

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt as to what you should do in connection with this circular, you should consult your stockbroker or other independent financial adviser.

If you have sold or transferred all your shares in China Qinfra Group Limited, you should also forward this circular to the purchaser of your shares, who should then take appropriate action.

Each of the above is a separate document and should be read in conjunction with the other documents referred to in this circular. If you are in doubt as to what you should do, you should consult your stockbroker or other independent financial adviser.



**QINFRA**

**中國秦發集團有限公司**

**CHINA QINFRA GROUP LIMITED**

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

**(Stock Code: 00866)**

**REPURCHASE MANDATE AND GENERAL MANDATE,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A special general meeting of China Qinfra Group Limited will be held at the Regency Hotel, Level 2, The Central Plaza, Exhibition Centre, No. 828, Yijiang Middle Road, Haihe District, Guangzhou, China on Thursday, 20 June 2024 at 11:00 a.m. (local time of Hong Kong).

Where necessary, you are able to attend the special general meeting, you are invited to attend the meeting in person or by proxy. The meeting will be held at the Regency Hotel, Level 2, The Central Plaza, Exhibition Centre, No. 828, Yijiang Middle Road, Haihe District, Guangzhou, China on Thursday, 20 June 2024 at 11:00 a.m. (local time of Hong Kong). The meeting will be held in Chinese and English. The meeting will be held in Chinese and English. The meeting will be held in Chinese and English.

**Important Information**

Please refer to the circular for more information regarding the AGM, including the agenda of the AGM.

Notes will be issued. The notes will be available on the website of the AGM.

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## ARRANGEMENT FOR THE AGM

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The Company will address the following agenda at the AGM:

- (a) If a Shareholder is unable to attend the AGM, Shareholders are encouraged to appoint a proxy to attend the AGM on his/her behalf. Shareholders are encouraged to attend the AGM. Shareholders should specifically indicate their preferences regarding the election of directors to the AGM. In any case, Shareholders will be deemed to have indicated their preferences at the AGM (as applicable) unless they indicate otherwise.
- (b) Shareholders can submit their proposals to the AGM by email to [info@infocm.com](mailto:info@infocm.com). If considered appropriate by the Director, the proposals will be considered at the AGM.
- (c) None of them will be elected. There will be a proxy if there is a tie at the AGM.

**The Company reminds Shareholders who wish to exercise his/her/its voting rights that he/she/it is encouraged to appoint the chairman of the AGM as his/her/its proxy to vote on the relevant resolutions at the AGM.**

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

Annual General Meeting –	AGM –	the annual general meeting of the Company, which was held at the Meeting Room 6 at Level 2, International Gateway, Exhibition Centre, No. 828, Yijiang Middle Road, Haihe District, Guangzhou, China, on the PRC Thursday, 20 June 2024 at 11:00 a.m. (local time of the Cayman Islands);
Article –	Article of Association –	the amended and adopted articles of association of the Company, known as the Articles;
Board –		the Board of Directors;
Clear Association –		has the meaning as defined in the Listing Rules;
Companies Act –		the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and amended) of the Cayman Islands as amended, in its amended and in its amended form in force;
Company –		China Qifa Group Limited (中國秦發集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 00866);
Controlling Shareholder ( ) –		has the meaning ascribed in the Listing Rules and, in the case of the Company, means Mr. XU Jihua and Family, the Peal;
Director –		the director of the Company;
Family Peal –		Family Peal International Limited, an exempted company incorporated in the British Virgin Islands on 22 January 2008 in which the sole shareholder is Mr. XU Jihua, which is the Controlling Shareholder;
General Mandate –		the general mandate granted to the Directors to exercise all the powers of the Company, in and in relation to the deal with the Shareholders, as a result of the agreement which the Directors might enter into with the shareholders, all of which are deemed to be binding on the Company, in accordance with the provisions of the Articles of Association of the Company, as amended from time to time;
Group –		the Company and its subsidiaries;
HKG –		The Hong Kong Special Administrative Region of the People's Republic of China;

