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## **CNQC INTERNATIONAL HOLDINGS LIMITED**

**青建國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1240)**

### **APPOINTMENT OF EXECUTIVE DIRECTOR, MEMBER OF NOMINATION COMMITTEE AND STRATEGY AND INVESTMENT COMMITTEE AND CHANGE OF COMPOSITION OF STRATEGY AND INVESTMENT COMMITTEE AND LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

#### **APPOINTMENT OF EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of CNQC International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Dr. Du Bo (“**Dr. Du**”) has been appointed as an executive Director with effect from 31 March 2020. Biography of Dr. Du is set out below:

Dr. Du, aged 62, has more than 40 years of extensive experience in the engineering and construction industry both in the PRC and overseas. Dr. Du had been as an executive Director and the chairman of the Board of the Company from 11 April 2014 to 26 January 2016. Dr. Du is currently a director of certain subsidiaries of the Group.

Prior to joining the Group, he was appointed as the general manager of 青島建設集團公司 (Qingdao Construction Group Co., Ltd.\*) in July 2001. He served as the chairman of the board of directors (from September 2007 to January 2013) and the chief executive officer of 青建集團股份公司 (Qingjian Group Co., Ltd.\*) (from September 2007 to December 2011). Dr. Du has become the chairman of the board of directors of the Guotsing Holding Group Limited since November 2012, during which he also acted as the chief executive officer of the Guotsing Holding Group Limited from November 2012 to December 2013. He is currently the chairman of 青島青建控股有限公司 (Qingdao Qianjian Holding Company Limited\*) and a director of Guotsing Holding Company Limited, Guotsing Asset Management Limited, Guotsing Finance Holding Limited and CNQC Development Limited.

Dr. Du also performed the following roles: vice chairman of 中國建築業協會建造師分會 (Branch of Constructors of the China Construction Industry Association\*), vice-chairman of 山東省建築業協會 (Shandong Construction Industry Association\*), vice-chairman of 山東省企業聯合會 (Shandong Enterprise Confederation\*), 山東省企業家協會 (Shandong Enterprise Director Association\*), 山東省工業經濟聯合會 (Shandong Federation of Industrial Economics\*) and 山東省質量協會 (Shandong Quality Association\*), vice-chairman of 青島市工商聯 (Qingdao General Chamber of Commerce\*), and executive chairman of 青島市企業聯合會 (Qingdao Enterprise Federation\*).

Dr. Du was qualified as a research associate in engineering application in 2000, and was awarded a special subsidy by the State Council of the PRC for his contribution in engineering technology in 2001. Dr. Du graduated from 山東建築工程學院 (Shandong Construction Engineering Institute\*), now known as Shandong Jianzhu University (山東建築大學) with a bachelor's degree in Engineering in 1982, and he obtained a doctorate in Management Science, specialized in Management Science and Engineering, from Tongji University (同濟大學), the PRC, in 2004. Dr. Du is also a tutor or part-time professor of various tertiary educational institutions, among others, the doctoral tutor of Tongji University (同濟大學), the postgraduate tutor of Qingdao Technological University (青島理工大學), Shandong Jianzhu University (山東建築大學) and Qingdao University (青島大學), and part time professor of Shandong Jianzhu University (山東建築大學) and Qingdao University (青島大學).

Dr. Du has entered into a director's service agreement with the Company as an executive Director for a term of three years commencing from 31 March 2020, which may be terminated by either the Company or Dr. Du by giving three months' written notice or otherwise in accordance with the terms of the director's service agreement. Dr. Du's appointment as an executive Director is subject to re-election at the forthcoming annual general meeting of the Company and the rotation requirements as set out in the articles of association of the Company.

Under the service agreement entered into between the Company and Dr. Du, Dr. Du is entitled to an annual remuneration of HK\$3,720,000, which was determined having considered the experience, duties and responsibilities of Dr. Du and the prevailing market rate of companies of comparable size and similar operation.

