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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)**

## **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 23.06A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”).

The board (“**Board**”) of directors (“**Director(s)**”) of China Demeter Financial Investments Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that on 7 April 2017, the Company has granted share options (“**Options**”) to ten eligible persons (“**Grantees**”) subject to adjustments under the share option scheme adopted by the Company on 30 September 2013, subject to acceptance of the Grantees, to subscribe for a total of 76,900,000 new ordinary shares of HK\$0.01 each in the share capital of the Company (“**Shares**”). Details of the Options granted are set out below:

Date of grant	:	7 April 2017 (“ <b>Date of Grant</b> ”)
Total number of Shares to be issued upon exercise in full of the Options granted	:	76,900,000 Shares
Exercise price of Options granted	:	HK\$0.1072 per Share
Closing price of the Shares on the Date of Grant	:	HK\$0.1060 per Share
Average closing price of the Shares for the five business days immediately preceding the Date of Grant	:	HK\$0.1072 per Share
Exercise period of the Options	:	From 7 April 2017 to 6 April 2018, both dates inclusive
Consideration for the grant of the Options	:	HK\$1.00 to be paid by each Grantee upon the acceptance of the Options granted

Among the Options granted, Options entitling the holders thereof to subscribe for an aggregate of 15,380,000 Shares were granted to two Directors, Options entitling the holders thereof to subscribe for an aggregate of 15,380,000 Shares were granted to two directors of a subsidiary of the Company, and the remaining Options entitling the holders thereof to subscribe for an aggregate of 46,140,000 Shares were granted to two employees and four consultants of the Group.

Details of the Options granted to the Directors are as follows:

<b>Name of the Director</b>	<b>Position</b>	<b>Number of Options granted</b>
Mr. Ng Man Chun Paul	Executive Director and chief executive officer	7,690,000
Mr. Ng Ting Ho	Executive Director	7,690,000

The grant of the Options to each of the above Directors has been reviewed and approved by the independent non-executive Directors in accordance with Rule 23.04(1) of the GEM Listing Rules.

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company or any of their respective associates (as defined under the GEM Listing Rules).

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

Hong Kong, 7 April 2017

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Zhou Jing, Mr. Ng Man Chun Paul, Mr. Lam Chun Kei and Mr. Ng Ting Ho; and three independent non-executive Directors, namely Mr. Lee Kin Fai, Ms. Cheng Lo Yee 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 <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the Company’s website at <http://www.chinademeter.com>.*