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## **DaFa Properties Group Limited** **大发地产集团有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6111)**

### **(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN COMPOSITION OF BOARD COMMITTEES; (2) LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS; AND (3) NON-COMPLIANCE WITH THE LISTING RULES REQUIREMENTS**

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of DaFa Properties Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. Fung Chan Man Alex (“**Mr. Fung**”) has tendered his resignation as an independent non-executive Director and ceased to be the chairman and a member of the remuneration committee (the “**Remuneration Committee**”) of the Company and a member of the audit committee (the “**Audit Committee**”) of the Company with effect from 6 May 2024 due to his other business commitments.

Mr. Fung has confirmed that he has no disagreements with the Board and that there are no other matters in relation to his resignation of the above positions that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Mr. Fung for his valuable contributions to the Board during his tenure of service as an independent non-executive Director.

#### **LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

Following to the resignation of Mr. Fung, the members of the Board are set out below:

Executive Director: Mr. Gao Shan (Chairman)

Independent Non-executive Director: Mr. Feng Yijing

The members of the respective Board committees are set out below:

<b>Directors</b>	<b>Audit Committee</b>	<b>Nomination Committee</b>	<b>Remuneration Committee</b>
Gao Shan (高山)		Chairman	
Feng Yijing (馮義晶)	Member	Member	Member

## **NON-COMPLIANCE WITH THE LISTING RULES REQUIREMENTS**

Reference is made to the announcement of the Company dated 22 March 2024 in relation to the resignation of Mr. Ge Yiyang as an executive Director and the chairman of the Board and Mr. Fok Ho Yin Thomas as an independent non-executive Director which leads to the non-compliance of the Company with Rules 3.10(1), 3.21 and 3.27A of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Following to the resignation of Mr. Fung, the number of independent non-executive Directors remains below the minimum number as required under Rule 3.10(1) of the Listing Rules.

Following to the resignation of Mr. Fung, the composition of the Audit Committee remains below the minimum number and is not chaired by an independent non-executive Director as required under Rule 3.21 of the Listing Rules.

Following to the resignation of Mr. Fung, the Remuneration Committee is not chaired by an independent non-executive Director as required under Rule 3.25 of the Listing Rules.

The Board is in the process of identifying suitable candidates to fill the vacancies of independent non-executive Directors, member of each of the Audit Committee and nomination committee of the Company, and chairman of the Remuneration Committee. The Company will use its best endeavours to ensure that suitable candidates are appointed as soon as practicable and, in any event, within three months from 22 March 2024 pursuant to Rules 3.11 and 3.23 of the Listing Rules and within three months from 6 May 2024 pursuant to Rule 3.27 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company (the “**Shares**”) on the Stock Exchange has been suspended with effect from 9:00 a.m. on 3 April 2023 and will remain suspended pending fulfillment of the resumption guidance and additional resumption guidance received on 19 June 2023 and 1 August 2023, respectively, and any supplement or modification thereto.

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

By order of the Board  
**DaFa Properties Group Limited**  
**Gao Shan**  
*Chairman*

Hong Kong, 8 May 2024

*As at the date of this announcement, the Board comprises Mr. Gao Shan as an executive Director, and Mr. Feng Yijing as an independent non-executive Director.*