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## DEFINITIONS

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La e P ac icable Da e-	26 A il 2024, bei g he la e ac icable da e i he i i g f hi ci a la f a ce ai i g ce ai i f mai f i ch i i hi ci a la ;
Li i g Ri le -	The Ri le G e i g he Li i g f Sea i ie he S ck E cha ge;
Mem a d m-	he mem a d m fa cia i f he C m a yK;
N ice-	he ice da ed 30 A il 2024 c e i g he A i al Ge e al Mee i ga e f h i A e di IV hi ci a la ;
O i -	i (if a yK) g a ed be g a ed, de he ha e i cheme f he C m a yK;
O di a yKRe h i -	he ed di a yK e h i i e ec f he ma e efe ed i he N ice;
PRC-	The Pe le' Re i blic f Chi a;
Regi e f Membe -	he regi e f membe f he C m a yK mai ai ed h yK he Regi a i H g K g;
Regi a -	he b a ch ha e regi a a d a fe ffice f he C m a yK, U i Regi a Limi ed f S i e 3301-04, 33/F., T Chi achem E cha ge S i a e, 338 Ki g' R ad, N h P i , H g K g;
Re i cha e Ma da e-	he ge e al ma da e ed be g a ed he Di ec e e ci e he e f he C m a yK i cha e Sha e i a ma im m f 10% f he al i mbe f i i ed Sha e f he C m a yK a f he da e f a i g f he e h i a i g he aid ma da e;
SFO-	he Sea i ie a d F i e O di a ce (Cha e 571 f he La f H g K g);
Sha e( )-	di a yK ha e( ) f HK\$0.10 each i he ha e ca i al f he C m a yK;
Sha eh lde ( )-	he regi e ed h lde ( ) f he Sha e( );
S ck E cha ge-	The S ck E cha ge f H g K g Limi ed;
Take e C de-	The C de Take e a d Me ge a d Sha e B yK-back ;
HK\$-	H g K g d lla , he la fi l a e yK f H g K g;
%-	e ce .

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# LETTER FROM THE BOARD

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## 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)

*Executive Director :*

M . XU Da (Chairman)

M . BAI Ta (Chief Executive Officer)

M . ZHAI Yife ng

M . DENG Bi gji ng

*Independent non-executive Director :*

P f. SHA Zhe ng

M . JING Dache ng

M . HO Ka Yi Sim

*Registered office:*

C icke S t a e

H i chi D i e

P.O. B 2681

G a d Ca yma KY1-1111

Ca yma I la d

*Principal place of business  
in Hong Kong:*

S i e 5706, 57 h Fl

Ce al Pla a

N . 18 Ha b i R ad

Wa chai

H g K g

30 A ril 2024

*To the Shareholder and, for information only, holder of the Option*

Dear Sir Madam,

**REPURCHASE MANDATE AND GENERAL MANDATE,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The following information is hereby provided to you for your reference in connection with the Annual General Meeting, and you are hereby invited to attend the Annual General Meeting.

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## LETTER FROM THE BOARD

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The e l i i ch de (i) he g a f he Re i cha e Ma da e; (ii) he g a f he Ge e al Ma da e; (iii) he e e i f he Ge e al Ma da e; (i ) he ed ame dme he A icle ; a d ( ) he e-elec i f he e i i g Di ec .

### REPURCHASE MANDATE

A he A i al Ge e al Mee i g, a di a yK e l i ill be ed g a he Di ec a ge e al a d i c di i al ma da e e e c i e all e f he C m a yK e i cha e Sha e i bjec he c i e i a e f h i h i c i a l a . I a i a l a , yK i h l d e ha he ma im m i mbe f Sha e ha ma yK be e i cha ed i , a he Re i cha e Ma da e ill be i ch i mbe hich e e e 10% f he al i mbe f i i ed Sha e f he C m a yK a f he da e f a i g f he e l i (i.e. a al f 249,341,398 Sha e he ba i ha f i he Sha e a e i i ed e i cha ed bef e he A i al Ge e al Mee i g), i bjec he e i i eme f he Li i g R l e . The Re i cha e Ma da e ill be e i ed he ea lie f he c ch i f he e a i al ge e al mee i g f he C m a yK he e i a i f he e i d i h i hich he e a i al ge e al mee i g f he C m a yK i e i ed be held b yK a yK a l i cable la he A icle a d he da e i hich i ch a h i yK i e ked a i ed b yK di a yK e l i f he Sha eh lde i ge e al mee i g.

The Di ec i h a e ha he yK ha e immedia e la e i cha e a yK Sha e i , a he Re i cha e Ma da e.

I acc da ce i h he Li i g R l e , he C m a yK i e i ed e d he Sha eh lde a e la a yK a eme , hich i e f h i A e di I h i c i a l a .

### GENERAL MANDATE

A he A i al Ge e al Mee i g, a di a yK e l i ill be ed g a he Di ec a ge e al a d i c di i al ma da e all i i e a d deal i h f i he Sha e g a a yK ffe , ag eeme i hich i l d migh e i e Sha e be i i ed, all ed di ed f, e e e i g i 20% f he al i mbe f i i ed Sha e f he C m a yK a f he da e f a i g f he e l i . A f he La e P ac i cable Da e, he i i ed ha e ca i al f he C m a yK c m i ed 2,493,413,985 f i l yK aid i Sha e . A i mi g ha he e i cha ge i he al i mbe f i i ed Sha e f he C m a yK be ee he e i d f m he La e P ac i cable Da e he da e f a i g he af e aid e l i , he ma im m i mbe f Sha e hich ma yK be i i ed i , a he af e aid ge e al a d i c di i al ma da e he da e f a i g he af e aid e l i ill be 498,682,797 Sha e .

