

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Mingfa Group (International) Company Limited

明發集團（國際）有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 00846)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND UPDATE ON RECENT DEVELOPMENT OF SUSPENSION OF TRADING

The Board is pleased to announce that Mr. Chu Kin Wang Peleus has been appointed as an independent non-executive director of the Company and a member of each of the nomination committee and remuneration committee of the Company with effect from 1 November 2016.

References are made to the announcements of the Company dated 31 March 2016, 1 April 2016, 22 April 2016, 3 May 2016, 27 May 2016, 10 June 2016, 29 July 2016, 31 August 2016 and 3 October 2016. The Board wishes to provide an update to the Shareholders regarding the latest development of the suspension of trading in the shares of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Mingfa Group (International) Company Limited (the “**Company**”) is pleased to announce that Mr. Chu Kin Wang Peleus (“**Mr. Chu**”) has been appointed as an independent non-executive director (the “**Director**”) of the Company and a member of each of the nomination committee and remuneration committee of the Company with effect from 1 November 2016.

The biographical details of Mr. Chu are as follows:

Mr. Chu Kin Wang Peleus (朱健宏先生)

Mr. Chu, aged 52, is a fellow practicing member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries (formerly known as the Hong Kong Institute of Company Secretaries) and the Institute of Chartered Secretaries and Administrators. Mr. Chu graduated from the University of Hong Kong with a master’s degree in business administration in December 1998.

Since December 2008, Mr. Chu has been the executive director responsible for investor relationship, financial management and compliance matters of Chinese People Holdings Company Limited (stock code: 0681) which is a company principally engaged in the sales and distribution of natural gas and liquefied petroleum gas in China and listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). During the period from September 2005 to March 2007, Mr. Chu was an executive director responsible for financial reporting and compliance matters of Global Mastermind Capital Limited (stock code 0905), a company principally engaged in investing in listed and unlisted companies in various countries and listed on the Main Board of the Stock Exchange, and which was known as Haywood Investments Limited during the relevant period. Mr. Chu has been appointed as a non-executive director of Perfect Group International Holdings Limited (stock code 3326), a company listed on the Main Board of the Stock Exchange, since August 2015. Mr. Chu is or was an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange or Growth Enterprise Market (GEM) of the Stock Exchange:

- Madison Wine Holdings Limited (stock code: 8057) since September 2015
- National Agricultural Holdings Limited (stock code: 1236) from June 2015 to September 2015
- Telecom Service One Holdings Limited (stock code: 8145) since May 2013
- SkyNet Group Limited (stock code: 8176) since March 2012
- China First Capital Group Limited (stock code: 1269) since October 2011
- Flyke International Holdings Ltd. (stock code: 1998) since February 2010
- Huayu Expressway Group Limited (stock code: 1823) since May 2009
- Tianli Holdings Group Limited (stock code: 0117) since April 2007
- Sustainable Forest Holdings Limited (stock code: 0723) from January 2008 to August 2010.

The Company has entered into a service agreement with Mr. Chu for his appointment as an independent non-executive Director for an initial term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the articles of association of the Company. Mr. Chu will receive an annual emolument of HK\$600,000 (or a pro rata amount for the duration of his directorship for an incomplete year) and such emolument was determined based on his past experience, duties and responsibilities with the Company with reference to the emolument of other independent non-executive Directors. The remuneration committee of the Company will review the level of Directors’ remuneration from time to time and make recommendation to the Board for adjustments if necessary.

Save as disclosed above, as at the date of this announcement, Mr. Chu has confirmed that he (i) does not hold any other position with the Company or any of its subsidiaries; (ii) does not have any relationship with any directors, senior management or substantial shareholders or controlling shareholders of the Company; (iii) has not held any directorship in any other listed companies in the past three years; (iv) does not have any interest, deemed interest or short position in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures

Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) there is no information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company would like to extend its warm welcome to Mr. Chu as an independent non-executive Director.

UPDATE ON RECENT DEVELOPMENT OF SUSPENSION OF TRADING

References are made to the announcements of the Company dated 31 March 2016, 1 April 2016, 22 April 2016, 3 May 2016, 27 May 2016, 10 June 2016, 29 July 2016, 31 August 2016 and 3 October 2016 (the “**Announcements**”). Capitalised terms used herein shall have the same meanings as defined in the Announcements.

As at the date of this announcement, the Investigations, including meetings amongst the Independent Forensic Accountant, management of the Group and the Auditor, are still in progress. The publication and despatch of the annual report of the Company for the financial year ended 31 December 2015 and the interim report of the Company for the six months ended 30 June 2016 and the publication of the interim results of the Company for the six months ended 30 June 2016 will be delayed until the Investigations are completed, the timing of which is currently uncertain. It is proposed that Mr. Chu, as a new independent non-executive Director with relevant experience and qualifications, can provide valuable advice to the Board and assist the Company in complying with the Resumption Conditions and resume trading as soon as practicable.

Trading in the shares and debt securities of the Company on the Stock Exchange will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

On behalf of the Board
Mingfa Group (International) Company Limited
WONG WUN MING
Chairman and Executive Director

Hong Kong, 1 November 2016

As at the date of this announcement, the Board comprises:

Executive Directors: *Mr. Wong Wun Ming, Mr. Huang Qingzhu, Mr. Huang Lianchun and Mr. Huang Li Shui*

Independent Non-Executive Directors: *Mr. Dai Yiyi, Mr. Qu Wenzhou, Mr. Lau Kin Hon and Mr. Chu Kin Wang Peleus*