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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 4 JUNE 2021; RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; RE-DESIGNATION OF DIRECTOR; AND CHANGES OF COMPOSITION OF BOARD COMMITTEES

At the Annual General Meeting (the “AGM”) of High Fashion International Limited (the “Company”, together with its subsidiaries, the “Group”) held on 4 June 2021, all the proposed resolutions as set out in the notice of AGM (the “Notice”) contained in the circular of the Company dated 30 April 2021 (the “Circular”) were duly passed by the shareholders of the Company (the “Shareholders”) as ordinary resolutions by way of poll. 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 2020	214,197,803 (99.99%)	250 (0.01%)
2.	To declare the final dividend	214,197,803 (99.99%)	250 (0.01%)
3.	(a) To re-elect Mr. Lam Foo Wah as an executive director of the Company	214,197,803 (99.99%)	250 (0.01%)
	(b) To re-elect Mr. Hung Ka Hai, Clement as a non-executive director of the Company	214,197,803 (99.99%)	250 (0.01%)
	(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”) or as an addition to the existing Board	214,197,803 (99.99%)	250 (0.01%)
	(d) To authorise the Board to fix the Directors’ fees	214,197,553 (99.99%)	500 (0.01%)

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 to fix their remuneration	214,197,803 (99.99%)	250 (0.01%)
5.	A. Ordinary resolution on No. 5A set out in the Notice (To grant general mandate to the Board to repurchase own shares of the Company)*	214,197,803 (99.99%)	250 (0.01%)
	B. Ordinary resolution on No. 5B set out in the Notice (To grant general mandate to the Board to issue shares of the Company)*	214,197,803 (99.99%)	250 (0.01%)
	C. Ordinary resolution on No. 5C set out in the Notice (To extend the general mandate granted to the Board to issue additional shares of the Company)*	214,197,553 (99.99%)	500 (0.01%)
<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 the majority 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 restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM and 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.

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 CHANGES OF COMPOSITION OF BOARD COMMITTEES

As disclosed in the Circular, Mr. Wong Shiu Hoi, Peter (“Mr. Wong”) 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”) with effect from the conclusion of the AGM.

Mr. Wong 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 “Stock Exchange”).

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

Following the aforesaid retirement of Mr. Wong as an INED, the Board announces the following changes of composition of Board committees with effect from the conclusion of the AGM:

- (1) Mr. Wong ceased to be the chairman of the Remuneration Committee and Risk Management Committee, and a member of the Audit Committee and Nomination Committee of the Company;
- (2) Mr. Chung Kwok Pan, an existing INED, has been appointed as the chairman of the Remuneration Committee of the Company; and
- (3) Mr. Lam Gee Yu, Will, an existing Executive Director, has been appointed as the chairman of the Risk Management Committee of the Company.

RE-DESIGNATION OF DIRECTOR

The Board is pleased to announce that Professor Yeung Kwok Wing (“Professor Yeung”), a Non-Executive Director, has been re-designated as an INED with effect from 4 June 2021. He will remain as a member of the Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee.

Professor Yeung, aged 73, joined the Group in 2000 and was appointed as a Non-Executive Director on 1 March 2007. He is currently the executive director of Clothing Industry Training Authority (“CITA”) in Hong Kong. He holds a PhD from the Queen’s University of Belfast, Northern Ireland. Professor Yeung specializes in textile product development, quality assurance and management, and serves as various honorary fellows and members of international associations of textile, dyers and colorists as well. He has a long and distinguished academic career and was associated with The Hong Kong Polytechnic University (“PolyU”) for more than 30 years before joining CITA in June 2006. His administrative ability is also highly appreciated in PolyU when he was posted as its vice president overseeing academic development from 2002 to 2005.

Professor Yeung has confirmed that he meets the independence requirements under Rule 3.13 of the Listing Rules, save that his previous position as a Non-executive Director may technically fall within the factors which may affect independence as set out in the independence guideline under Rule 3.13(7) of the Listing Rules. Notwithstanding the above, having regard that Professor Yeung has never been involved in the daily operations or undertaken any managerial or executive positions within the Group, the Company considers that he has practically served the Company in such manner as if he was an INED.

Accordingly, the Nomination Committee of the Company has recommended to the Board on the re-designation of Professor Yeung and the Board is satisfied with his independence. The Company has demonstrated to the satisfaction of the Stock Exchange that Professor Yeung is independent for the purpose of his re-designation as an INED pursuant to Rule 3.13 of the Listing Rules.

There is neither any service contract having executed between the Company and Professor Yeung nor any proposed length of service with the Company but he will be subject to retirement by rotation and re-election at the Company's annual general meeting pursuant to the Bye-laws of the Company. Professor Yeung is entitled to a director's fee of HK\$200,000 per annum as determined by reference to his duties and responsibilities with the Company, the prevailing market condition as well as the performance of the Company's results.

Save as disclosed above and as at the date hereof, Professor Yeung (i) does not have any interests or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance; (ii) does not hold any other positions with the Company or other members of the Group; (iii) did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) does not have any relationship with any directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (v) there is no information that should be disclosed pursuant to Rule 13.51(2)(h) to (2)(v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in relation to the aforesaid re-designation.

The Board would like to extend its warm welcome to Professor Yeung for his new role.

By Order of the Board
High Fashion International Limited
Lam Gee Yu, Will
Executive Director & Managing Director

Hong Kong, 4 June 2021

As at the date of this announcement, the Board comprises of (1) Executive Directors: Mr. Lam Foo Wah, Mr. Lam Gee Yu, Will, Mr. Lam Din Yu, Well and Ms. So Siu Hang, Patricia; (2) Non-executive Director: Mr. Hung Ka Hai, Clement; and (3) Independent Non-executive Directors: Professor Yeung Kwok Wing, Mr. Leung Hok Lim and Mr. Chung Kwok Pan.