

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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 20 JUNE 2023;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND (4) CHANGE OF COMPOSITION OF AUDIT COMMITTEE**

The board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that all the proposed resolutions set out in the Notice (defined below) were duly passed by way of poll.

The Board also announces that, with effect from the conclusion of the Annual General Meeting:

- (1) Mr. LAU Sik Yuen has retired as an independent non-executive Director and ceased to be the chairman of the audit committee of the Company (the “**Audit Committee**”); and
- (2) Mr. HO Ka Yiu Simon has been appointed as an independent non-executive Director and the chairman of the Audit Committee.

References are made to the circular of China Qinfa Group Limited (the “**Company**”) dated 27 April 2023 (the “**Circular**”) and the notice of the Annual General Meeting dated 27 April 2023 (the “**Notice**”), which were dispatched to the Shareholders on 27 April 2023. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

Pursuant to the Listing Rules, voting at general meetings of the Company must be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, at the Annual General Meeting, poll voting for all the resolutions as set out in the Notice were proceeded.

Union Registrars Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer for the poll voting. All Directors of the Company, namely Mr. XU Da, Mr. BAI Tao, Mr. ZHAI Yifeng, Mr. LAU Sik Yuen, Prof. SHA Zhenquan and Mr. JING Dacheng, attended the Annual General Meeting in person or by electronic means.

The poll results are as follows:

Ordinary Resolutions		Number of Shares Voted (Approx. %)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2022.	1,749,813,526 (99.9952%)	84,789 (0.0048%)
2.	(A) (i) To re-elect Mr. BAI Tao as an executive Director.	1,748,492,315 (99.9197%)	1,406,000 (0.0803%)
	(ii) To re-elect Mr. ZHAI Yifeng as an executive Director.	1,748,892,315 (99.9425%)	1,006,000 (0.0575%)
	(B) To authorise the board of Directors to determine the remuneration of the Directors.	1,749,898,315 (100.0000%)	0 (0.0000%)
3.	To re-appoint Moore Stephens CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.	1,749,898,315 (100.0000%)	0 (0.0000%)
4.	(A) To grant an unconditional general mandate to the Directors to repurchase Shares ^(Note) ;	1,749,898,315 (100.0000%)	0 (0.0000%)
	(B) To grant an unconditional general mandate to the Directors to allot and issue Shares ^(Note) ; and	1,744,611,251 (99.6979%)	5,287,064 (0.3021%)
	(C) To extend the general mandate granted to the Directors to issue Shares by the total number of Shares repurchased by the Company ^(Note) .	1,744,611,251 (99.6979%)	5,287,064 (0.3021%)

Note: The full text of the resolution numbers 4(A) to 4(C) are set forth in the Notice.

As more than 50% of the votes were cast in favour of the proposed resolutions 1 to 4, all these resolutions were duly passed as ordinary resolutions at the Annual General Meeting.

As of the date of the Annual General Meeting, the number of issued Shares was 2,493,413,985, which was the total number of Shares entitling the holders to attend and vote for or against all resolutions at the Annual General Meeting. There were no restrictions on any Shareholders to cast votes on any of the resolutions at the Annual General Meeting and there were no shares entitling the Shareholders to attend and vote only against the resolutions proposed at the Annual General Meeting. No Shareholder has stated his/her/its intention in the Circular that it would vote against any proposed resolutions or that he/she/it would abstain from voting at the Annual General Meeting.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As stated in the Circular, Mr. LAU Sik Yuen (“**Mr. LAU**”) retired as an independent non-executive Director with effect from the conclusion of the Annual General Meeting due to his work re-allocation. Following his retirement, Mr. LAU also ceased to be the chairman of the Audit Committee.

Mr. LAU has confirmed that he has no disagreement with the Board, nor is there any matter in relation to his retirement that should be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to express its gratitude to Mr. LAU for his contribution to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. HO Ka Yiu Simon (“**Mr. HO**”) has been appointed as an independent non-executive Director and the chairman of the Audit Committee with effect from the conclusion of the Annual General Meeting.

Biographical details of Mr. HO are set out as follows:

Mr. HO, aged 45, holds a Bachelor degree in Accountancy from The Hong Kong Polytechnic University. He is an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. HO has over 20 years of experience in auditing, professional accounting and financial management. He has been the chief financial officer of Cali (Hong Kong) Biosciences Limited, a biopharmaceutical company, since September 2022. Mr. HO served as chief financial officer and company secretary of Glory Sun Financial Group Limited (stock code: 1282) from December 2018 to September 2022 and he served as Chief Financial Officer and company secretary (resigned on June 2014) of China Energy Development Holdings Limited (stock code:228) (“**China Energy**”) from May 2011 to December 2018, whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. HO was a senior audit manager in one of the top tier international accounting firms before joining China Energy in May 2011.

Pursuant to the appointment letter entered into with Mr. HO, he has been appointed for an initial term of three years commencing from 20 June 2023. Mr. HO will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. He is entitled to a fixed director’s fee of RMB240,000 (after taxation) per annum, which is determined with reference to his duties and responsibilities in the Company and the prevailing market conditions. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Saved as disclosed in this announcement, Mr. HO did not hold any position with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years, and Mr. HO does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr. HO does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. HO has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Save as disclosed herein, there are no other matters relating to the appointment of Mr. HO that need to be brought to the attention of the shareholders of the Company nor is there any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to extend a warm welcome to Mr. HO in joining the Board.

CHANGE OF COMPOSITION OF AUDIT COMMITTEE

Following Mr. LAU's retirement as an independent non-executive Director, Mr. LAU ceased to be the chairman of the Audit Committee and Mr. HO has been appointed to act as the chairman of the Audit Committee with effect from the conclusion of the Annual General Meeting on 20 June 2023.

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

Guangzhou, 20 June 2023

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