2017 and re-designated from a non-executive Director to an executive Director with effect from 3 July 2018. He is also a director of certain members of the Group. Mr. TH Ng obtained his Bachelor of Commerce in Finance and Financial Economics Degree from the University of New South Wales in 2008. Thereafter, Mr. TH Ng further completed his Master of Science in Financial Mathematics Degree from the Cass Business School of the City University in London in 2014. Mr. TH Ng is experienced in banking and finance, and previously worked in various banks and financial institutions. Mr. TH Ng has worked as a trading analyst in Trinity Finance Investment Limited since September 2014 and up to prior to his appointment as an executive Director of the Company. Mr. TH Ng is (i) a cousin of Mr. Ng Man Chun Paul, an executive Director; and (ii) the younger brother of Mr. Ng Ting Kit, a substantial shareholder of the Company.

As at the Latest Practicable Date, (i) save as disclosed above, Mr. TH Ng had not held any other major appointment and qualifications or directorship in other listed company in the last three years, and (ii) save as disclosed above, nor does he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in GEM Listing Rules) of the Company. Save as mentioned above, Mr. TH Ng did not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. TH Ng was interested in 7,690,000 Shares. Save as disclosed, Mr. TH Ng was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Mr. TH Ng has entered into a letter of appointment with the Company for a term of one year commencing from 3 July 2018, subject to rotation and re-election at general meeting of the Company in accordance with the bye-laws of the Company. Mr. TH Ng is entitled to an annual director’s fee of HK\$810,000, which was determined with reference to his experience, duties, responsibilities, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the appointment of Mr. TH Ng that need to be brought to the attention of the Shareholders.

3. MR. HUNG KENNETH (“Mr. Hung”)

Mr. Hung, aged 48, was appointed as an independent non-executive Director with effect from 27 October 2014 and is a member of the audit committee, nomination committee and remuneration committee. He holds a degree of Bachelor of Science awarded by Woodbury University in June 1995. Mr. Hung has extensive experience in the entertainment industry. From March 2008 to September 2010, Mr. Hung was the China business development director for Golden Sun Films Distribution Ltd. From October 2010 to June 2012, Mr. Hung was the chief operation officer for Top Action Culture Development Co. Ltd. From July 2012 to October 2013, Mr. Hung was the business development director for Star Alliance Movies (Beijing) Co., Ltd. Mr. Hung was the chairman of Sino Vision from September 2016 to May 2017 and an executive director of Sino Vision from May 2017 to November 2017. Mr. Hung was an executive director of Hang Tai Yue Group Holdings Limited (formerly known as Interactive Entertainment China Cultural Technology Investments Limited) (Stock Code: 8081) from February 2014 to August 2018; was an independent non-executive Director of Sino Vision Worldwide Holdings Limited (Stock Code: 8086) from January 2015, and re-designated to an executive Director from October 2015 to November 2017; and was an independent non-executive director of IR Resources Limited (Stock Code: 8186) from March 2015 to April 2019, all of which are companies listed on GEM.

As at the Latest Practicable Date, (i) save as disclosed above, Mr. Hung had not held any other major appointment and qualifications or directorship in other listed company in the last three years, and (ii) nor does he has any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in GEM Listing Rules) of the Company. Save as mentioned above, Mr. Hung did not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Hung was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Mr. Hung has entered into a letter of appointment with the Company for a term of one year commencing from 27 October 2018, subject to rotation and re-election at general meeting of the Company in accordance with the bye-laws of the Company. Mr. Hung is entitled to an annual director’s fee of HK\$120,000, which was determined with reference to his experience, duties, responsibilities, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the appointment of Mr. Hung that need to be brought to the attention of the Shareholders.

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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of China Demeter Financial Investments Limited (“**Company**”) will be held at 11:00 a.m. on Friday, 28 June 2019 (Hong Kong time) at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong, for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”, each a “**Director**”) and the auditors of the Company for the year ended 31 December 2018.
2. To pass the following resolutions, each as a separate resolution:
 - (a) to re-elect Mr. Ng Man Chun Paul as a Director;
 - (b) to re-elect Mr. Ng Ting Ho as a Director;
 - (c) to re-elect Mr. Hung Kenneth as a Director; and
 - (d) to authorise the board of Directors (“**Board**”) to fix the respective Directors’ remuneration.
3. To re-appoint Baker Tilly Hong Kong Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

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4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares (“**Shares**”) in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the applicable laws of Bermuda and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares on the date of passing of this resolution and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”

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5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorised and unissued Shares and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements or options, including warrants to subscribe for Shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any options granted under a share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the aggregate number of Shares in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF AGM

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

(e) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held;

“**Rights Issue**” means an offer of Shares, or offer on issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 in the notice convening this Meeting (“**Notice**”), the general mandate referred to in the resolution numbered 5 in the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares purchased or agreed to be purchased by the Company pursuant to the mandate referred to in the resolution numbered 4 in the Notice, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue on the date of the passing of this resolution.”

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

29 May 2019

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business

in Hong Kong:
Unit 1002, 10/F
China Insurance Group Building
141 Des Voeux Road Central
Central, Hong Kong

Notes:

1. To determine the entitlement of the members of the Company to attend and vote at the Meeting to be held on Friday, 28 June 2019, the record date (being the last date of registration of any share transfer as there will be no book closure) will be Monday, 24 June 2019. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 June 2019.
2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him and to attend and vote in his stead at the Meeting.

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3. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 11:00 a.m., on Wednesday, 26 June 2019 (Hong Kong time) or not less than 48 hours before the time appointed for the holding of the adjourned meeting (as the case may be).
4. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy previously submitted shall be deemed revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled to vote, but if more than one of such joint holders are present at the meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of members of the Company in respect of the joint holding.
6. In compliance with the Rules ("**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the Meeting convened by this notice will be voted on by way of poll.

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

This notice, 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 notice 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 notice misleading.

This notice will appear on the GEM website www.hkgem.com for at least seven days after the date of publication and on the website of the Company at www.chinademeter.com.