

*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.*



中國秦發集團有限公司  
**CHINA QINF A GROUP LIMITED**

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

**(Stock code: 00866)**

**PROPOSED CHANGE OF AUDITORS UPON AUDITORS' INTERNAL  
CORPORATE STRUCTURE REORGANISATION**

On 23 April 2015, the Board has received a letter from Moore Stephens, the exiting auditors of the Company, that due to the reorganisation of their internal corporate structure, Moore Stephens will practise in the name of another certified public accountant, Moore Stephens CPA Limited. Moore Stephens will retire as auditors of the Company with effect from the conclusion of the upcoming annual general meeting of the Company and will not offer itself for re-appointment. An ordinary resolution will be proposed at the AGM to appoint Moore Stephens CPA Limited as the auditor of the Company to fill the vacancy arising from the retirement of Moore Stephens.

The board of directors (the "Board") of China Qinfa Group Limited (the "Company") announces that Messrs. Moore Stephens ("MS"), the existing auditor of the Company, will retire as auditors of the Company with effect from the conclusion of the upcoming annual general meeting of the Company to be convened (the "AGM") and MS will not offer itself for re-appointment. An ordinary resolution will be proposed at the AGM to appoint Moore Stephens CPA Limited ("MS CPA Ltd") as the auditor of the Company to fill the vacancy arising from the retirement of MS.

On 23 April 2015, the Board received a letter and was advised by MS that due to the reorganisation of their internal corporate structure, all of the practice of MS will be reorganised under MS CPA Ltd. MS CPA Ltd was registered as a firm of certified public accountants in August 2014 and started to carry out corporate practice from January 2015 with the partners of MS becoming the directors of MS CPA Ltd. The management of MS is also the same as MS CPA Ltd and MS shall cease to practise in due course.

The Board considers that it is in the best interests of the Company and its shareholders (the "Shareholders") as a whole if the auditor shall continue to serve the Company under the capacity of MS CPA Ltd.

The Company has received a letter from MS confirming that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board also confirms that there are no circumstances in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders. The Board further confirms that there is no disagreement with MS and the Board has no unresolved issue regarding the proposed change of auditors.

The proposed appointment of MS CPA Ltd as auditor of the Company is subject to the approval by the Shareholders at the AGM. A circular containing, among other things, the proposed change of auditor together with the notice of AGM, will be despatched to the Shareholders in due course.

By Order of the Board  
**China Qinfra Group Limited**  
**XU Jihua**  
*Chairman*

Guangzhou, 23 April 2015

*As of the date of this announcement, the Board comprises Mr. XU Jihua, Ms. WANG Jianfei, Mr. XU Da, Mr. MA Baofeng and Mr. BAI Tao as the executive Directors and Mr. HUANG Guosheng, Mr. LAU Sik Yuen and Mr. XING Zhiying as the independent non-executive Directors.*