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QINFA

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)

PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

**Overall Coordinators, Joint Placing Agents and
Capital Market Intermediaries**

**Guotai Junan Securities
(Hong Kong) Limited**

**TFI Securities and Futures
Limited**

The Board is pleased to announce that on 5 March 2026 (before trading hours), the Company, the Vendor and the Joint Placing Agents entered into the Placing and Subscription Agreement, pursuant to which (i) the Vendor has agreed to sell, and the Joint Placing Agents have agreed to act as agents of the Vendor to procure, on a best effort basis, not less than six Placées to purchase, the Placing Shares at the Placing Price of HK\$3.51 per Placing Share, and (ii) the Vendor has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, the Top-up Subscription

Shares at the Top-up Subscription Price which is equivalent to the Placing Price of HK\$3.51 per Top-up Subscription Share under the General Mandate (and such number of Top-up Subscription Shares shall be the same as the number of Placing Shares actually placed by the Joint Placing Agents pursuant to the Placing and Subscription Agreement).

Assuming the Placing Shares are placed in full, the Placing Shares represent approximately 3.55% of the existing issued share capital of the Company as at the date of this announcement and approximately 3.43% of the issued share capital of the Company as enlarged by the allotment and issue of the Top-up Subscription Shares immediately following the closing of the Top-up Subscription (assuming that, save for the allotment and issue of the Top-up Subscription Shares, there is no change in the issued share capital of the Company from the date of this announcement to the completion of the Top-up Subscription).

The gross proceeds from the Top-up Subscription are expected to be approximately HK\$315.9 million, while the net proceeds from the Top-up Subscription, after deducting all relevant fees, costs and expenses (including but not limited to legal expenses and disbursements) incidental to the Placing and the Top-up Subscription, are estimated to be approximately HK\$309.6 million.

Completion of the Placing and the Top-up Subscription is subject to the satisfaction of the conditions precedent set out in the Placing and Subscription Agreement. As the completion of the Placing and the Top-up Subscription may or may not take place, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

The Board is pleased to announce that on 5 March 2026 (before trading hours), the Company, the Vendor and the Joint Placing Agents entered into the Placing and Subscription Agreement, pursuant to which (i) the Vendor has agreed to sell, and the Joint Placing Agents have agreed to act as agents of the Vendor to procure, on a best effort basis, not less than six Placées to purchase, the Placing Shares at the Placing Price of HK\$3.51 per Placing Share, and (ii) the Vendor has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, the Top-up Subscription Shares at the Top-up Subscription Price which is equivalent to the Placing Price of HK\$3.51 per Top-up Subscription Share under the General Mandate (and such number of Top-up Subscription Shares shall be the same as the number of Placing Shares actually placed by the Joint Placing Agents pursuant to the Placing and Subscription Agreement).

THE PLACING AND SUBSCRIPTION AGREEMENT

Date:

5 March 2026

Parties:

- (i) the Company;
- (ii) the Vendor; and
- (iii) the Joint Placing Agents.

THE PLACING

Number of Placing Shares

90,000,000 existing Shares beneficially owned by the Vendor, representing in aggregate approximately 3.55% of the existing issued share capital of the Company as at the date of this announcement and approximately 3.43% of the issued share capital of the Company as enlarged by the allotment and issue of the Top-up Subscription Shares immediately following the closing of the Top-up Subscription (assuming that, save for the allotment and issue of the Top-up Subscription Shares, there is no change in the issued share capital of the Company from the date of this announcement to the completion of the Top-up Subscription).

Placing Price

The Placing Price is HK\$3.51 per Share and represents:

- (i) a discount of approximately 10.0% to the closing price of HK\$3.900 per Share as quoted on the Stock Exchange on the Last Trading Date; and
- (ii) a discount of approximately 6.25% to the average closing price of approximately HK\$3.744 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to and including the Last Trading Date.

The Placing Price is exclusive of brokerage, trading fees, stamp duty, transaction fees and levies.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis among the Vendor, the Company and the Joint Placing Agents. The Directors consider that the Placing Price and the terms and conditions of the Placing and Subscription Agreement are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Rights of the Placing Shares

The Placing Shares will be sold free from all liens, charges and encumbrances, and together with all rights attaching to them as at the date of the Transaction Date, including the right to receive all dividends and other distributions declared, made or paid in respect of the Placing Shares for which a record date occurs on or after the Transaction Date.

