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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: 00866)**

**GRANT OF WAIVER FROM STRICT COMPLIANCE WITH  
RULE 14.41(a) OF THE LISTING RULES**

Reference is made to the announcement of China Qinfa Group Limited (the “**Company**”) dated 28 December 2022 in relation to the major transaction relating to the Procurement Contract (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the Announcement.

As disclosed in the Announcement, as far as the Directors are aware after making all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Procurement Contract and the transactions contemplated thereunder. Therefore, the Company intended to obtain the written shareholders’ approval in respect of the Procurement Contract in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules. On 29 December 2022, the Company obtained the written shareholders’ approval in respect of the Procurement Contract from Mr. XU, Fortune Pearl and Mr. Xu Da, who hold an aggregate of 1,290,364,861 Shares, representing approximately 51.75% of the issued share capital of the Company as at the date of this announcement.

Pursuant to Rule 14.41(a) of the Listing Rules, as the Procurement Contract and the transactions contemplated thereunder were approved by way of a written shareholders’ approval under Rule 14.44 of the Listing Rules, a circular (the “**Circular**”) containing, among other things, details of the Procurement Contract is expected to be despatched to the Shareholders within 15 business days after the publication of the Announcement, which is on or before 19 January 2023.

As additional time is required for the Company to prepare and finalise certain information to be included in the Circular, in particular, the statement of indebtedness and the working capital sufficiency statement, the Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules (the “**Waiver**”).

The Company hereby announces that the Stock Exchange has granted the Waiver on 5 January 2023, on condition that the Company will despatch the Circular to the Shareholders on or before 24 February 2023. The Waiver applies to this case only and the Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

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

Guangzhou, 5 January 2023

*As at the date of this announcement, the Board comprises Mr. XU Da, Mr. BAI Tao and Mr. TAN Yingzhong as the executive Directors, and Mr. LAU Sik Yuen, Prof. SHA Zhenquan and Mr. JING Dacheng as the independent non-executive Directors.*