As at the date of this announcement, Dr. Du holds 12,504,972 shares of the Company (“**Shares**”). Dr. Du is also interested in 45,689,892 convertible preference shares of the Company pursuant to the management share scheme of the Company which became effective on 15 October 2015. Dr. Du is also deemed to be interested in the 1,024,759,528 shares held by Guotsing Holding Company Limited, representing 67.49% of the issued share capital of the Company.

Save as disclosed above, Dr. Du has no other interests in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong (“**SFO**”)) required to be disclosed pursuant to the SFO.

Save as disclosed above, Dr. Du does not (i) have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) hold and did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) hold any position with the Company and other members of the Group; or (iv) hold other major appointments and professional qualifications.

Save as disclosed above, the Company considers that in relation to the appointment of Dr. Du as an executive Director, there is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Dr. Du for joining the Board.

#### **APPOINTMENT OF MEMBER OF NOMINATION COMMITTEE AND STRATEGY AND INVESTMENT COMMITTEE**

The Board further announces that Dr. Du has been appointed as a member of the Nomination Committee of the Company and a member of the Strategy and Investment Committee of the Company, with effect from 31 March 2020.

#### **CHANGE OF COMPOSITION OF STRATEGY AND INVESTMENT COMMITTEE**

Mr. Cheng Wing On, Michael has tendered his resignation as the chairman of the Strategy and Investment Committee of the Company with effect from 31 March 2020, but will continue to serve as a member of the Strategy and Investment Committee of the Company.

Mr. Wang Congyuan has been appointed as the chairman of the Strategy and Investment Committee of the Company with effect from 31 March 2020.

#### **LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

With effect from 31 March 2020, the members of the Board and the membership of the four Board committees of the Company are as follows:

##### **Chairman and Executive Director**

Mr. Cheng Wing On, Michael

##### **Executive Director and Chief Executive Officer**

Mr. Wang Congyuan

##### **Executive Directors**

Mr. Cheng Wing On, Michael

Mr. Wang Congyuan

Dr. Du Bo

Mr. Zhang Yuqiang

##### **Non-executive Director**

Mr. Chen Anhua

**Independent non-executive Directors**

Mr. Ching Kwok Hoo, Pedro

Mr. Tam Tak Kei, Raymond

Mr. Chan Kok Chung, Johnny

There are 4 Board committees. The table below provides membership information of these committees on which each Board member serves.

| <b>Board Committee</b><br><b>Directors</b> | <b>Audit Committee</b> | <b>Nomination Committee</b> | <b>Remuneration Committee</b> | <b>Strategy and Investment Committee</b> |
|--|------------------------|-----------------------------|-------------------------------|--|
| Mr. Cheng Wing On, Michael                 |                        | Chairman                    |                               | Member                                   |
| Mr. Wang Congyuan                          |                        |                             | Member                        | Chairman                                 |
| Dr. Du Bo                                  |                        | Member                      |                               | Member                                   |
| Mr. Zhang Yuqiang                          |                        |                             | Member                        | Member                                   |
| Mr. Chen Anhua                             |                        |                             |                               | Member                                   |
| Mr. Ching Kwok Hoo, Pedro                  | Member                 | Member                      | Chairman                      |  |
| Mr. Tam Tak Kei, Raymond                   | Chairman               | Member                      | Member                        |  |
| Mr. Chan Kok Chung, Johnny                 | Member                 | Member                      | Member                        | Member                                   |

By Order of the Board  
**CNQC International Holdings Limited**  
**Mr. Cheng Wing On, Michael**  
*Chairman*

Hong Kong, 31 March 2020

*As at the date of this announcement, the Board comprises (i) four executive Directors, namely Mr. Cheng Wing On, Michael (Chairman), Mr. Wang Congyuan, Dr. Du Bo, and Mr. Zhang Yuqiang; (ii) one non-executive Director, namely Mr. Chen Anhua; and (iii) three independent non-executive Directors, namely Mr. Ching Kwok Hoo, Pedro, Mr. Tam Tak Kei, Raymond and Mr. Chan Kok Chung, Johnny.*