Lock up

The Vendor has undertaken to the Joint Placing Agents that (except for the sale of the Placing Shares pursuant to the Placing and Subscription Agreement) for a period of 90 days from the Placing Closing Date, he shall not, and shall procure that none of his nominees and companies controlled by him and trusts associated with him or any person acting on his behalf shall:

- (i) offer, sell, lend, contract to sell, pledge, grant any option, make any short sale or otherwise dispose of, or enter into any transaction which is designed to, or might reasonably be expected to, result in the disposition (whether by actual disposition or effective economic disposition due to cash settlement or otherwise) by the Vendor or any affiliate of the Vendor or any person in privity with the Vendor or any affiliate of the Vendor, directly or indirectly, any equity securities of the Company or any securities convertible into, or exercisable or exchangeable for, equity securities of the Company; or
- (ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of Shares, whether any such transaction described in (i) or (ii) above is to be settled by delivery of Shares or such other securities, in cash or otherwise; or
- (iii) publicly announce any intention to effect any such transaction described in (i) or (ii) above,

unless with the prior written consent of the Joint Placing Agents.

The Company has undertaken to the Joint Placing Agents, and the Vendor has undertaken to the Joint Placing Agents to procure, that for a period of 90 days from the Placing Closing Date, the Company shall not, except for the Top-up Subscription Shares and save pursuant

to (1) the terms of any employee share incentive scheme of the Company, or (2) bonus or scrip dividend or similar arrangements which provide for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with its articles of association:

- (i) effect or arrange or procure placement of, allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe for, or enter into any transaction which is designed to, or might reasonably be expected to, result in any of the aforesaid (whether by actual disposition or effective economic disposition due to cash settlement or otherwise), directly or indirectly, any equity securities of the Company or any securities convertible into, or exercisable, or exchangeable for, equity securities of the Company; or
- (ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of Shares, whether any such transaction described in (i) or (ii) above is to be settled by delivery of Shares or such other securities, in cash or otherwise; or
- (iii) publicly announce any intention to effect any such transaction described in (i) or (ii) above,

without first having obtained the written consent of the Joint Placing Agents.

Information on the Joint Placing Agents and the Placees

The Placing Shares will be placed by the Joint Placing Agents, on a best effort basis, to not less than six Placees who are independent professional, institutional and/or individual investors who and whose ultimate beneficial owners are Independent Third Parties. It is not expected that any Placee will become a substantial shareholder of the Company immediately after completion of the Placing.

To the best of the knowledge, information and belief of the Directors, the Joint Placing Agents and the Placees to be procured by the Joint Placing Agents and the ultimate beneficial owners of the Placees are or will be, as the case may be, Independent Third Parties.

Conditions Precedent of the Placing

Completion of the Placing shall be subject to the following conditions:

- (i) Prior to 8:30 a.m. (Hong Kong time) on the Placing Closing Date upon the occurrence of the following events which, in the sole opinion of the Joint Placing Agents, has or may have an material adverse effect of the Group taken as a whole or adverse material

effect on the full placement of all of the Placing Shares or otherwise makes it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing and Subscription Agreement:

- (a) any new or prospective change in law, rule or regulation which in the opinion of the Joint Placing Agents is or is likely to be materially adverse to the success of the Placing, or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith; or
 - (b) any event, development or change and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory, currency or other nature, resulting in a material adverse change in, or which may result in a change in, political, economic, fiscal, financial, regulatory, currency or stock market conditions in Hong Kong, the PRC, the European Union or the U.S.; or
 - (c) any outbreak or escalation of hostilities, act of terrorism, the declaration by Hong Kong, the PRC, the European Union or the U.S. of a national emergency or war or other calamity or crisis; or
 - (d) any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or
 - (e) any change in conditions of local, national or international securities markets; or
 - (f) a change or development involving a prospective change of taxation or exchange control in the PRC, Hong Kong, the European Union or the U.S. adversely affecting the proposed investments in the Placing Shares; or
 - (g) any litigation or claim being instituted against any member of the Group; or
 - (h) any governmental or regulatory action commenced against any of the directors of the Company and/or the Vendor or an announcement by any state, governmental, judicial, regulatory or political body or organization in Hong Kong or the PRC that it intends to take any such action; or
- (ii) there has been a material breach by the Company or the Vendor of any of their respective representations, warranties and undertakings under the Placing and Subscription Agreement or any obligations imposed on the Company under the Placing and Subscription Agreement; or

