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**Q I N F A**

**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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of China Qinfa Group Limited (中國秦發集團有限公司) (the “**Company**”) will be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 11 July 2025 at 10:30 a.m. to consider and, if thought fit, approve the following resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the sale and purchase agreement dated 5 June 2025 (the “**Sale and Purchase Agreement**”, a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) entered into between Hong Kong Qinfa International Trading Limited (香港秦發國際貿易有限公司) as vendor and Add Harmony Group Limited (添和集團有限公司) as purchaser in relation to the sale and purchase of the entire issued share capital of Perpetual Goodluck Limited and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the corporate guarantee agreement dated 5 June 2025 (the “**Corporate Guarantee Agreement**”, a copy of which has been produced to the meeting and marked “B” and initialled by the chairman of the meeting for the purpose of identification) entered into between the Company and Perpetual Goodluck Limited in relation to the corporate guarantees provided by the Company and Zhuhai Qinfa Logistics Co., Ltd. (珠海秦發物流有限公司) in respect of the existing bank loans of Shanxi Huameiao Energy Group Company Limited (山西華美奧能源集團有限公司) under the maximum guarantee agreements and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;  
and

- (c) any one or more directors of the Company be and is hereby authorised to do all such acts and things and sign and execute all such documents, deed or instruments (under seal, if required) and to take all such actions as he/she may consider necessary, expedient or desirable in connection with or to implement, give effect to and/or complete the Sale and Purchase Agreement, the Corporate Guarantee Agreement and the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interests of the Company.”

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

Guangzhou, 25 June 2025

*As at the date of this notice, the Board comprises Mr. XU Da, Mr. BAI Tao, Mr. ZHAI Yifeng and Ms. DENG Bingjing as the executive Directors, and Prof. SHA Zhenquan, Mr. JING Dacheng and Mr. HO Ka Yiu Simon as the independent non-executive Directors.*

*Registered office:*

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Cayman Islands

*Principal place of business in the PRC:*

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PRC

*Principal Place of Business in Hong Kong:*

Suite 5703, 57th Floor  
Central Plaza  
No. 18 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. by Wednesday, 9 July 2025 at 10:30 a.m.) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. The register of members of the Company will be closed from Tuesday, 8 July 2025 to Friday, 11 July 2025 (both days inclusive). During such period, no transfer of Shares will be registered for the purpose of determining the entitlement to attend and vote at the EGM. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Monday, 7 July 2025. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Friday, 11 July 2025.
5. Kindly be informed that NO refreshments will be served, and there will be NO distribution of gifts at the EGM.