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中國秦發集團有限公司  
**CHINA QINFA GROUP LIMITED**  
(Incorporated in the Cayman Islands) (Stock Code: 00866)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD  
ON 24 NOVEMBER 2016  
AND  
UPDATES ON VERY SUBSTANTIAL DISPOSAL AND  
CONNECTED TRANSACTION**

Financial Adviser to China Qinfa Group Limited



References are made to (i) the circular of the Company (the “Circular”) and the notice of the extraordinary general meeting (the “Notice”) dated 26 October 2016; and (ii) the announcement of the Company dated 14 July 2016 (the “Announcement”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE EGM**

The Board is pleased to announce that the resolution set out in the Notice was duly passed by the Independent Shareholders by way of poll at the Extraordinary General Meeting (the “EGM”) held on 24 November 2016. Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong, acted as the scrutineer for the poll voting.

As at the date of the EGM, there were a total of 2,493,413,985 Shares in issue. As disclosed in the Circular, Mr. XU and his associates, which together hold 1,213,364,861 Shares, representing approximately 48.66% of the issued shares of the Company as at the date of the EGM, were required to abstain, and did abstain, from voting in respect of the resolution set out below at the EGM. Save as disclosed above, (i) there was no share entitling the Shareholder to attend and abstain from voting in favour as set out in rule 13.40 of the Listing Rules; and (ii) no Shareholder was required under the Listing Rules to abstain from voting.

The poll results in respect of the resolution at the EGM are as follows:–

Ordinary Resolution	Number of Shares Voted (Approx %)	
	For	Against
To approve, confirm and ratify the Agreement entered into between Qinfa Investment Limited (“ <b>Qinfa Investment</b> ”) 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) (“ <b>Hong Kong Qinfa</b> ”) 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 Agreement and any of the transaction contemplated thereunder.	315,025,255 (99.9987%)	4,000 (0.0013%)

As more than 50% of the votes were cast in favour of the resolution, such resolution was duly passed as ordinary resolution at the EGM.

## UPDATES ON VERY SUBSTANTIAL DISPOSAL AND CONNECTED TRANSACTION

Pursuant to the terms of the Agreement, the Completion is conditional upon the satisfaction of all conditions disclosed in the section headed “Conditions Precedent” in the “Letter from the Board” in the Circular. In the event that the Conditions Precedent are not satisfied or waived on or before 31 December 2016 or such other date as the Vendor and the Purchaser may agree, the Agreement shall cease and terminate, and thereafter neither party shall have any obligations and liabilities hereunder save for any antecedent breaches of the terms of the Agreement.

As at the date of this announcement, save for the condition relating to the approval of the Independent Shareholders to the entry of the Agreement and the transaction contemplated thereunder at an EGM has been fulfilled, the following are the latest status of the Conditions Precedents as described in the Circular:

1. the corporate guarantee granted for approximately 59.3% of the loan balances of the Disposal Group as at 31 December 2015 has been released; and
2. the discharge of the mortgages created by (i) Super Grace Enterprises Limited over all rights, title and interest over a vessel known as “Super Grace” and (ii) Oriental Wise Group Limited over all rights, title and interest over a vessel known as “Oriental Wise”, respectively, in favour the Export-Import Bank of China, have yet to complete.

Further announcement in relation to the Completion will be made as and when appropriate. The Company also expects to make further announcement on the update of status of fulfilment of the Conditions Precedents on or before 16 December 2016.

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

Hong Kong, 24 November 2016

At the date of this certificate, the Board of Directors of China Qinfra Group Limited consists of M. XU Jihua, M. WANG Jie, M. XU Da and M. BAI Ta as the Executive Directors, and M. HUANG Ge, M. LAU Siye and M. XING Zhen as the Independent Non-Executive Directors.