H g K g E cha ge a d Clea i g Limi ed a d The S ck E cha ge f H g K g Limi ed ake e ibili f he c e f hi a ceme , make e e e a i a i acc ac c m le e e a d e e l di claim a liabili ha e e f a l h e e a i i g f m i elia ce he h le a a f he c e f hi a ceme .

INTRODUCTION

T V a P c a A a 25 A 2016 (a b K a a a a 11 J K 2016) a c V c a K a D a a a C a RMB176,740,000, c ( ) RMB154,700,000 b a a a a a D a G b K R a G ; a ( ) a RMB22,040,000 b a K ab ca b K P c a V .

PRINCIPAL TERMS OF THE AGREEMENT

1. Date

25 A 2016 (a b K a a a a 11 J K 2016)

2. Parties:

V : Q a I L (秦發投資有限公司); a

P c a : B Ha I L (渤海投資有限公司).

T P c a a c a K K b K M . XU, a c a C a K T c a ac K P c a .

Assets to be disposed of:

P a A , V a K D a C a K P c a ( ) a K E c b a c a ( ) a , c , a ac acc a C Da a a ab (c a ab).

A a a a c , V 100% K D a C a K U C , V c a a K K D a C a K a D a C a K c a b b a K G a D a G b c a c a a a G .

3. Consideration:

T C a D a b a b K P c a V RMB176,740,000, c ( ) RMB154,700,000 b a a a a a D a G b K R a G ; a ( ) a RMB22,040,000 b a K ab ca b K P c a V .

T C a a ba a c c a a a ' a b P c a a V , a a c a ac , a :

( ) a a c a a c C a B D a G ;

( ) ab D a G a b ab y K a
C a y K a a y K RMB5,019,605,000 ba a a a a
acc a a 31 D c b 2015 a a acc a
c a , y K, a a c a a
D a G ;

( ) a ca b c a ca a , , a a
b , a , c a a a a D a G y K a
31 D c b 2015; a

( ) a R a G D a G a a a
A .

4. Conditions Precedent

C c a :

(a) a a I S a C a y K y K
A a a ac c a a a a a y K a
b c b y K C a y K a b b a b y K C a y K
acc a c L R ;

(b) c a a a a c a a a b y K C a y K
a a a a a c a a D a G
M b b y K a ;

(c) c a ( ) a c a b y K S G ac E L a
, a a a S G ac a a y K 82,000
IMO N b 9576272 b y K O c a N b HK-3307 ,
a ( ) a c a b y K O a W G L a , a
a a O a W a a y K 82,000
IMO N b 9576260 b y K O c a N b HK-3085 , c y K
a E -I Ba C a; a

( ) P c a a b a a c a y K c , a a , a / a
a a a ac c a .

T V a y K a a ab c , a c ( ) a
ab . I C P c ab a a
a b 31 D c b 2016 c a a V a P c a
a y K a , A a c a a , a a a y K a a
a y K b a a a ab a a y K a c b ac
A .