The Di ec i h a e ha he yK ha e immedia e la i i e a yK Sha e i , a he Ge e al Ma da e.

S i bjec he a i g f he af e aid di a yK e l i f he Re i cha e Ma da e a d he Ge e al Ma da e, a e a a e di a yK e l i ill al be ed f he Sha eh lde c ide a d, i f h i gh f i , a e he e e i f he Ge e al Ma da e b yK addi g i he i mbe f Sha e e i cha ed i de he Re i cha e Ma da e, i f g a ed.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Article 83(3) of the Articles, the Directors shall have the right to elect and re-elect a Director to fill a casual vacancy in the Board. A Director who has held office for a full term shall be eligible for re-election. A Director who has held office for a full term shall be eligible for re-election. Article 83(3) of the Articles shall be amended accordingly.

Article 84(1) of the Articles, a casual vacancy shall be filled by the Board. The Board may elect a Director to fill a casual vacancy in the Board. The Board may elect a Director to fill a casual vacancy in the Board.

M. HO Ka Yi, Sim and M. DENG Bi gji g, have been elected to the Board for the period from 2023 to 2024. M. JING Dache gill and M. JING Dache gill have been elected to the Board for the period from 2023 to 2024. M. DENG Bi gji g, P. f. SHA Zhe, M. HO Ka Yi, Sim and M. JING Dache g, are eligible to be elected to the Board for the period from 2023 to 2024.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board has amended the Articles of Association to provide for the election of Directors. The amendments are intended to provide for the election of Directors to the Board.

The amendments to the Articles of Association are intended to provide for the election of Directors to the Board. The amendments are intended to provide for the election of Directors to the Board.

The legal advice has been obtained from the legal counsel. The amendments to the Articles of Association are intended to provide for the election of Directors to the Board.

### ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Annual General Meeting will be held on the 20th day of June 2024 at 11:00 a.m. The Annual General Meeting will be held on the 20th day of June 2024 at 11:00 a.m.



## LETTER FROM THE BOARD

Where the above mentioned Annual General Meeting, which was held in compliance with the applicable provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company, was held on 13th July 2024 at the Registered Office of the Company, 3301-04, 33/F., T. Chiachem Exchange Square, 338 King's Road, North Point, Hong Kong, at 4:00 p.m. The meeting was held in compliance with the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company. The meeting was held in compliance with the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company.

### CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Thursday, 13 July 2024 to Thursday, 20 July 2024 (both days inclusive). During this period, a share certificate will be issued for the shares held in the name of the members of the Company. All applications for the registration of shares in the Register of Members should be made to the Company Secretary, T. Chiachem Exchange Square, 338 King's Road, North Point, Hong Kong, at 4:00 p.m. on Wednesday, 12 July 2024.

### VOTING BY WAY OF A POLL

According to Rule 13.39(4) of the Listing Rules, the shareholders of the Company are requested to attend the meeting in person or by proxy to vote on the resolutions proposed at the meeting. The shareholders are requested to attend the meeting in person or by proxy to vote on the resolutions proposed at the meeting.

### RECOMMENDATION

The Board has the pleasure of recommending the dividend for the financial year ended 31 March 2024 to the shareholders of the Company. The Board has the pleasure of recommending the dividend for the financial year ended 31 March 2024 to the shareholders of the Company.

### RESPONSIBILITY STATEMENT

This circular, together with the accompanying documents, contains information that is true and correct in all material aspects and that the Directors have taken all reasonable steps to ensure that the information contained in this circular is true and correct in all material aspects and that the Directors have taken all reasonable steps to ensure that the information contained in this circular is true and correct in all material aspects.

Yours faithfully,  
 For and behalf of the Board  
**XU Da**  
 Chairman

*This appendix contains particular that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholder to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.*

## **PROPOSED SHARE REPURCHASE MANDATE**

In accordance with the Director's obligations under the Repurchase Mandate, which has been made effective by the Company's shareholders, 10% of the Shares in issue as at the date of the filing of the explanatory statement. As of the Latest Practicable Date, the number of Shares in issue is 2,493,413,985 Shares and the Company has no financial assistance. Accordingly, the effect of the Repurchase Mandate is to allow the Company to purchase up to 249,341,398 Shares (assuming Shares in issue as at the Latest Practicable Date and the date of the filing of the explanatory statement).

# APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

## IMPACT OF REPURCHASE

On the basis of the consolidated financial results of the Company for 31 December 2023 (being the date which the latest published audited consolidated financial statements of the Company have been made), and taking into account the significant increase of the Company's share price since the end of the year, the Directors consider that it might be a material advantage to the Company to repurchase its shares in the open market. However, the Directors do not intend to exercise the Repurchase Mandate, which would allow the Company to repurchase its shares, until the end of the financial year (the latest published audited consolidated financial statements).

## PRICE OF SHARES

The highest and lowest price at which the Shares have been traded on the Stock Exchange during each of the periods mentioned (including the Last Practicable Date) are as follows:

Month	Share price	
	Highest HK\$	Lowest HK\$
<b>2023</b>		
April	0.238	0.191
May	0.227	0.170
June	0.195	0.165
July	0.207	0.169
August	0.239	0.180
September	0.244	0.197
October	0.237	0.190
November	0.237	0.180
December	0.260	0.201
<b>2024</b>		
January	0.465	0.210
February	0.590	0.325
March	0.620	0.420
April (the Last Practicable Date)	0.740	0.520

## GENERAL

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of the Company, the articles of association of the Company and the Company's Articles of Association. In addition, the Company's constitution has the highest priority over the relevant laws and regulations.

N e f he Di ec , he be f hei k ledge a d belief ha i g made all ea able e i i e , a K f hei Cl e A cia e ha a K e e i e i ell a K Sha e he C m a K i i b idia i e i he e e ha he Re i cha e Ma da e i a ed h K he Sha eh lde .

A f he La e P ac icable Da e, e f he c e c e c e d e (a defi ed i he Li i g R le ) f he C m a K ha ified he C m a K ha he/ he/i ha a e e i e i ell hi /he /i Sha e he C m a K ha he/ he/i i de ake d , i he e e ha he Re i cha e Ma da e i a ed h K he Sha eh lde .

## TAKEOVERS CODE

If he e e c i e f he e e e i cha e Sha e i a he Re i cha e Ma da e, a Sha eh lde ' i a e i e e i he i g igh f he C m a K i c e a e , i ch i c e a e ill be ea ed a a a c i i i f he i e f R le 32 f he Take e C de. A a e i l, a Sha eh lde g i f Sha eh lde a c i g i c c e c i l d b a i c l i d a e c l f he C m a K a d bec me bliged make a ma da K ffe i acc da ce i h R le 26 f he Take e C de.

A a he La e P ac icable Da e, acc di g he egi e f i e e ke h K he C m a K i a e c i 336 f he SFO a d fa a i k ca be a ce ai ed a f e ea able e i i K h K he Di ec , M . Xi Ji h a a d hi h l K ed c m a K F i e Pea l, b h bei g he C lli g Sha eh lde , e e i e e ed i a agge ga e f 1,246,848,548 Sha e , e e e i g a i ma e K 50.01% f he i i ed ha e ca i al f he C m a K O he ba i ha fi he Sha e ill be i i ed e i cha ed a f e he La e P ac icable Da e, i he e e ha he Di ec e e c i e

**APPENDIX II      DETAILS OF RETIRING DIRECTORS WHO ARE PROPOSED TO BE RE-ELECTED AT THE AGM**

*The following set out the biographical detail of the Director who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting pursuant to the Article .*

**A.    PROF. SHA ZHENQUAN**

**Prof. SHA Zhenquan (沙振權)**, aged 64, a a i ed a a i de e de -e ea i e Di ec 21 Se embe 2018. P f. SHA i al he Chai ma f he em e ai c mmi ee a d he mi ai c mmi ee f he B a d a d a membe f a di c mmi ee. He ha bee a fe f he Sch l f B i e Admi i ai f S i h Chi a U i e i y K f Tech l g K (華南理工大學) i ce A il 2003. P fe Sha i a membe f he 12 h Na i al C mmi ee f Chi e e Pe le’ P li cal C il ai e C fe e ce (中國人民政治協商會議全國委員會). P fe Sha a e gaged a a c i el f G a gd g P i ce h K G a gd g P i cial G e me i ce Ma ch 2019. P fe Sha ha bee a i de e de -e ea i e di ec f Ca e E i me al P ec i G i C m a y K Limi ed (粵豐環保電力有限公司) ( ck c de: 1381) i ce 2014 a d She he O e ea Chi e e T C ., L d. (深圳華僑城股份有限公司) ( ck c de: 000069) i ce A il 2020, a c m a y K li ed he She he S ck E cha ge. He a a i de e de di ec f She he N i Pe icide C ., L d (深圳諾普信農化股份有限公司) ( ck c de: 002215) f m Decembe 2009 Decembe 2015, a i de e de di ec f Si ca G i Limi ed ( ck c de: 5UN), a c m a y K li ed Si ga e E cha ge f m Ma y K 2012 Se embe 2014, a i de e de di ec f D gli g I e ai al I e me C ., L d. (廣州東凌國際投資股份有限公司) (f me h K k a D gli g G ai a d Oil C ., L d. (廣州東凌糧油股份有限公司))( ck c de: 000893) f m J e 2012 Ja i a y K 2020, Le g Chemical C ., L d. (珠海樂通化工股份有限公司) ( ck c de: 002319) f m A g 2013 A g 2019, hich a e c m a i e li ed he She he S ck E cha ge. P fe Sha bai ed a bachel f cie ce deg ee i ma hema ic f m Ea Chi a N mal U i e i y K (華東師範大學) i 1982, a ma e’ deg ee i e gi ee i g f m S i h Chi a U i e i y K f Tech l g K (華南理工大學) i 1991 a d a d c’ deg ee i hil h K f m Ci y KU i e i y K f H g K gi 2001.

