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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)

(1) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 9 JUNE 2023

AND

(2) ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 9 JUNE 2023

At the annual general meeting of Mingfa Group (International) Company Limited (the “**Company**”) held on 9 June 2023 (the “**AGM**”), a poll was required for voting on all the resolutions as set out in the notice of the AGM dated 20 April 2023 (the “**Notice**”). The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of issued shares of the Company was 6,093,451,026 shares, which was the total number of shares in the Company entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote for or against the resolutions at the AGM.

No Shareholders were required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to abstain from voting on any of the resolutions proposed at the AGM.

Shareholders representing 4,101,471,675 shares of the Company were present, in person or by proxy or corporate representative, at the AGM.

The board of directors of the Company (the “**Board**”) is pleased to announce that all of the proposed ordinary resolutions and special resolution as set out in the Notice were duly passed at the AGM. The poll results in respect of the resolutions were as follows:

	Ordinary resolutions	Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
1.	To receive and approve the audited consolidated financial statements together with the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2022.	4,099,705,675 (99.956942%)	1,766,000 (0.043058%)	4,101,471,675
2.	(a) To re-elect Mr. Ng Man Fung Walter as executive director of the Company and to authorize the board of directors of the Company to fix his director’s remuneration. ^{Note}	112,908,650 (98.205623%)	2,063,025 (1.794377%)	114,971,675
	(b) To re-elect Mr. Zhong Xiaoming as executive director of the Company and to authorize the board of directors of the Company to fix his director’s remuneration. ^{Note}	110,009,675 (95.684154%)	4,962,000 (4.315846%)	114,971,675
	(c) To re-elect Mr. Lau Kin Hon as independent non-executive director of the Company and to authorize the board of directors of the Company to fix his director’s remuneration. ^{Note}	98,052,650 (85.284180%)	16,919,025 (14.715820%)	114,971,675
3.	To re-appoint BDO Limited as auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.	4,099,971,675 (99.963428%)	1,500,000 (0.036572%)	4,101,471,675
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	4,087,032,650 (99.647955%)	14,439,025 (0.352045%)	4,101,471,675

	Ordinary resolutions	Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	4,099,971,675 (99.963428%)	1,500,000 (0.036572%)	4,101,471,675
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	4,087,032,650 (99.647955%)	14,439,025 (0.352045%)	4,101,471,675
	Special Resolution	Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
7.	To approve the proposed amendments to the memorandum of association and articles of association of the Company and to adopt the amended and restated memorandum of association and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company with immediate effect and that any director and/or company secretary and/or the registered office provider of the Company be authorised to do all things necessary to give effect to the proposed amendments and the adoption of the amended and restated memorandum of association and articles of association of the Company.	4,099,581,675 (99.953919%)	1,890,000 (0.046081%)	4,101,471,675

Note: Galaxy Earnest Limited, a controlling shareholder (within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company, has executed an undertaking that it shall not exercise (or caused to be exercised) its voting rights at general meetings of the Company in relation to any appointment, re-election or removal of any director of the Company. Please refer to the announcement of the Company dated 15 January 2021 for further details.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions and more than 75% of the votes were cast in favour of the special resolution, all such resolutions were duly passed.

All of the Directors attended the AGM in person, except Mr. Liu Yuwei and Mr. Zhong Xiaoming who were unable to attend the AGM due to other business engagement.

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board hereby announces that the resolution on the proposed amendments to the existing memorandum and articles of association of the Company has been duly passed as a special resolution at the AGM. For details of the amendments, please refer to Appendix III to the circular of the Company dated 20 April 2023.

The amended and restated memorandum and articles of association of the Company will take effect from 9 June 2023, the full text of which is available on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://www.ming-fa.com>).

By order of the Board
Mingfa Group (International) Company Limited
POON WING CHUEN
Company Secretary

Hong Kong, 9 June 2023

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

Executive Directors: *Mr. Ng Man Fung Walter, Mr. Zhong Xiaoming and Mr. Liu Yuwei*

Non-executive Director: *Dr. Lam, Lee G. (Chairman of the Board)*

Independent non-executive Directors: *Mr. Lau Kin Hon, Mr. Chu Kin Wang Peleus, and Mr. Chan Sing Lai*