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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of China Qinfa Group Limited (the “**Company**”) will be held at Room 2, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 23 December 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (a) the agreement dated 26 October 2011 (the “**Acquisition Agreement**”, a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for identification purpose) entered into between the wholly owned subsidiary of the Company, Shuozhou Guangfa Energy Investment Company Limited as purchaser, and Ms. Guan Gexia, Mr. Jin Huiguo, Ms. Suo Na and Shanxi Huiyong Jinyuan Energy Technology Company Limited as vendors in relation to the acquisition of 48% equity interest of 山西華美奧能源集團有限公司 (Shanxi Huameiao Energy Group Company Limited\*), details of which are set out in the circular of the Company dated 8 December 2011, be and is hereby confirmed, approved and ratified; and
- (b) any one director of the Company be and is hereby authorized, for and on behalf of the Company, to do all such acts and things and execute all such documents as he/she may, in his/her absolute discretion, consider necessary or expedient to give effect to the Acquisition Agreement and the implementation of all transactions contemplated thereunder.”

By Order of the Board  
**WONG CHI KIN**  
*Company Secretary*

Hong Kong, 8 December 2011

*Registered Office:*  
Cricket Square  
Hutchins Prive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office and principal place of business  
in Hong Kong*  
Room 1303, 13th Floor  
MassMutual Tower  
No. 38 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his/her proxy to attend and vote instead of him/her. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member who is holder of more than one share may appoint more than one proxy to attend in his/her stead.
2. The enclosed form of proxy and the power of attorney or other authority (where relevant), under which it is signed, or a certified copy of such power or authority shall be delivered at the Company's branch share registrar and transfer office, Union Registrars Limited, 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or adjourned meeting at which the person named in the enclosed form of proxy proposes to vote, or, in the case of a poll taken subsequent to the date of the above meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the enclosed form of proxy shall not be treated as valid provided always that the chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that 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 of the relevant joint holding.
4. The enclosed form of proxy must be signed by the appointor or by his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
5. The English translation marked with "\*" is for identification only.

*As of the date of this notice, the Board comprises Mr. XU Jihua, Ms. WANG Jianfei, Ms. LIU Xiaomei and Mr. WENG Li as the executive Directors, and Mr. HUANG Guosheng, Mr. LAU Sik Yuen and Dr. QIAN Pingfan as the independent non-executive Directors.*