R i a he a i me le e e e ed i be ee P f. SHA a d he C m a y K he a a i ed a i de e de -e ea i e Di ec f a e m f m 21 Se embe 2021 20 Se embe 2024. He i e i led a m h K di ec’ fee f RMB20,000 (af e a ai ) i ch highe i ma he em e ai c mmi ee f he B a d ma K f m i me i me decide. The em e ai ackage a de e mi ed i h efe e ce he e aili g ma ke c di i a d ba ed he d i e a d e i bili ie i de ake h K him a di ec .

Sa e a di cl ed ab e, (a) P f. SHA did h ld a y K di ec hi i a y K li ed i blic c m a i e i he a h ee y Kea ; (b) he d e ha e a y K ela i hi i h a y K he di ec , e i ma ageme , i b a ial c lli g Sha eh lde f he C m a y K a d had i e e i he Sha e , i de h K i g Sha e a d debe i e f he C m a y K i hi he mea i g f Pa XV f he SFO a a he La e P ac icable Da e; (c) he e i he i f ma i hich i di cl eable i a a ag a h (h) ( ) f R le 13.51(2) f he Li i g R le ; a d (d) he e a e he ma e ha eed be b i gh he a e i f he Sha eh lde .

## APPENDIX II DETAILS OF RETIRING DIRECTORS WHO ARE PROPOSED TO BE RE-ELECTED AT THE AGM

### B. MR. JING DACHENG

**Mr. JING Dacheng** (靜大成), aged 75, a a i ed a a i de e de -e ea i e Di ec 3 A il 2019. M. JING i al a membe f each f he a di c mmi ee, mi a i c mmi ee a d em e a i c mmi ee f he B a d. M. JING i a membe f he C mm i ' Pa yK f he PRC a d ha yKea f e e ie ce i , blic e ice. He a ec i ed hK he mili a yKi 1968 a d e ed he i i f ldie , i ad leade i he a mK α l i al ec i chief f he li cal de a me f g a d f ce di i i .4 f Hebe i cial mili a yK egi , ec e a ial ec i chief a d chief f c di a i ec i f Qi h a gda mili a yK di i i . F m MaK1986 Ji e 2007, M. JING e ed a a membe f di ic c mmi ee a d a di g c mmi ee a d li cal c mmi ee f he a med f ce di i i f Haiga g Di ic , Qi h a gda , Hebe P i ce, CPC Haiga g Di ic de ig a ed ec e a yK a de ea i e de , yK di ic chief f he e le' g e me f Haiga g Di ic a d chai ma f he a di g c mmi ee f he Nai al Pe le' C g e i Haiga g Di ic . He fficial yK e i ed f m hi d i e i A g 2008.

R i a he a i me le e e e ed i be ee M. JING a d he C m a yK he a a i ed a a i de e de -e ea i e Di ec f a e m f m 3 A il 2022 2 A il 2025. He i e i led a m hK di ec ' fee f RMB20,000 (af e a a i ) , ch highe i m a he em e a i c mmi ee f he B a d maK f m ime ime decide. The em e a i ackage a de e mi ed i h efe e ce he e a ili g ma ke c di i a d ba ed he d i e a d e i bili ie i de ake hK him a di ec .

Sa e a di cl ed ab e, (a) M. JING did h ld a yK di ec hi i a yK li ed i blic c m a ie i he a h ee yKea ;(b) he de ha e a yK ela i hi i h a yK he di ec , e i ma ageme , i b a ial c lli g Sha eh lde f he C m a yK a d had i ee i he Sha e , i de yKi g Sha e a d debe i e f he C m a yK i hi he mea i g f Pa XV f he SFO a a he La e P ac icable Da e; (c) he e i he i f mai hich i di cl eable i , a a ag a h (h) ( ) f R l e 13.51(2) f he Li i g R l e ; a d (d) he e a e he ma e ha eed be b i gh he a e i f he Sha eh lde .