Completion

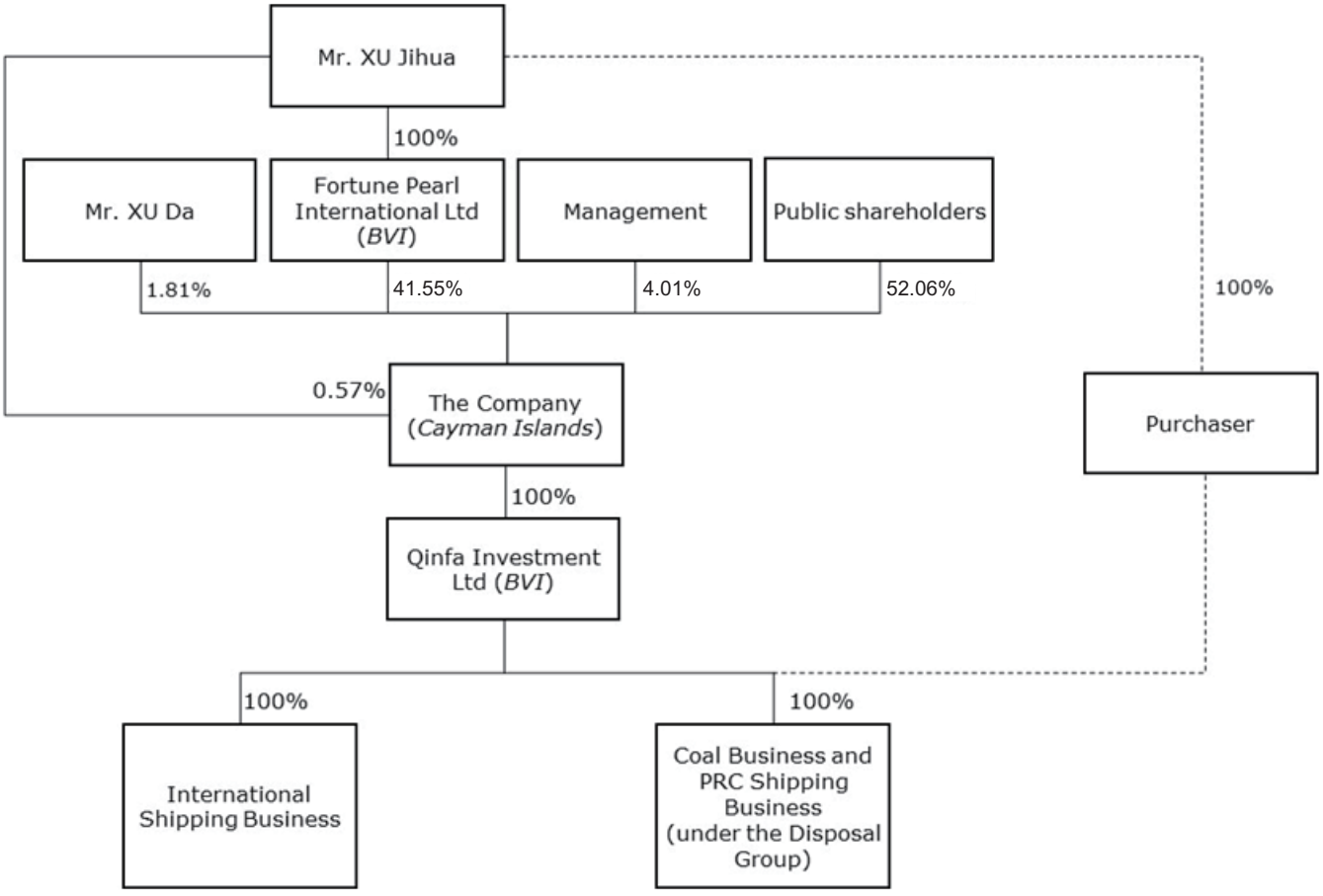
C a ac C Da .

U C , V c a a D a C a a D a G c a b a b a G . T D a G b c a c a a G .

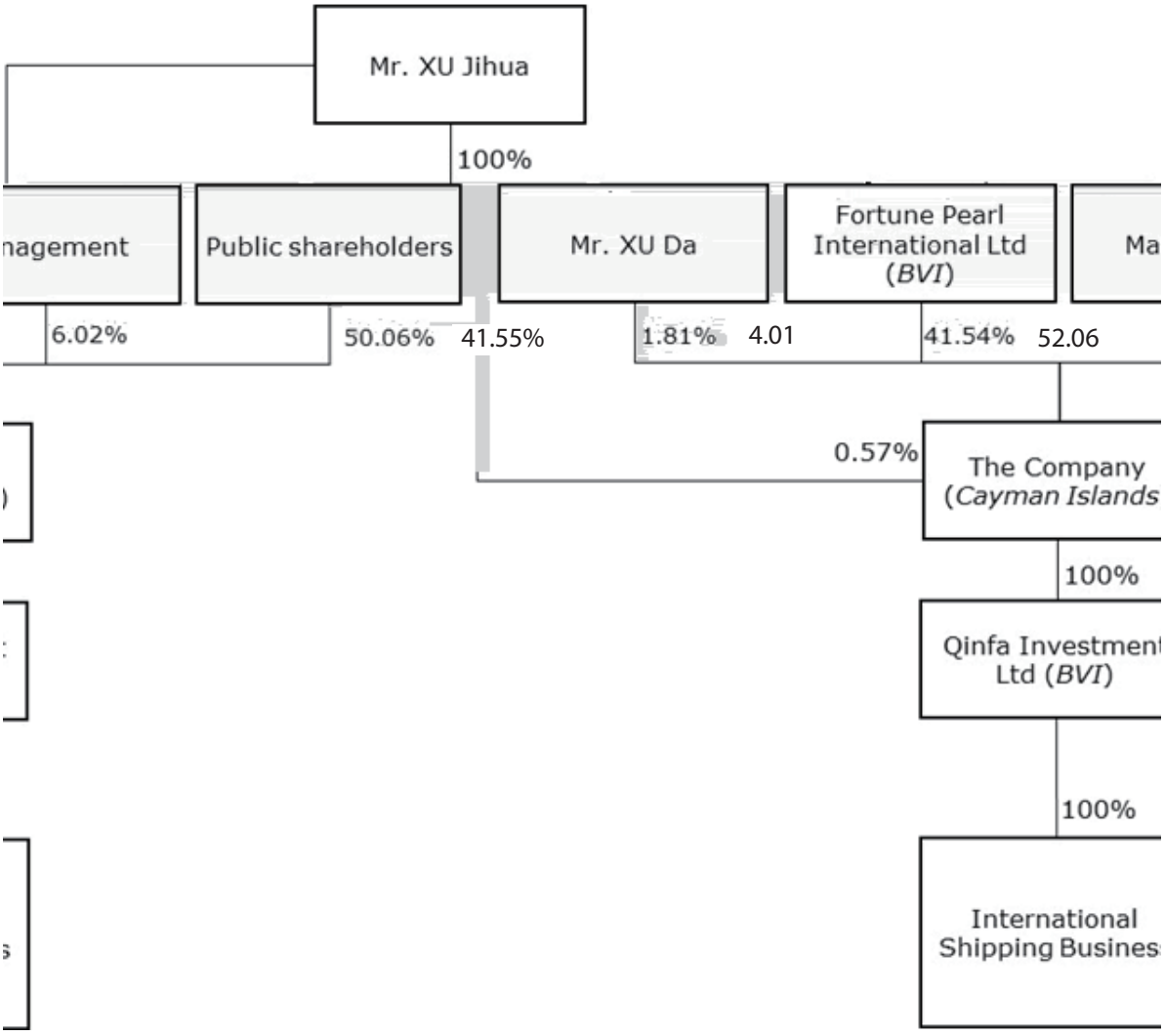
A a 31 D c b 2015, c a a D a G a a a c a c b C a a ba . A a a a c , c c a a a 54.1% a ba a c D a G a a 31 D c b 2015 a b a .

