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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of China Qinfa Group Limited (the “**Company**”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 30 June 2014 at 11:30 a.m. (or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be held at the same venue and on the same day) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** Moore Stephens be and are hereby appointed as auditors of the Company and its subsidiaries and to hold office until the conclusion of the next annual general meeting and the board of directors of the Company be authorised to fix their remuneration.”

By Order of the Board

XU Jihua

Chairman

Guangzhou, 13 June 2014

Notes:

- (1) A form of proxy for the extraordinary general meeting of the Company to be held on 30 June 2014 is enclosed.
- (2) Any member entitled to attend and vote at the extraordinary general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the extraordinary general meeting of the Company. A proxy need not be a member of the Company.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting of the Company or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.
- (4) In case of joint holders of any share of the Company (the "Share"), any one of such joint holders may vote at the extraordinary general meeting of the Company, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting 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 Share shall alone be entitled to vote in respect thereof.
- (5) The register of members of the Company will be closed from Friday, 27 June 2014 to Monday, 30 June 2014, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the extraordinary general meeting of the Company, all share transfers accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Thursday, 26 June 2014 for such purpose.
- (6) A circular on appointment of the new auditors of the Company will be despatched to the shareholders of the Company on 13 June 2014.
- (7) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the extraordinary general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.qinfagroup.com> and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
- (8) As at the date of this notice, the executive Directors are Mr. XU Jihua (Chairman), Ms. WANG Jianfei (Chief Executive Officer), Ms. LIU Xiaomei and Mr. WENG Li, and the independent non-executive Directors are Mr. HUANG Gousheng, Mr. LAU Sik Yuen and Mr. XING Zhiying.