### C. MR. HO KA YIU SIMON

**Mr. HO Ka Yiu Simon** (何嘉耀), aged 45, a a i ed a a i de e de -e ea i e Di ec 20 Ji e 2023. M. HO i al he chai ma f he a di c mmi ee f he B a d. M. HO h ld a Bachel deg ee i Acc i a yK f m The H g K g P yKech ic U i e i yK He i a a cia e membe f he H g K g I i i e f Ce ified B blic Acc i a . M. HO ha e 20 yKea f e e ie ce i a di i g , fe i al acc i i g a d fi a cial ma ageme . He ha bee he chief fi a cial ffice f Cali (H g K g) Bi cie ce Limi ed, a bi ha mac a i cal c m a yK i ce Se embe 2022. M. H e ed a chief fi a cial ffice a d c m a yK ec e a yK f Gl yKS Fi a cial G i Limi ed ( ck c de: 1282) f m Decembe 2018 Se embe 2022 a d he e ed a Chief Fi a cial Office a d c m a yK ec e a yK (e ig ed Ji e 2014) f Chi a E e gK De el me H ldi g Limi ed ( ck c de:228) ( **China Energy**-) f m MaK2011 Decembe 2018, h e ha e a e li ed he Mai B a d f The S ck E cha ge f H g K g Limi ed.

## APPENDIX II DETAILS OF RETIRING DIRECTORS WHO ARE PROPOSED TO BE RE-ELECTED AT THE AGM

Retiring at the time of the meeting is Mr. HO and the Company has a record of the dividend for the period from 20 June 2023 to 19 June 2026. He is entitled to a dividend of RMB20,000 (after tax), which is subject to the Board's decision. The dividend package is subject to the Board's decision. The dividend is subject to the Board's decision.

Save as disclosed above, (a) Mr. HO did not hold any listed public company shares; (b) he does not have any relationship with the directors, employees, substantial shareholders of the Company and had no interest in the Shares, or the rights of Shares and debt of the Company in the meaning of Part XV of the SFO or the Law of the People's Republic of China; (c) he is not a major shareholder; (d) he is not a shareholder of the Company under the Law of the People's Republic of China.

### D. MS. DENG BINGJING

**Ms. DENG Bingjing (鄧冰晶)**, aged 39, was appointed as a director with effect from 19 April 2024. Ms. DENG is the general manager of Beijing Bachu Zhai Qifa Logistics Co., Ltd., a subsidiary of the Group. Ms. DENG is also the wife of Mr. XU Da, a director and the Chairman of the Group and the daughter-in-law of Mr. Xi Jihua, the controlling shareholder of the Company. Ms. DENG graduated from Caifu University, where she obtained a Bachelor's degree in Science. In 2009, Ms. DENG obtained a Master's degree in International Economics, Bachelor of Finance from Caifu University, where she obtained a Master's degree. Ms. DENG had worked in the PRC before her resignation. She is a shareholder of the Company. Ms. DENG did not hold any listed public company shares.

Retiring at the meeting is Ms. DENG and the Company has a record of the dividend for the period from 19 April 2024 to 18 April 2027. She is entitled to a dividend of HK\$40,000 (after tax), which is subject to the Board's decision. The dividend package is subject to the Board's decision. The dividend is subject to the Board's decision.

As the Law of the People's Republic of China, Ms. DENG is deemed to be interested in 93,135,251 Shares, representing 3.74% of the total number of Shares, held by Mr. XU Da, her husband. Ms. DENG and the Chairman are deemed to be interested in the Company under the SFO.

Save as disclosed above, (a) Ms. DENG did not hold any listed public company shares; (b) she does not have any relationship with the directors, employees, substantial shareholders of the Company and had no interest in the Shares, or the rights of Shares and debt of the Company in the meaning of Part XV of the SFO or the Law of the People's Republic of China; (c) she is not a major shareholder; (d) she is not a shareholder of the Company under the Law of the People's Republic of China.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS WHO ARE PROPOSED TO BE RE-ELECTED AT THE AGM

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### E. COMPANY'S POLICIES CONCERNING REMUNERATION OF THE DIRECTORS

The Company's policies concerning remuneration of the Directors are as follows:

- (i) The amount of remuneration is determined by the remuneration committee of the Board on the basis of the elected Director's experience, capabilities, workload and time devoted to the Company;
- (ii) -cash benefits may be provided to the Director, in the remuneration package; and
- (iii) The Director may be granted, at the discretion of the Board in the event of the remuneration committee of the Board, in the event of his/her retirement, a gratuity package.



