



QINFA

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)

**Form of Proxy for use at the Extraordinary General Meeting
to be convened on Tuesday, 23 July 2024 (“EGM”) (or any adjournment thereof)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each (the “Share”) in the capital of China Qinfa Group Limited (the “Company”), hereby appoint the chairman of the EGM or ^(Note 3) _____
of _____
as my/our proxy ^(Note 4) to act for me/us at the EGM (and at any adjournment thereof) of the Company to 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. for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the EGM and at the EGM, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION ^(Note 6)	FOR ^(Note 5)	AGAINST ^(Note 5)
To approve, confirm and ratify the sale and purchase agreement dated 25 June 2024 (the “Sale and Purchase Agreement”) 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 and the transactions contemplated thereunder; and to authorise any one or more directors of the Company to do all such acts and things and sign and execute all such documents, deed or instruments and to take all such actions as they may consider necessary, desirable or expedient to implement, give effect to and/or complete the Sale and Purchase Agreement and the transactions contemplated thereunder.		

Signed this _____ day of _____ 2024. Shareholder’s signature ^(Notes 7 & 8): _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who signs it. If no name is inserted, the duly appointed Chairman of the EGM will set as your proxy.
4. A proxy need not be the Chairman of the EGM. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words “the chairman of the EGM or” and insert the name and address of the person appointed proxy in the space provided.
5. **IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.**
6. The full text of the resolution appears in the notice of the EGM dated 28 June 2024.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
8. Where there are joint registered holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
9. A proxy need not be a member of the Company but must attend the EGM in person to represent you.
10. In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the transfer office of 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.