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High Fashion International Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 608)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 6 JUNE 2019; RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting (the “AGM”) of High Fashion International Limited (the “Company”) held on 6 June 2019, a poll was demanded by the Chairman for voting on all the proposed resolutions as set out in the notice of AGM (the “Notice”) contained in the circular of the Company dated 30 April 2019 (the “Circular”). All the resolutions were duly passed by shareholders of the Company (the “Shareholders”) as ordinary resolutions. The poll results in respect of the resolutions are as follows:

Resolutions		Number of votes (%)	
		For	Against
1.	To adopt the audited financial statements together with the reports of the directors and independent auditor for the year ended 31 December 2018	204,736,178 (100%)	0 (0.00%)
2.	To declare the final dividend	204,736,178 (100%)	0 (0.00%)
3.	(a) To re-elect Mr. Wong Shiu Hoi, Peter as an independent non-executive director	204,736,178 (100%)	0 (0.00%)
	(b) To re-elect Mr. Leung Hok Lim as an independent non-executive director	204,736,178 (100%)	0 (0.00%)
	(c) To authorise directors of the Company (the “Directors”) to appoint any person as a director either to fill a casual vacancy on the board of directors (the “Board of Directors”) or as an addition to the existing Board of Directors	204,370,178 (99.82%)	366,000 (0.18%)
	(d) To fix the Directors’ fees	204,736,178 (100%)	0 (0.00%)

Resolutions		Number of votes (%)	
		For	Against
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company to hold office until the conclusion of next annual general meeting and to authorise the Board of Directors to fix their remuneration	204,736,178 (100%)	0 (0.00%)
5.	A. Ordinary resolution on No. 5A set out in the Notice (To grant general mandate to the Board of Directors to repurchase own shares of the Company)*	204,736,178 (100%)	0 (0.00%)
	B. Ordinary resolution on No. 5B set out in the Notice (To grant general mandate to the Board of Directors to issue shares of the Company)*	204,370,178 (99.82%)	366,000 (0.18%)
	C. Ordinary resolution on No. 5C set out in the Notice (To extend the general mandate granted to the Board of Directors to issue additional shares of the Company)*	204,370,178 (99.82%)	366,000 (0.18%)
<p>The number and percentage of votes are based on the total number of shares of the Company voted by the Shareholders at the AGM in person or by corporate representative or proxy.</p> <p>As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions.</p>			

* The full text of the above resolutions is set out in the Notice.

As at the date of AGM, the total number of issued shares in the Company was 305,615,420 shares which was the total number of shares of the Company entitling the holders to attend and vote on all the proposed resolutions at the AGM.

There were no shares of the Company entitling the holders to attend and vote only against any of the proposed resolutions at the AGM.

There were no shares of the Company entitling the holders to attend and abstain from voting in favour of the proposed resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and no Shareholders were required under the Listing Rules to abstain from voting on the proposed resolutions at the AGM.

There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

The Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer for vote-taking at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

As disclosed in the Circular, Mr. Woo King Wai (“Mr. Woo”) did not stand for re-election at the AGM in order to focus on other business engagements. He retired as an independent non-executive Director (“INED”) and ceased to be a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from the conclusion of the AGM.

Mr. Woo has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited.

The Board would like to express its sincere gratitude to Mr. Woo for his valuable contributions to the Company during his tenure of office.

Following the retirement of Mr. Woo, (i) the number of INEDs has fallen below the minimum number of three and the number of INEDs could not represent at least one-third of the Board, as required respectively under Rules 3.10(1) and 3.10A of the Listing Rules; and (ii) the number of INEDs on the Audit Committee, Remuneration Committee and Nomination Committee does not meet the majority requirement under Rule 3.21 and Rule 3.25 of the Listing Rules, and Code Provision A.5.1 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules respectively.

In order to comply with the Listing Rules, the Company will strive to identify a suitable candidate to fill the abovementioned vacancies as soon as practicable and in any event within three months from 6 June 2019, and will make further announcement(s) as and when appropriate.

By Order of the Board
High Fashion International Limited
Li Wa Tat Benedict
Company Secretary

Hong Kong, 6 June 2019

As at the date of this announcement, the Board of Directors comprises of (1) executive directors: Mr. Lam Foo Wah, Ms. So Siu Hang, Patricia, Mr. Lam Gee Yu, Will and Mr. Lam Din Yu, Well; (2) non-executive directors: Professor Yeung Kwok Wing and Mr. Hung Ka Hai, Clement; and (3) independent non-executive directors: Mr. Wong Shiu Hoi, Peter and Mr. Leung Hok Lim.