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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)**

**APPLICATIONS FOR 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 THREE RIGHTS SHARES  
FOR EVERY ONE EXISTING SHARE HELD ON  
THE RECORD DATE**

Reference is made to the prospectus (“**Prospectus**”) of China Demeter Financial Investments Limited (“**Company**”) dated 6 July 2021 in relation to the Rights Issue. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Prospectus.

**APPLICATIONS FOR THE RIGHTS SHARES**

As at 4:00 p.m. on Tuesday, 20 July 2021, being the Latest Time For Acceptance, the Company had received 21 valid acceptances for a total of 313,154,599 Rights Shares provisionally allotted under the Rights Issue, representing approximately 68.21% of the total number of Rights Shares to be issued under the Rights Issue.

Based on the subscription results and taking into account the 83,542,500 Rights Shares provisionally allotted to Mr. Ng Ting Kit, Mr. Ng Man Chun Paul and Mr. Ng Ting Ho under their respective entitlements and, as confirmed by them, have been subscribed by them pursuant to the Irrevocable Undertakings, the Rights Issue was under-subscribed by 145,933,946 Rights Shares, representing approximately 31.79% of the total number of the Rights Shares to be issued under the Rights Issue.

## **THE COMPENSATORY ARRANGEMENTS**

Pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, the Company had made arrangements to dispose of the 145,933,946 Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering such Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent places for the benefit of the Shareholders to whom they were offered by way of the rights.

The Company had entered into the Placing Agreement with the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares during the Placing Period to independent places on a best effort basis, and 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 from the Placing will be paid to those No Action Shareholders. The placing price of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares shall not be less than Subscription Price.

Net Gain (if any) will be paid 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:

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

Net Gain to any of the No Action Shareholder(s) mentioned in (1) to (3) above which is in an amount of HK\$100 or more will be paid to such No Action Shareholder in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit.

Any unsold Unsubscribed Rights Shares and the NQS Unsold Rights Shares under the Compensatory Arrangements will be taken up by the Underwriters pursuant to the terms of the Underwriting Agreement.

An announcement of the results of the Rights Issue is expected to be published on the websites of the Stock Exchange and the Company on Wednesday, 28 July 2021.

On behalf of the Board  
**China Demeter Financial Investments Limited**  
**Ng Man Chun Paul**  
*Chairman*

Hong Kong, 22 July 2021

*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. Lam Chun Kei; 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 Listed Company Information” 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).*