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SUNLEY HOLDINGS LIMITED

新利控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1240)

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Sunley Holdings Limited 新利控股有限公司” to “CNQC International Holdings Limited 青建國際控股有限公司”.

The proposed Change of Company Name is subject to (i) the passing of a special resolution by shareholders approving the Change of Company Name at the forthcoming Annual General Meeting; and (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

A circular containing, among other things, the information relating to the proposed Change of Company Name and a notice convening the forthcoming Annual General Meeting will be despatched to Shareholders as soon as practicable. The Company will make further announcement(s) on the effective date of the proposed Change of Company Name and the consequential change of the stock short name of the Company upon the proposed Change of Company Name becoming effective.

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of Sunley Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) proposes to change the name of the Company from “Sunley Holdings Limited 新利控股有限公司” to “CNQC International Holdings Limited 青建國際控股有限公司” (the “**Change of Company Name**”).

Conditions for the Change of Company Name

The proposed Change of Company Name is subject to (i) the passing of a special resolution by shareholders of the Company (the “**Shareholders**”) approving the Change of Company Name at the forthcoming annual general meeting of the Company (the “**Annual General Meeting**”); and (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the new name of the Company will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Directors consider that the change of Company Name will provide the Company with a new corporate image and will reflect the Company’s relationship with its new controlling Shareholder, CNQC Development Limited and its related group members, upon closing of the acquisition as set out in the announcement of the Company dated 17 March 2014. The Directors believe that the Change of Company Name will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders. Once the Change of Company Name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the shares of the Company will be traded on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in the new name of the Company. However, all the existing share certificates in issue bearing the present name of the Company will, after the proposed Change of Company Name having become effective, continue to be evidence of title to such shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the new name of the Company.

GENERAL

At the Annual General Meeting to be convened and held, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name. A circular containing, among other things, information relating to the proposed Change of Company Name together with a notice of the Annual General Meeting, will be despatched to the Shareholders as soon as practicable.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the Annual General Meeting, the effective date of the Change of Company Name and the corresponding change of English and Chinese stock short names of the Company for trading of the shares on the Stock Exchange as and when appropriate.

By order of the Board
Sunley Holdings Limited
Du Bo
Chairman

Hong Kong, 9 July 2014

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