- (iii) if the Joint Placing Agents considers the Company, the Vendor, their respective controlling shareholders, actual controller and/or direct person-in charge of this Placing does not satisfy or to be in breach(es) of the CSRC Rules, as well as any other applicable laws, regulations, rules and regulatory requirements (whether having the force of law or otherwise) from time to time in force; or
- (iv) there is any change, or any development involving a prospective change, in or affecting the business, general affairs, management, assets and liabilities, shareholders' equity, results of operations or position, financial or otherwise, of the Group (other than those already disclosed to the public on or before the date of the Placing and Subscription Agreement) as a whole.

Completion of the Placing

Subject to the conditions mentioned above, the completion of the Placing shall take place on the Placing Closing Date, or such other time and/or date as may be agreed between the Vendor and the Joint Placing Agents.

Completion of the Placing is subject to the satisfaction or (if applicable) waiver of the conditions precedent set out in the Placing and Subscription Agreement. As the completion of the Placing may or may not take place, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

THE TOP-UP SUBSCRIPTION

Top-up Subscription Shares

90,000,000 new Shares (which shall be equal to the number of Placing Shares actually placed by the Joint Placing Agents pursuant to the Placing and Subscription Agreement) to be allotted and issued to the Vendor, in aggregate, represent: (i) approximately 3.55% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 3.43% of the issued share capital as enlarged by the allotment and issue of the Top-up Subscription Shares following the completion of the Top-up Subscription (assuming that, save for the allotment and issue of the Top-up Subscription Shares, there is no change in the issued share capital of the Company from the date of this announcement to the completion of the Top-up Subscription).

Top-up Subscription Price

The Top-up Subscription Price per new Share is equivalent to the Placing Price of HK\$3.51 per Share. The aggregate value of the Top-up Subscription Shares is approximately HK\$315.9 million and the aggregate nominal value of the Top-up Subscription Shares is HK\$9.0 million.

The Directors consider that the terms of the Top-up Subscription are fair and reasonable under the current market conditions and are in the best interests of the Company and the Shareholders as a whole.

Ranking of the Top-up Subscription Shares

The Top-up Subscription Shares, when fully paid, will rank *pari passu* in all respects with the other Shares in issue or to be allotted and issued by the Company on or prior to the date of completion of the Top-up Subscription including the rights to all dividends and other distributions declared, made or paid on or after the date of allotment of the Top-up Subscription Shares.

Conditions of the Top-up Subscription

Completion of the Top-up Subscription shall be conditional upon the fulfilment of the following conditions:

- (a) the Listing Committee granting listing of and permission to deal in the Top-up Subscription Shares (and such listing and permission not subsequently revoked prior to the delivery of definitive share certificates representing the Top-up Subscription Shares); and
- (b) completion of the Placing having occurred pursuant to the terms of the Placing and Subscription Agreement.

The Placing and Subscription Agreement has not provided for the right of the parties to waive the above conditions. If the conditions are not fulfilled within 14 days after the date of the Placing and Subscription Agreement, or such later date as may be agreed between the Company and the Vendor, the obligations and liabilities of the Vendor and the Company under the Top-up Subscription shall be null and void and neither the Company nor the Vendor shall have any claim against the other for costs, damages, compensation or otherwise.

Closing of the Top-up Subscription

Closing of the Top-up Subscription shall take place on the second Business Day after the date upon which the last of the conditions to be satisfied shall have been so satisfied, provided that it shall take place on a date no later than a date falling 14 days after the date of the Placing and Subscription Agreement (or such other time and/or date as the Vendor and the Company may agree in writing).

