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Q I N F A

中國秦發集團有限公司

CHINA QINFA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00866)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China Qinfa Group Limited (中國秦發集團有限公司) (the “**Company**”) will be held at Meeting Rooms 6 and 7, Level 2, InterContinental Guangzhou Exhibition Center, No. 828, Yuejiang Middle Road, Haizhu District, Guangzhou City, the PRC on Tuesday, 23 July 2024 at 11:00 a.m. to consider and, if thought fit, approve the following resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (i) the sale and purchase agreement dated 25 June 2024 (the “**Sale and Purchase Agreement**”, a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) entered into among Qinfa Investment Limited (秦發投資有限公司) as vendor, Zhejiang Energy International Limited (浙江能源國際有限公司) as purchaser and the Company as guarantor in relation to the disposal of 40% shareholding interest in Lead Far Development Limited (力遠發展有限公司) at a consideration of RMB2,950 million (subject to adjustment) and the transactions contemplated thereunder, including but not limited to the guarantee provided by the Company in relation to the performance of the vendor’s obligations thereunder, be and are hereby approved, confirmed and ratified; and

(ii) any one or more directors of the Company be and is hereby authorised to do all such acts and things and sign and execute all such documents, deed or instruments (under seal, if required) and to take all such actions as he/she may consider necessary, expedient or desirable in connection with or to implement, give effect to and/or complete the Sale and Purchase Agreement and the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interests of the Company.”

By the order of the Board
China Qinfra Group Limited
XU DA
Chairman

Guangzhou, 28 June 2024

As at the date of this notice, the Board comprises Mr. XU Da, Mr. BAI Tao, Mr. ZHAI Yifeng and Ms. DENG Bingjing as the executive Directors, and Prof. SHA Zhenquan, Mr. JING Dacheng and Mr. HO Ka Yiu Simon as the independent non-executive Directors.

Registered office:

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Cayman Islands

Principal place of business in the PRC:

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Poly International Plaza
No. 1 Pazhou Avenue East
Haizhu District, Guangzhou City
PRC

Principal Place of Business in Hong Kong:

Suite 5706, 57th Floor
Central Plaza
No. 18 Harbour Road
Wanchai
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. by Sunday, 21 July 2024 at 11:00 a.m.) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. The register of members of the Company will be closed from Thursday, 18 July 2024 to Tuesday, 23 July 2024 (both days inclusive). During such period, no transfer of Shares will be registered for the purpose of determining the entitlement to attend and vote at the EGM. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Wednesday, 17 July 2024.
5. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Tuesday, 23 July 2024. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. Wednesday, 17 July 2024.