

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of this announcement (the “Announcement”), make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Announcement.

This Announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares.

Unless otherwise defined herein, capitalised terms used in this Announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) dated 19 June 2009 issued by China Qinfa Group Limited (the “Company”).



中國秦發集團有限公司
CHINA QINF A GROUP LIMITED
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 866)

EXERCISE OF OVER-ALLOTMENT OPTION

EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option was exercised in full by the Sole Global Coordinator on behalf of the International Underwriters on 22 July 2009 in respect of 37,500,000 Over-allotment Shares, representing 15% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to solely cover over-allocations in the International Placing.

The 37,500,000 Over-allotment Shares will be issued and allotted by the Company at HK\$2.52 per Share (excluding brokerage fee of 1%, SFC transaction levy of 0.004% and the Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Global Offering.

EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option was exercised in full by the Sole Global Coordinator on behalf of the International Underwriters on 22 July 2009 in respect of an aggregate of 37,500,000 Shares (the “**Over-allotment Shares**”), representing 15% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to solely cover over-allocations in the International Placing.

The 37,500,000 Over-allotment Shares will be issued and allotted by the Company at HK\$2.52 per Share (excluding brokerage fee of 1%, SFC transaction levy of 0.004% and the Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Global Offering.

Pursuant to the Stock Borrowing Agreement, the Sole Global Coordinator has borrowed 37,500,000 Shares from Fortune Pearl solely to cover over-allocations in the International Placing. The Over-allotment Shares will be used to facilitate the return in full to Fortune Pearl of 37,500,000 borrowed Shares which were used solely to cover over-allocations in the International Placing.

As shown in the shareholding structure of the Company set out below, immediately before the issue and allotment of the Over-allotment Shares by the Company, 25% of the issued share capital of the Company was held by public Shareholders, and such shareholding percentage will be increased to approximately 27.7% immediately upon the issue and allotment of the Over-allotment Shares by the Company.

Listing of and permission to deal in the Over-allotment Shares have already been granted by the Listing Committee of the Stock Exchange.

The shareholding structure of the Company immediately before and immediately after the issue and allotment of the Over-allotment Shares by the Company is as follows:

Shareholder	Immediately before the issue of the Over-allotment Shares		Immediately after the issue of the Over-allotment Shares	
	Number of shares	Approximate % of issued share capital	Number of shares	Approximate % of issued share capital
Fortune Pearl ⁽¹⁾	593,000,000	59.3%	593,000,000	57.2%
Equity Trust (HK) Limited ⁽²⁾	157,000,000	15.7%	157,000,000	15.1%
Public Shareholders	250,000,000	25%	287,500,000	27.7%
	<u>1,000,000,000</u>	<u>100%</u>	<u>1,037,500,000</u>	<u>100%</u>

Notes:

- (1) The entire issued share capital of Fortune Pearl is legally and beneficially owned by Mr. XU, an executive Director.
- (2) The 157,000,000 Shares held by Equity Trust (HK) Limited, acting in the capacity as the trustee of the Trust Scheme, are held for the benefit of Ms. WANG Jianfei, Mr. XU Da, Mr. WENG Li, Mr. LIU Jingwei and Ms. ZHOU Lusha under the Trust Scheme.

The additional net proceeds to be received by the Company upon issue and allotment of the Over-allotment Shares are estimated to be approximately HK\$92 million, among which, approximately HK\$9.2 million will be used as general working capital and HK\$82.8 million will be applied to finance the development of Zhuhai Terminal.

Following the exercise of the Over-allotment Option and the issue and allotment of the 37,500,000 Over-allotment Shares, the Company continues to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules. No new Shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

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

Hong Kong, 22 July 2009

As at the date of this announcement, the executive Directors are Mr. XU Jihua, Ms. WANG Jianfei, Ms. LIU Xiaomei and Mr. WENG Li and the independent non-executive Directors are Dr. CHEN Wenjing, Mr. HUANG Guosheng and Mr. LAU Sik Yuen.