The proposed amendments to the Articles of Association are detailed as follows:

Article provisions before amendments	Article provisions after amendments
<p>Article 2(2)(i)                      Section 8 and Section 19 of the Electricity Transactions Act (2003) of the Companies Act, amended from time to time, shall apply to the Articles of Association in the same manner as they apply to the Articles;</p>	<p>Article 2(2)(i)                      Section 8 and Section 19 of the Electricity Transactions Act (<del>2003</del>) of the Companies Act, amended from time to time, shall apply to the Articles of Association in the same manner as they apply to the Articles;</p>
<p>Article 149                      Subject to Article 150, a dividend payable to the Director of the Company shall be paid to the Director in the same manner as if the Company were a company limited by shares, and the Director shall be deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>	<p>Article 149                      Subject to Article 150, a <del>printed</del> dividend payable to the Director of the Company shall be paid to the Director in the same manner as if the Company were a company limited by shares, and the Director shall be deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>
<p>Article 151                      The provisions of Article 149 shall apply to the Company as if the Company were a company limited by shares, and the Director shall be deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>	<p>Article 151                      The provisions of Article 149 shall apply to the Company as if the Company were a company limited by shares, and the Director shall be deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>









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)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of China Qinfa Group Limited (the **Company**) will be held at Meeting Room 6 and 7, Level 2, International Gateway, Exhibition Centre, No. 828, Yexiang Middle Road, Haihe District, Guangzhou, City, the PRC on Thursday, 20 June 2024 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the report of the director(s) of the Company and the report of the Company for the year ended 31 December 2023.
2. (A) (i) To elect Prof. SHA Zhen as a director of the Company.  
(ii) To elect Mr. JING Dache as a director of the Company.  
(iii) To elect Mr. HO Ka Yi Sim as a director of the Company.  
(iv) To elect Mr. DENG Bi gji as a director of the Company.  
(B) To authorize the board (the **Board**) of the Company to determine the remuneration of the directors.
3. To authorize Mr. Mee CPA Limited as a director of the Company to authorize the Board to fix the remuneration.

4. To provide a dividend, if any, to the shareholders of the Company, the Board of Directors of the Company shall determine the following:

(A) **THAT:**

- (a) subject to the provisions of the Companies Ordinance, the Directors shall declare a dividend (as defined in the Companies Ordinance) of all the undistributed profits of the Company for the financial year ended 31st December 2017 of HK\$0.10 each (the **Shares**) of the Company. The dividend shall be payable in cash to the registered shareholders of the Company as at the record date for the dividend, which shall be determined by the Board of Directors in accordance with all applicable laws, regulations and the provisions of the Articles of Association of the Company (the **Articles**) and the Rules Governing the Listing of Securities of the Stock Exchange, as amended from time to time, to the extent permitted by law.
- (b) the dividend shall be added to the dividend payable to the shareholders of the Company in respect of the dividend for the financial year ended 31st December 2017 of HK\$0.10 each (the **Shares**) of the Company.
- (c) the aggregate amount of the dividend shall not exceed 10% of the aggregate of the paid-up share capital of the Company as at the end of the financial year, and the dividend shall be limited accordingly.
- (d) the dividend shall be paid:

**Relevant Period**—means the period from the date of the financial year to which the dividend relates:

- (i) the closing date of the financial year of the Company;
- (ii) the date of the dividend which the financial year of the Company is held;
- (iii) the date, which the dividend is to be paid to the shareholders of the Company, as determined by the Board of Directors.

(B) THAT:

(a) the directors (collectively, the "Directors") of the Release Period (as defined in Article 4(d) of the Charter) shall, in the event of a deal with an additional Shareholder, a similar right to be conferred upon the Shareholder to make a gift, agreement, or a dividend payment to the Shareholder, which might be in the best interests of the Company, as determined by the Board of Directors, be made by the Company;

(b) the articles of incorporation shall be amended by the Board of Directors to add to the Charter the Release Period make a gift, agreement, or a dividend payment to the Shareholder, which might be in the best interests of the Company, as determined by the Board of Directors;

(c) the aggregate number of Shares owned, in the event of a deal with an additional Shareholder, shall be all the Shares owned by the Shareholder (including the Shares owned by the Shareholder) as of the date of the deal with an additional Shareholder, (i) a Right to be conferred upon the Shareholder to make a gift, agreement, or a dividend payment to the Shareholder, which might be in the best interests of the Company, as determined by the Board of Directors, (ii) the exercise of the Shareholder's right to be conferred upon the Shareholder to make a gift, agreement, or a dividend payment to the Shareholder, which might be in the best interests of the Company, as determined by the Board of Directors, (iii) the exercise of the Shareholder's right to be conferred upon the Shareholder to make a gift, agreement, or a dividend payment to the Shareholder, which might be in the best interests of the Company, as determined by the Board of Directors, (i) a dividend payment to the Shareholder, which might be in the best interests of the Company, as determined by the Board of Directors, (ii) the exercise of the Shareholder's right to be conferred upon the Shareholder to make a gift, agreement, or a dividend payment to the Shareholder, which might be in the best interests of the Company, as determined by the Board of Directors, (iii) the exercise of the Shareholder's right to be conferred upon the Shareholder to make a gift, agreement, or a dividend payment to the Shareholder, which might be in the best interests of the Company, as determined by the Board of Directors;