GROUP REORGANISATION

A a c G c D a G a a a c b :



A a K c G a K a a G
R a a b :



INFORMATION OF THE GROUP AND THE DISPOSAL GROUP

The Gro p

T C a K a c a Ca K a I a 4 Ma c 2008 a a c a K ab K C a La (2007 R) Ca K a I a . T C a K a Ma B a T S c E c a H K L 3 J K 2009.

T c a ac G a c a , c a a a , , a , b c a a b .

The Disposal Gro p

T a c a a c G a b [illegible] c ca [illegible] a [illegible] a . F [illegible] a [illegible] 31 D c b 2015, G c [illegible] a ca a a a , c a a a a a c [illegible] [illegible] a [illegible] 31 D c b 2014. T a a [illegible] C a B a [illegible] a c a , [illegible] a a [illegible] c a a [illegible] PRC S B D a G . S c a a [illegible] a b a a [illegible] c a a a G a a 31 D c b 2015. T G a[illegible] a a a [illegible] RMB2,366 a a 31 D c b 2014, b [illegible] ab a a [illegible] RMB4,629 a a 31 D c b 2015.

FINANCIAL EFFECTS OF THE DISPOSAL

I c [illegible] a G c [illegible] a a a a [illegible] RMB5,157,842,000 D a , [illegible] a c a a :

	RMB'000
C [illegible] a D a	176,740
Le :	
E a [illegible] c a D a	(4,606)
R a c a D a G a a 31 D c b 2015	(33,897)
Add:	
N ab D a G a b ab [illegible] a [illegible] C a [illegible] a a 31 D c b 2015	5,019,605
E a [illegible] a D a a a 31 D c b 2015	5,157,842