As the Vendor (being a substantial shareholder of the Company) is a connected person of the Company, the Top-up Subscription constitutes a connected transaction of the Company which is fully exempt under Rule 14A.92(4) of the Listing Rules, provided that the Top-up Subscription is completed within 14 days from the date of the Placing and Subscription Agreement. In the event the Top-up Subscription is not completed within 14 days from the date of the Placing and Subscription Agreement, relevant provisions of the Listing Rules in relation to connected transaction will apply (including the independent shareholders' approval requirement), unless otherwise waived by the Stock Exchange. Further announcement will be made by the Company if this occurs.

Completion of the Top-up Subscription is subject to the satisfaction of the conditions precedent set out in the Placing and Subscription Agreement. As the completion of the Top-up Subscription may or may not take place, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

APPLICATION FOR LISTING OF THE TOP-UP SUBSCRIPTION SHARES

Application(s) will be made by the Company to the Listing Committee for the listing of and permission to deal in the Top-up Subscription Shares.

GENERAL MANDATE

By an ordinary resolution of the Shareholders passed on 20 June 2025, the General Mandate was granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of the then issued share capital of the Company as at the date of the AGM. Under the General Mandate, the Company is authorised to issue up to 507,482,797 Shares under the General Mandate. Since the grant of the General Mandate on 20 June 2025, and up to the date of this announcement, the Directors have not exercised their power to allot or issue any new Shares pursuant to such General Mandate.

The Top-up Subscription Shares will be allotted and issued under the General Mandate. Accordingly, no separate Shareholders' approval is required for the issue of the Top-up Subscription Shares.

INFORMATION ON THE COMPANY AND THE GROUP

The principal activity of the Company is investment holding. The Group is a leading non-state owned thermal coal supplier with an expanding international presence. The Group was established in 1996 and the Company was incorporated in the Cayman Islands with limited liability on 4 March 2008. The Group is principally engaged in the coal operation business involving coal mining, purchase and sales, filtering, storage and blending.

INFORMATION ON THE VENDOR

The Vendor is one of the Controlling Shareholders of the Company and wholly owns Fortune Pearl, a Controlling Shareholder of the Company.

As at the date of this announcement, the Vendor owns an aggregate of 1,611,839,610 Shares, representing approximately 63.52% of the issued share capital of the Company, of which 330,220,672 Shares are owned in his personal capacity, and 1,281,618,938 Shares are owned through Fortune Pearl. In addition, Fortune Pearl holds the PSCS which are convertible into 118,000,000 Shares based on the initial conversion price. Assuming full conversion of the PSCS, the Vendor, together with Fortune Pearl, will own an aggregate of 1,729,839,610 Shares, representing approximately 68.17% of the existing issued share capital of the Company or 65.14% of the enlarged issued share capital of the Company upon full conversion. Following completion of the Top-up Subscription, the shareholding of the Controlling Shareholders in the Company will decrease to approximately 61.35% of the issued share capital as enlarged by the allotment and issuance of the Top-up Subscription Shares without taking into account of the Shares which may be issued upon conversion of the PSCS, or approximately 63.01% of the issued share capital as enlarged by the allotment and issuance of the Top-up Subscription Shares and conversion Shares assuming full conversion of the PSCS.

REASONS FOR AND BENEFITS OF THE PLACING AND THE TOP-UP SUBSCRIPTION

The Company's current cash and cash equivalents are reserved for (i) satisfying the minimum capital requirement for coal mine operations; (ii) funding the intended use of proceeds to support the Group's development of coal mines and other strategic initiatives; and (iii) meeting the Group's general working capital requirements.

In view of the current capital market conditions, the Directors consider that the Placing and the Top-up Subscription represent a good opportunity for the Company to raise further capital for the Company, while at the same time broadening its shareholder and capital base. The Company also believes that the Placing and Top-up Subscription will attract long-term institutional investors, reflecting their recognition of the Company's fundamentals and long-term investment value.

The Directors (including the independent non-executive Directors) also consider the terms of the Placing and the Top-up Subscription are fair and reasonable under the current market conditions and are in the best interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS OF THE TOP-UP SUBSCRIPTION

The gross proceeds from the Top-up Subscription are expected to be approximately HK\$315.9 million, while the net proceeds from the Top-up Subscription, after deducting all relevant fees, costs and expenses (including but not limited to legal expenses and disbursements) incidental to the Placing and the Top-up Subscription, are estimated to be approximately HK\$309.6 million. The estimated net Top-up Subscription Price, after deducting such fees, costs and expenses, is approximately HK\$3.51 per Top-up Subscription Share.

