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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)

RESUMPTION CONDITIONS

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

Reference is made to (i) the announcement of the Company dated 31 March 2016 in respect of the consolidated financial results of the Company for the year ended 31 December 2015 (the “**2015 Annual Results**”); and (ii) the announcement of the Company dated 1 April 2016 in respect of the suspension of trading in the Company’s shares (stock code: 00846) and debt securities (stock code: 5901) on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) pending an announcement on further information in relation to the disclaimer of opinion by the auditor of the Company on the 2015 Annual Results.

On 29 April 2016, the Stock Exchange has issued a letter informing the Company of the following conditions which the Company must satisfy before it is allowed to resume trading (the “**Resumption Conditions**”):

- (i) conduct an appropriate investigation on the matters identified by PricewaterhouseCoopers (the auditor of the Company), 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 2015 Annual Results; and
- (iii) inform the market of all material information for the shareholders and the investors to appraise the Group’s position.

The Company will use its best endeavours to comply with the Resumption Conditions and resume trading as soon as practicable. Should there be any material development on the above matters, the Company will update shareholders and potential investors of the Company as and when appropriate in accordance with the Listing Rules and the SFO.

At the request of the Company, trading in the shares (stock code: 846) and debt securities (stock code: 5901) of the Company on the Stock Exchange have been suspended with effect from 9:04 a.m. on 1 April 2016, and will remain suspended until further notice.

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

Hong Kong, 3 May 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 and Mr. Lau Kin Hon*