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中國秦發集團有限公司
CHINA QINFA GROUP LIMITED

(I C I)

(Stock code: 00866)

CAPITALISATION OF LOAN

B	25	2015 ()	
A			B48,822,613 ()
			\$58,480,000).
		215,000,000	(1)
		9.44%	
	(2)	8.62%	

THE AGREEMENT

Date: 25 2015 ()

Parties:

Debtor: ()

Creditor: k B (聯合嘉華有限公司), B

k, () A

Information of the Loan and the issue of the Subscription Shares

As at 25 February 2015, the Bank has a loan portfolio of \$48,822,613 (2014: \$58,480,000) with a weighted average interest rate of 9.44% (2014: 8.62%). The loan portfolio is primarily comprised of residential mortgages and commercial loans. The Bank has a loan portfolio of \$215,000,000 (2014: \$215,000,000) with a weighted average interest rate of 9.44% (2014: 8.62%). The loan portfolio is primarily comprised of residential mortgages and commercial loans.

Condition of the Agreement

The condition of the agreement is that the Bank must maintain a minimum level of capital adequacy ratio of 100% at all times.

Completion of the Subscription Agreement

The completion of the subscription agreement is subject to the approval of the Board of Directors.

General mandate to issue the Subscription Shares

The general mandate to issue the Subscription Shares is for a maximum amount of \$200,000,000. The Bank has issued 415,682,797 shares of Subscription Shares at a price of \$0.272 per share. The Bank has also issued 21,000,000 shares of Subscription Shares at a price of \$0.272 per share. The Bank has also issued 30,000,000 shares of Subscription Shares at a price of \$0.272 per share.

Issue Price for the issue of Subscription Shares

The issue price for the issue of Subscription Shares is \$0.272 per share. The Bank has issued 415,682,797 shares of Subscription Shares at a price of \$0.272 per share. The Bank has also issued 21,000,000 shares of Subscription Shares at a price of \$0.272 per share. The Bank has also issued 30,000,000 shares of Subscription Shares at a price of \$0.272 per share.

Application for listing

A prospectus will be prepared and filed with the relevant securities regulator in accordance with the requirements of the applicable securities laws.

Shareholding structure of the Company

The following table sets out the shareholding structure of the Company as at the date of this announcement and immediately after the allotment and issue of the Subscription Shares.

Shareholders	Shareholding As at the date of this announcement		Shareholding immediately after the allotment and issue of the Subscription Shares	
	A	%	A	%
Shareholder				
Mr. (1)	1,050,229,610	46.09%	1,050,229,610	42.12%
Directors				
Mr.	100,000,000	4.39%	100,000,000	4.01%
Mr. (2)	145,135,251	6.37%	145,135,251	5.82%
Mr. A B	50,000,000	2.19%	50,000,000	2.01%
Mr. B	50,000,000	2.19%	50,000,000	2.01%
			215,000,000	8.62%
Public Shareholders	<u>883,049,124</u>	<u>38.80%</u>	<u>883,049,124</u>	<u>35.42%</u>
Total	<u><u>2,278,413,985</u></u>	<u><u>100.00%</u></u>	<u><u>2,493,413,985</u></u>	<u><u>100.00%</u></u>

1: 14,229,610, 1,036,000,000

2: Mr. Mr.

Reasons for and benefit of entering into of the Agreement

As a result of the Agreement, the Company will be able to raise the necessary funds to finance its operations and expansion plans. The Agreement also provides for the Company to have a more stable and diversified shareholding structure, which will be beneficial to the Company's long-term growth and development.

DEFINITIONS

Unless otherwise specified, all amounts are in Hong Kong dollars unless otherwise indicated.

A. **2015** – the financial year ended 31 December 2015

B. **2014** – the financial year ended 31 December 2014

C. **2013** – the financial year ended 31 December 2013

D. **2012** – the financial year ended 31 December 2012

E. **2011** – the financial year ended 31 December 2011

F. **2010** – the financial year ended 31 December 2010

G. **2009** – the financial year ended 31 December 2009

H. **2008** – the financial year ended 31 December 2008

I. **2007** – the financial year ended 31 December 2007

J. **2006** – the financial year ended 31 December 2006

K. **2005** – the financial year ended 31 December 2005

L. **2004** – the financial year ended 31 December 2004

M. **2003** – the financial year ended 31 December 2003

N. **2002** – the financial year ended 31 December 2002

O. **2001** – the financial year ended 31 December 2001

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China Qinfra Group Limited
XU Ji Hua
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