The Company intends to apply the total amount of net proceeds from the Top-up Subscription as follows:

- (i) approximately 46.0% (or approximately HK\$142.4 million) for the construction and development of the Group's Indonesian mines;
- (ii) approximately 23.0% (or approximately HK\$71.2 million) will be used for mining equipment;
- (iii) approximately 21.0% (or approximately HK\$65.0 million) will be used for building construction; and
- (iv) approximately 10.0% (or approximately HK\$31.0 million) will be used for contracting and other miscellaneous expenses to support the development of the Group's Indonesian mines.

FUND RAISING ACTIVITY BY THE COMPANY IN THE PAST TWELVE MONTHS

The Company did not conduct any equity fund raising activity in the past twelve months immediately preceding the date of this announcement.

EFFECT ON THE SHAREHOLDING OF THE COMPANY FOLLOWING COMPLETION OF THE PLACING AND THE TOP-UP SUBSCRIPTION

As at the date of this announcement, the Company has 2,537,413,985 Shares in issue. Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately following the completion of the Placing but before the completion of the Top-up Subscription; and (iii) immediately following the completion of the Placing and the Top-up Subscription, assuming that the Placing Shares are placed in full

and that there are no changes in the issued share capital of the Company between the date of this announcement and up to completion of the Top-up Subscription other than the allotment and issue of the Top-up Subscription Shares, for illustration purposes only:

	As at the date of this announcement		Immediately following the completion of the Placing but before the completion of the Top-up Subscription		Immediately following the completion of the Placing and the Top-up Subscription		Assuming full conversion of the PSCS ^(Note 1)	
	Number of shares	Approximate %	Number of shares	Approximate %	Number of shares	Approximate %	Number of shares	Approximate %
Directors								
Mr. XU Da ^(Note 2)	93,135,251	3.67%	93,135,251	3.67%	93,135,251	3.54%	93,135,251	3.39%
Mr. BAI Tao	50,000,000	1.97%	50,000,000	1.97%	50,000,000	1.90%	50,000,000	1.82%
Mr. Zhai Yifeng	14,000,000	0.55%	14,000,000	0.55%	14,000,000	0.53%	14,000,000	0.51%
Substantial Shareholders								
the Vendor ^(Note 1)	330,220,672	13.01%	240,220,672	9.46%	330,220,672	12.57%	330,220,672	12.03%
Fortune Pearl ^(Note 1)	1,281,618,938	50.51%	1,281,618,938	50.51%	1,281,618,938	48.78%	1,399,618,938	50.98%
Public Shareholders								
The Placees	—	—	90,000,000	3.55%	90,000,000	3.43%	90,000,000	3.28%
Other public Shareholders	768,439,124	30.29%	768,439,124	30.29%	768,439,124	29.25%	768,439,124	27.99%
Total	<u>2,537,413,985</u>	<u>100%</u>	<u>2,537,413,985</u>	<u>100%</u>	<u>2,627,413,985</u>	<u>100%</u>	<u>2,745,413,985</u>	<u>100%</u>

Notes:

- (1) As of the date of this announcement, the Vendor is interested in 100% shareholding of Fortune Pearl, which in turn owns 1,281,618,938 Shares. In addition, Fortune Pearl holds the PSCS which are convertible into 118,000,000 Shares based on the initial conversion price. Assuming full conversion of the PSCS, Fortune Pearl will own an aggregate of 1,399,618,938 Shares.
- (2) Ms. DENG Bingjing, an executive director of the Company, is the spouse of Mr. XU Da. Although she does not personally hold any shares of the Company, by virtue of the SFO, Ms. DENG is deemed to be interested in the 93,135,251 shares of the Company held by Mr. XU Da.
- (3) Certain percentage figures in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

