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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)

**ANNOUNCEMENT
FILING OF NEW LISTING APPLICATION
IN RELATION TO
VERY SUBSTANTIAL ACQUISITION,
CONNECTED TRANSACTION AND
REVERSE TAKEOVER INVOLVING A NEW LISTING**

Reference is made to the announcement issued by CNQC International Holdings Limited (the “**Company**”) dated 23 May 2015 (the “**Announcement**”) in relation to, among other things, the Acquisition. Unless otherwise indicated, capitalised terms defined in the Announcement shall have the same meanings used herein.

As disclosed in the Announcement, the Acquisition constitutes a reverse takeover of the Company under Rule 14.06(6)(b) of the Listing Rules. Accordingly, the Company is being treated as if it were a new listing applicant. The Acquisition is therefore subject to the approval of the Listing Committee of the new listing application made by the Company (the “**New Listing Application**”).

The Board is pleased to announce that the Company filed the New Listing Application with the Stock Exchange on 8 June 2015.

The Acquisition is subject to a number of conditions including but not limited to the Independent Shareholders’ approval, which may or may not be fulfilled. In addition, the Listing Committee’s approval of the New Listing Application may or may not be granted. In the event that the approval of the New Listing Application is not granted by the Listing Committee, the Share Purchase Agreement will not become unconditional and the Acquisition will not proceed.

THE SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD EXERCISE CAUTION WHEN DEALING OR CONTEMPLATING IN DEALING IN THE SHARES OR IN ANY OTHER SECURITIES (IF ANY) OF THE COMPANY.

By order of the Board
CNQC International Holdings Limited
Dr. Du Bo
Chairman

Hong Kong, 8 June 2015

As at the date of this announcement, the Board comprises (i) four executive Directors, namely Dr. Du Bo (Chairman), Mr. Cheng Wing On, Michael, Mr. Ho Chi Ling and Mr. Zhang Yuqiang; (ii) two non-executive Directors, namely Mr. Zhang Zhihua and Dr. Ding Hongbin; and (iii) three independent non-executive Directors, namely Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro and Mr. Tam Tak Kei, Raymond.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.