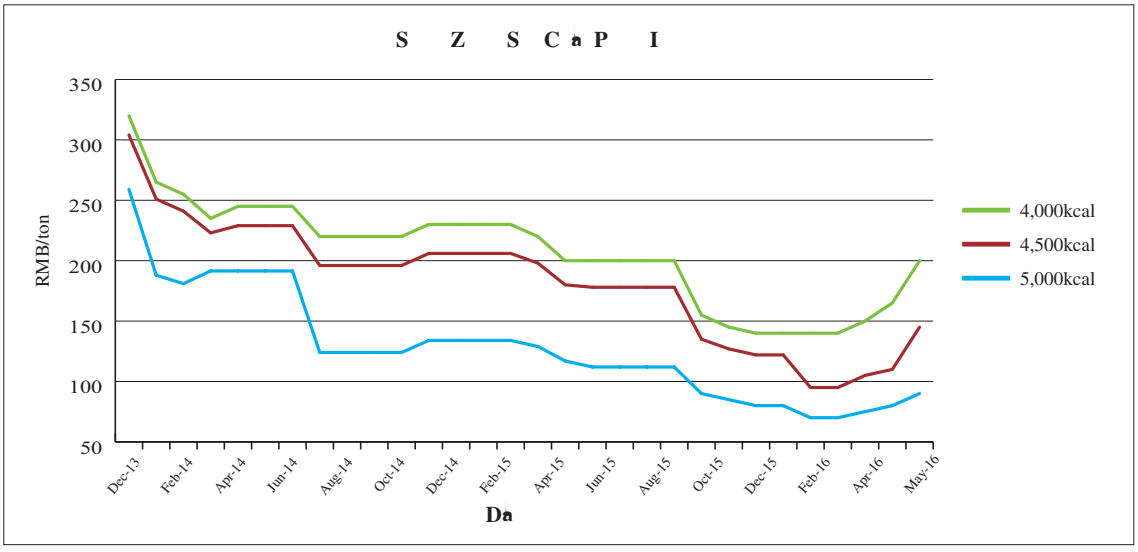
REASONS FOR AND BENEFITS OF THE DISPOSAL

T G [illegible] c ab [illegible] b [illegible] c [illegible] b c b a b [illegible] a a a a [illegible] C a B a [illegible] PRC S B , a a G ca b b c [illegible] a c a a a ac . T D c c [illegible] a D a [illegible] a [illegible] a b G a [illegible] a a a [illegible] c a [illegible] C a B ac [illegible] [illegible] G .

Coal B siness

. *U a ab C a B*

C a' GDP a b c a c ca a c a c . T c c a c a b a a. Acc S Z S C a P c I (朔州市煤炭價格指數), a ca c RMB80 , RMB122 , a RMB140 4000 ca c a , 4500 ca c a a 5000 ca c a c a b c a 2015. A a 31 Ma 2016, c a c a b RMB90 , RMB145 , a RMB200 4000 ca c a , 4500 ca c a a 5000 ca c a c , , a c a a a 65.3%, 52.3% a 37.5% c c 2013.



S ce: eb i e f Sh Zh Shi I d ial B ea (. m g .g .c)

C a' a c a c a a C a a acc a c a a c . Acc C a' E D S a Ac P a (2014-2020), c c a a b c c a' a a c 62% a c a - a 15% b 2020 a 20% b 2030. M , PRC a c a c ac ca a c a a a a c a a C a B G .

. *H c a C a B*

T c c a a a a c c a a 2 a ca a . H , c G a c b a a c a c a a a C a a a a a a a a C a B . W C a a a a ca a C a B , C a c b , a a a RMB48 a a ca a a 31 D c b 2016, a a c c G . M , a a a G c G ' ab b a a c b a / T , , c G a c a G a .

W a a ca c b bK C a B , c acc 98.8%, 97.6% a 88.6% a G c a ac yK a 31 D c b 2015, c a c a a a c ca a yK a a c a , b a a b a a C a B RMB7,402 a c yK a 31 D c b 2015. S c a a 6 a C a B . T D c c a c b c b b S a a a .

. ***D a a c a a c C a B***

A c bK c a c a c c yK a , G ' C a B c a ca c a ac yK a 31 D c b 2015. F yK a 31 D c b 2014, C a B c a RMB6,292 , a c a 41.2% c a RMB10,699 yK a 31 D c b 2013. T c a a yK a b ab c a 33.70% c a a a G , c a a yK 8.10 , a c a c 2013. D yK a 31 D c b 2015, C a B c a a a yK RMB1,220 , a c a a a yK 80.6% c a yK a 31 D c b 2014. T c a a yK a b ab c a a a yK 75.2% c a a a a c a c 2014.

PRC Shipping B siness

. ***U a ab PRC S B***

W c bK I a a M a yK F Ja a yK 2016, C a a a a 6.9% 2015, c 0.4 % a a 7.3% 2014. I a c a a 2016 b 6.3%, a 0.6% c a a 2015. G -a c c C a, a a a C a a , c ca a PRC S B .

. ***V PRC S B***

. ***D a a c a a c PRC S B***

R a a PRC S B , G c a a RMB47 a 31 D c b 2014, a c a a 41.3% c a a RMB80 a 31 D c b 2013 a a a RMB31 a 31 D c b 2015, a c a a 34.0% c a c 2014. T c a a -a c c C a a a a PRC.