CSRC Filing

The Company will file with the regulatory authorities in the PRC the CSRC Filing in connection with the Placing and Top-up Subscription in accordance with the relevant applicable laws and regulations.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“AGM”	the annual general meeting of the Company held on 20 June 2025
“associate(s)”	has the meaning as ascribed to it in the Listing Rules
“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday) on which banks are generally open for business in Hong Kong
“Company”	China Qinfa Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 866)
“connected person(s)”	has the meaning as ascribed to it in the Listing Rules
“Controlling Shareholder(s)”	has the meaning as ascribed to it in the Listing Rules and refers to Fortune Pearl and the Vendor
“CSRC”	the China Securities Regulatory Commission
“CSRC Filing”	any letters, filings, correspondences, communications, documents, replies, undertakings and submissions in any form, including any amendments, supplements and/or modifications thereof, made or to be made to the CSRC, relating to or in connection with the Placing and Subscription pursuant to the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and supporting guidelines issued by the CSRC on 17 February 2023, as amended, supplemented or otherwise modified from time to time and other applicable rules and requirements of the CSRC

“Fortune Pearl”	Fortune Pearl International Limited, a company incorporated in the British Virgin Islands on 22 January 2008 with its issued share capital wholly-owned by the Vendor, who is one of the Controlling Shareholders of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution of the Company passed at the AGM to allot, issue and deal with new Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of the passing of such resolution, pursuant to which a maximum of 507,482,797 new Shares may fall to be allotted and issued as at the date of this announcement
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which, as far as the Directors are aware after having made all reasonable enquiries, is/are not a connected person(s) of the Company within the meaning of the Listing Rules
“Joint Placing Agents”	Guotai Junan Securities (Hong Kong) Limited and TFI Securities and Futures Limited
“Last Trading Date”	4 March 2026, being the last trading day immediately prior to the signing of the Placing and Subscription Agreement
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Mr. XU Jihua”	Mr. XU Jihua, who is a substantial shareholder of the Company

“Placees”	professional, institutional and other investors whom the Joint Placing Agents has procured to purchase any of the Placing Shares pursuant to its obligations under the Placing and Subscription Agreement
“Placing”	the placing of the Placing Shares to the Placees pursuant to the Placing and Subscription Agreement
“Placing and Subscription Agreement”	the placing and subscription agreement entered into between the Company, the Vendor and the Joint Placing Agents dated 5 March 2026 in respect of the Placing and the Top-up Subscription
“Placing Closing Date”	two Business Days after the Transaction Date or such other date as the Vendor and the Joint Placing Agents may agree in writing
“Placing Price”	HK\$3.51 per Placing Share
“Placing Shares”	a total of 90,000,000 Shares beneficially owned by the Vendor and to be sold pursuant to the Placing and Subscription Agreement
“PRC”	the People’s Republic of China and, except where the context requires and only for the purpose of this announcement, do not include Taiwan, Hong Kong or the Macau Special Administrative Region of the PRC
“PSCS”	perpetual subordinated convertible securities with a value of HK\$194,700,000 issued by the Company on 31 December 2012, which are convertible to the Shares at an initial conversion price of HK\$1.65 per Share
“Shareholders”	the holders of the issued Shares
“Shares”	the ordinary shares of the Company with a par value of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning as ascribed to it under the Listing Rules

“Top-up Subscription”	the subscription of the Top-up Subscription Shares by the Vendor pursuant to the Placing and Subscription Agreement
“Top-up Subscription Price”	HK\$3.51 per Top-up Subscription Share
“Top-up Subscription Shares”	an aggregate of 90,000,000 new Shares to be allotted and issued by the Company and subscribed by the Vendor under the Placing and Subscription Agreement
“Transaction Date”	the date when the sale of the Placing Shares shall be reported as a cross-trade to the Stock Exchange which shall be (i) 5 March 2026 or, (ii) if dealings in the Shares on the Stock Exchange are suspended at all times on 5 March 2026, the first day on which dealings resume and the cross-trade can be reported to the Stock Exchange in accordance with its rules, or such other date as the Vendor and the Joint Placing Agents may agree in writing
“Vendor”	Mr. XU Jihua
“%”	per cent

By Order of the Board
China Qinfra Group Limited
Mr. XU Da
Chairman

Hong Kong, 5 March 2026

As of the date of this announcement, the Board comprises Mr. XU Da, Mr. BAI Tao, Mr. ZHAI Yifeng and Ms. DENG Bingjing as executive Directors; and Prof. SHA Zhenquan, Mr. HO Ka Yiu Simon and Mr. LONG Yufeng as independent non-executive Directors.