(d) the following:

**Relevant Period**— shall have the same meaning ascribed in the Charter (d) of the Charter (Article 4(A)) as amended;

**Rights Issue**—mea he all me , i , e g a f Sha e , i a a ffe  
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ha e he e f he egi e f membe a fi ed ec d da e i i  
hei he h ldi g f , ch Sha e f , ch cla he e f ( , bjec , ch  
e ch i he a a geme a he Di ec ma,K deem ece a,K  
e edie i ela i f aci ale i leme ha i g ega d a,K e ic i  
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a,K ec g i ed eg la ,K b d,K a,K cke cha ge i , a,K e i ,Ka llicable  
he C m a,K).—

(C) **THAT:**





(e) Article 159(b) be deleted in its entirety and replaced in the following:

(b) if the bylaws elect a committee, it shall be deemed to be given the authority which it is authorized to exercise under the Company's articles. A Notice, duly published in the manner provided in the Company's articles, shall be deemed given to the members of the Company if it is filed with the Registrar of Companies, and the Registrar has accepted the same. In such case, the deemed date of filing shall be a date which is filed with the Registrar;—

(f) Article 159(c) be deleted in its entirety and Article 159(d) be amended as Article 159(c) and Article 159(e) as Article 159(d).—

B. K. O. Dey for the Board  
XU Da  
Chairman

Gurgaon, 30 April 2024

Note :

- (1) A formal copy of the agenda of the meeting of the Company shall be held on 20 June 2024 in English.
- (2) Any member entitled to attend the agenda of the meeting of the Company shall be entitled to attend the meeting in person or by proxy. A member who is unable to attend the meeting in person may appoint a proxy to attend the meeting on his behalf. The proxy shall be appointed in writing and the proxy shall be valid for the meeting.
- (3) I hereby certify that the following is a true and correct copy of the agenda of the meeting of the Company as approved by the Board of Directors of the Company on 13 June 2024. The agenda of the meeting of the Company shall be held on 20 June 2024 (hereinafter referred to as the "Meeting") at the registered office of the Company, U-1, Regi Limited, a Society No. 3301-04, 33/F, T. Chinchwad, Maharashtra, 411 004, India, at 4:00 p.m. on Wednesday, 20 June 2024.
- (4) I hereby certify that the following is a true and correct copy of the agenda of the meeting of the Company as approved by the Board of Directors of the Company on 13 June 2024. The agenda of the meeting of the Company shall be held on 20 June 2024 (hereinafter referred to as the "Meeting") at the registered office of the Company, U-1, Regi Limited, a Society No. 3301-04, 33/F, T. Chinchwad, Maharashtra, 411 004, India, at 4:00 p.m. on Wednesday, 20 June 2024.
- (5) The agenda of the meeting of the Company shall be held on Thursday, 13 June 2024. The agenda of the meeting of the Company shall be held on 20 June 2024 (hereinafter referred to as the "Meeting") at the registered office of the Company, U-1, Regi Limited, a Society No. 3301-04, 33/F, T. Chinchwad, Maharashtra, 411 004, India, at 4:00 p.m. on Wednesday, 20 June 2024.
- (6) A circular containing the agenda of the meeting of the Company shall be sent to the members of the Company at least 14 days before the meeting of the Company on 30 April 2024.
- (7) The agenda of the meeting of the Company shall be held on Thursday, 13 June 2024. The agenda of the meeting of the Company shall be held on 20 June 2024 (hereinafter referred to as the "Meeting") at the registered office of the Company, U-1, Regi Limited, a Society No. 3301-04, 33/F, T. Chinchwad, Maharashtra, 411 004, India, at 4:00 p.m. on Wednesday, 20 June 2024.
- (8) The agenda of the meeting of the Company shall be held on Thursday, 13 June 2024. The agenda of the meeting of the Company shall be held on 20 June 2024 (hereinafter referred to as the "Meeting") at the registered office of the Company, U-1, Regi Limited, a Society No. 3301-04, 33/F, T. Chinchwad, Maharashtra, 411 004, India, at 4:00 p.m. on Wednesday, 20 June 2024.