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**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)

**(I) FURTHER RESUMPTION CONDITION; AND  
(II) UPDATE ON RECENT DEVELOPMENT OF  
SUSPENSION OF TRADING AND  
DELAY IN PUBLICATION AND DESPATCH OF OUTSTANDING  
FINANCIAL STATEMENTS AND REPORTS**

This announcement is made by Mingfa Group (International) Company Limited (the “**Company**” which together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

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, 3 October 2016, 1 November 2016, 2 December 2016, 3 January 2017, 27 January 2017, 2 March 2017, 3 April 2017, 2 May 2017, 2 June 2017, 3 July 2017, 3 August 2017, 18 August 2017, 18 September 2017, 18 October 2017, 14 December 2017, 26 January 2018, 19 March 2018, 30 April 2018, 31 May 2018, 28 June 2018 and 20 July 2018 (collectively the “**Announcements**”). Capitalised terms used herein shall have the same meanings as defined in the Announcements unless otherwise defined herein.

## **(I) FURTHER RESUMPTION CONDITION**

Reference is made to the announcement of the Company dated 3 May 2016 in relation to, among other matters, the resumption conditions imposed by the Stock Exchange on the Company (the “**Resumption Conditions**”) which are reproduced below:

- (i) conduct an appropriate investigation on the matters identified by the Auditor, disclose the findings of the investigation, assess the impact on the Company’s financial and operational positions, and take appropriate remedial actions;
- (ii) address the audit qualifications on the annual results announcement of 31 March 2016 for the year ended 31 December 2015 (the “**2015 Annual Results**”); and
- (iii) inform the market of all material information for the shareholders and the investors to appraise the Group’s position.

On 27 July 2018, the Company received a letter from the Stock Exchange informing the Company the decision of the Stock Exchange to further impose the following resumption condition (the “**Further Resumption Condition**”):

“publish all outstanding financial results and address any audit modifications.”

and for the avoidance of doubt, the Company is still subject to all the other Resumption Conditions. Should future development necessitates, the Stock Exchange may modify or impose further conditions.

The Company will use its best endeavours to comply with the Resumption Conditions and the Further Resumption Condition, and continue to carry on with its related preparation work.

## **(II) UPDATE ON RECENT DEVELOPMENT OF SUSPENSION OF TRADING**

### **The Investigations**

In respect of the Resumption Conditions and as at the date of this announcement, the management of the Company and the Independent Forensic Accountants were having discussion and exchanging views on matters in relation to the Investigations, whilst the Company was assisting the Independent Forensic Accountants to arrange for the requested follow-up interviews. Based on the progress of the Investigations, the Company believes that the investigation report of the Independent Forensic Accountants will be available by the end of September 2018. As and when the report of the Investigations is available, it will be presented to the Audit Committee for consideration. Where necessary, it is expected that the Audit Committee may request the management of the Company for such information and materials necessary for assessment and consideration by the Audit Committee.

## **Outstanding Financial Statements and Reports of the Company**

In respect of the Further Resumption Condition regarding the publication and/or dispatch of the Outstanding Financial Statements and Reports (as defined below), the management of the Company has been following up with the Auditor. In light of the updated time estimate of the availability of the investigation report from the Independent Forensic Accountants, the Company was informed that the Auditor will be in a more appropriate position to further advise the Company the updated timetable when the respective Outstanding Financial Statements and Reports will be available. As at the date of this announcement, the publication and/or despatch of the outstanding financial statements and information of the Company are the respective annual reports of the Company for the financial years ended 31 December 2015, 31 December 2016 and 31 December 2017 and the respective interim reports of the Company for the six months ended 30 June 2016, 30 June 2017 and 30 June 2018, and the respective interim results announcements of the Company for the six months ended 30 June 2016, 30 June 2017 and 30 June 2018, and the annual results announcement of the Company for the year ended 31 December 2016 and 31 December 2017 (collectively the "**Outstanding Financial Statements and Reports**"). The Company will continue to work with the Auditor in this regard.

The Company will make further announcement(s) on the progress of the Investigations, the progress of the investigation report of the Independent Forensic Accountants, the publication of the Outstanding Financial Statements and Reports, and other developments and progress in relation to the fulfilment of the Resumption Conditions and the Further Resumption Condition in accordance with the Listing Rules and/or the SFO.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 1 April 2016 and will remain suspended until further notice pending the fulfilment of the Resumption Conditions and the Further Resumption Condition.

**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 August 2018

*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*