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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of CHINA QINF A GROUP LIMITED (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 24 November 2016 at 2:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

### AS AN ORDINARY RESOLUTION

**“THAT**

- (a) the conditional sale and purchase agreement dated 25 April 2016 (as supplemented by a supplemental agreement dated 11 July 2016 and a letter of exchange dated 19 October 2016) (the “**Sale and Purchase Agreement**”) entered into between Qinfra Investment Limited (a wholly-owned subsidiary of the Company) (“**Qinfra Investment**”) as the vendor and Bo Hai Investment Limited (a company wholly-owned by Mr. XU Jihua) as the purchaser in relation to the sale and purchase of the entire issued shares in Qinfra Investment at a consideration of RMB176,740,000 out of which (i) RMB154,700,000 will be set off against an equivalent amount due to Hong Kong Qinfra International Trading Limited (a wholly-owned subsidiary of the Group) (“**Hong Kong Qinfra**”) by the Group (excluding Hong Kong Qinfra) and (ii) the remaining RMB22,040,000 will be payable in cash by the purchaser to the vendor (a copy of the Sale and Purchase Agreement has been tabled at the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification), and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors, acting together, individually or by committee, be and are hereby authorized to take such actions, do all such acts and things and execute all such further documents or deeds as they may consider necessary, appropriate, desirable or expedient for implementation of or giving effect to the Sale and Purchase Agreement and any of the transaction contemplated thereunder.”

By Order of the Board of  
**China Qinfra Group Limited**  
**XU Jihua**  
*Chairman*

Hong Kong, 26 October 2016

*Registered office:*  
Cricket Square,  
Hutchins Drive,  
P.O. Box 2681,  
Grand Cayman KY1-1111,  
Cayman Islands

*Principal place of business  
in Hong Kong:*  
Room 1303, 13th Floor,  
MassMutual Tower,  
No. 38 Gloucester Road,  
Wan Chai, Hong Kong

*Notes:*

1. A form of proxy for the EGM is enclosed.
2. Any member entitled to attend and vote at the EGM 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 EGM. 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM 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 EGM, 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 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 Share shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from Tuesday, 22 November 2016 to Thursday, 24 November 2016, 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 EGM, 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 21 November 2016 for such purpose.
6. A circular containing, inter alia, details of the Sale and Purchase Agreement will be despatched to shareholders of the Company on 26 October 2016.
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 EGM, the EGM 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 <http://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Board comprises Mr. XU Jihua, Ms. WANG Jianfei, Mr. XU Da and Mr. BAI Tao as the executive Directors, and Mr. HUANG Guosheng, Mr. LAU Sik Yuen and Mr. XING Zhiying as the independent non-executive Directors.*