



中國秦發集團有限公司
CHINA QINFA GROUP LIMITED

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 00866)

Form of Proxy for use at the Extraordinary General Meeting
to be convened on Thursday, 24 November 2016 (“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 & 5) to act for me/us at the EGM (and at any adjournment thereof) of the Company to 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 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 7)	AGAINST ^(Note 7)
To approve, confirm and ratify the Sale and Purchase Agreement entered into between Qinfa Investment Limited (“Qinfa 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 Qinfa 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 Qinfa International Trading Limited (a wholly-owned subsidiary of the Group) (“Hong Kong Qinfa”) by the Group (excluding Hong Kong Qinfa) and (ii) the remaining RMB22,040,000 will be payable in cash by the purchaser to the vendor and to authorise the directors of the Company, acting together, individually or by committee, 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.		

Signed this _____ day of _____ 2016 Shareholder’s signature ^(Notes 8 & 9): _____

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 act as your proxy.
4. 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.
5. 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 appointed proxy in the space provided.
6. The description of the resolution is by way of summary only. The full text of the resolution appears in the notice convening the EGM dated 26 October 2016 and the capitalised terms used herein shall have the same meanings as defined in the notice convening the EGM.
7. **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.**
8. 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.
9. 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.
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 the Company’s branch share registrar and transfer office in Hong Kong, 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.