I c c , D c c a a ab PRC S B C a B PRC.

International Shipping B siness of the Gro p after the Disposal

T D c a a I a a S B ab a b D a .

U C , G c a a a D a G , a G b a C a B a PRC S B . T G

T D c c a I a a S B , a - a
a a b , ab K ba c K I a c a ,
a c R a G c a ca b K Ba c D K
I (**BDI**), c K . T a a BDI a b
b K a a K 8.4% a a K 35.0% ac K a 31
D c b 2015 c K

T D c a a a c ca a BDI a a c a
2016. T a 290 a b
K a a b 726 a a 13 J K 2016. T R a G '
a a c c a c K 30 K a ac a D c c a
K c G ab .

. ***R a a I a a S B***

A b a a a a R a G a
I a a S B .

T b K R a G a b a K a 5 K a .
T K a a ca ac K a a a 164,000 a a

I ca R a G ac , C S a
a c a a a c a RMB100 ac . I
a a c a a c b C S a , b a
a ac , C a ba b
a c .

IMPLICATIONS UNDER THE LISTING RULES

A a a c , M. XU a a c a a a
43.93% a ca a C a a M. XU 100%
P c a . B M. XU' C a a P c a , D a
c a c c a ac C a 14A L R . A
a cab c a a D a c 75%, D a a
c a b a a a C a R 14.06 L R .
Acc C c a , a , a a b I
S a a EGM.

M. XU a a c a , c 1,095,364,861 S a , a a
43.93% a C a a a a c , a
ab a c a a b a T a ac
a EGM. T ca a T a ac a EGM b a
.

A I B C b c T a ac a a
c a I S a c T a ac . A I
F a c a A b a a I B C a
I S a .

A a a a a c a a D a G
30 J 2016, a c c a c a , a , ( ) a
D a ; ( ) a C P ' R acc a c C a 18
L R ; ( ) a c EGM; ( ) c a I B a
C I S a a A a a ac
c a ; ( ) a a c I F a c a A
I B a C a I S a ; a ( ) a
a , c a c a a G a D a G , a a
a a c a a G , b a c S a b
25 A 2016.

T C D a b c c c a
c a C P c a c . Acc D a
a a c . S a a a a c ca
a c C a

RESUMPTION OF TRADING

A C a, K a S a S c E c a a b

D a C a ,K	H K Q a I a a T a L , a c a ,K c a H K ab ,Ka a ,K b a,K G
D a G	D a C a ,Ka b a
D a G M b	a ,K D a C a ,Ka b a
EGM	a a a ,K a C a ,K b a D a
E c b a c	a ,K a , , c a , , a b,K a,K c ,K c ,K , , a a a , c a , c a , a , a c ,K a a a ,K a a a a c
G	C a ,Ka b a
HK$	H K a , a c c,K H K
H K	H K S c a A a R PRC
I B a C	a c B a c a - c D c , a ,K M . HUANG G , M . LAU S Y a M . XING Z ,K , ab a c I S a Sa a P c a A
I F a c a A	a I S a a a c a a a I B a C a I S a Sa a P c a A
I S a	S a a V a a a c a (a L R)
I a a S B	a a b , c c a ac b,K G . S c b b a ,K
L R	R G L S c S c E c a
Ma B a	c c a (c a) a b,K S c E c a c a a a a G E Ma S c E c a
M . XU	M . XU J a, a c D c a a c S a (a L R)

PRC	P ' R b c C a c , a c , c H K , Maca S c a A a R PRC a Ta a
PRC S	c PRC, c c a ac B b G D a
P c a	B Ha I L , a c a c a B V I a ab c c b M . XU
RMB	R b , a c PRC
R a G	G a D a G
S a ( )	a ( ) HK$0.10 ac ca a C a
S a ( )	( ) S a ( )
S c E c a	S c E c a H K L
T a ac	a D a C a b C a acc a c a c A
V	Q a I L (秦發投資有限公司), a c a c a H K ab a a b a C a
Z a Q a	Z a Q a L c C ., L (珠海秦發物流有限公司), a c a ab PRC a a b a D a C a
%	c .

B
China Qinfa Gro p Limited
U Jih a
Chai ma

H K , 14 J 2016

A a he da e f hi a ceme , he B a d c m i e M . XU Jih a, M . WANG Jia fei, M . XU Da a d M . BAI Ta a he e ec i e Di ec , a d M . HUANG G he g, M . LAU Sik Y e a d M . XING Zhi i g a he i de e de -e ec i e Di ec .