

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.



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) ADDITIONAL RESUMPTION GUIDANCE;**
(2) UPDATES ON WINDING UP PETITION;
(3) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHANGES IN COMPOSITION OF BOARD COMMITTEES;
(4) LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS;
AND
(5) NON-COMPLIANCE WITH THE LISTING RULES REQUIREMENTS

ADDITIONAL RESUMPTION GUIDANCE

This announcement is made by DaFa Properties Group Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated (i) 23 June 2023 in relation to, among others, the resumption guidance issued by the Stock Exchange on 19 June 2023; (ii) 4 August 2023 in relation to, among others, the additional resumption guidance issued by the Stock Exchange on 1 August 2023; and (iii) 31 May 2024 in relation to, among others, the non-compliance with certain requirements under Chapter 3 of the Listing Rules following the resignation of the company secretary and authorized representative of the Company.

On 4 June 2024, the Company received a letter from the Stock Exchange, which sets out the following additional resumption guidance for the Company (together with the letters dated 19 June 2023 and 1 August 2023, the “**RG Letters**”):

- to re-comply with Rules 3.05 and 3.28 of the Listing Rules.

The Stock Exchange requires the Company to remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange’s satisfaction before trading in the shares of the Company (the “**Shares**”) is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. The Stock Exchange also indicated that it may modify or supplement the resumption guidance that has been given and/or give further guidance if the Company’s situation changes.

The Company is taking appropriate steps to comply with the resumption guidance set out in the RG Letters and will seek to resume trading of the Shares as soon as practicable. The Company will make further announcement(s) in relation to the above matters as and when appropriate.

UPDATES ON WINDING UP PETITION

Reference is made to the announcement of the Company dated 27 February 2024 in relation to the winding up petition (the “**Petition**”) filed by China Construction Bank (Asia) Corporation Limited against the Company.

As at the date of this announcement, the Company has been notified that with respect to the Petition, in the hearing taken place on 5 June 2024, an adjournment of the hearing for the Petition was granted and the High Court of Hong Kong Special Administrative Region (“**High Court**”) has directed the hearing for the Petition to be heard before a Judge on 24 June 2024.

As at the date of this announcement, no winding-up order has been granted by the High Court. The Company is now actively seeking legal advice in respect of the Petition, and will adopt all effective rescuing and releasing measures, including but not limited to proposing a debt restructuring plan to the creditors of the Company and seeking possible investment to raise funds for the Company.

Further announcement(s) will be made by the Company to keep the shareholders (the “**Shareholders**”) and potential investors of the Company informed of any significant development in relation to the Petition, as and when appropriate and in accordance with the Listing Rules.

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

The Board hereby announces that Mr. Feng Yijing (“**Mr. Feng**”) has tendered his resignation as an independent non-executive Director and ceased to be each of a member of the audit committee (the “**Audit Committee**”) of the Company, the nomination committee (the “**Nomination Committee**”) of the Company and the remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 6 June 2024 due to his other business commitments.

Mr. Feng 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 and the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Feng 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. Feng, the member of the Board is set out below:

Executive Director: Mr. Gao Shan (Chairman)

NON-COMPLIANCE WITH THE LISTING RULES REQUIREMENTS

References are made to the announcements of the Company dated 22 March 2024 and 8 May 2024 in relation to, among others, the resignation of Mr. Ge Yiyang as an executive Director and the chairman of the Board and Mr. Fok Ho Yin Thomas and Mr. Fung Chan Man Alex as independent non-executive Directors which leads to the non-compliance of the Company with Rules 3.10(1), 3.21, 3.25 and 3.27A of the Listing Rules.

Following to the resignation of Mr. Feng, the Company has:

- (i) no independent non-executive Director, the number of independent non-executive Directors remains below the minimum number as required under Rule 3.10(1) of the Listing Rules.
- (ii) no member in the Audit Committee, 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.
- (iii) no member in the Remuneration Committee, the composition of the Remuneration Committee falls below the minimum number and is not chaired by an independent non-executive Director as required under Rule 3.25 of the Listing Rules.
- (iv) no independent non-executive Director in the Nomination Committee, the Nomination Committee is not comprised by a majority of independent non-executive Directors as required under Rule 3.27A of the Listing Rules.

The Company will use its best endeavours to identify suitable candidates to fill the vacancies of the independent non-executive Directors, members of each of the Audit Committee, Remuneration Committee and Nomination Committee 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.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in 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 set out in the RG Letters 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, 7 June 2024

As at the date of this announcement, the Board comprises Mr. Gao Shan as the executive Director.