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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)**

### **DELAY IN DESPATCH OF CIRCULAR**

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 and the Whitewash Waiver. Unless otherwise indicated, capitalised terms defined in the Announcement shall have the same meanings used herein.

Pursuant to Rule 8.2 of the Takeovers Code, the Circular is required to be despatched to the Shareholders within 21 days after the date of the Announcement (i.e. 13 June 2015). As 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**”).

As the Circular is subject to review and comments by the Stock Exchange and the SFC, the Circular will only be despatched to the Shareholders as soon as practicable after the Company has obtained the approval in principle from the Listing Committee with respect to the New Listing Application. In view of the process required in connection with the New Listing Application, the Company expects that the Circular will not be despatched within the time required under Rule 8.2 of the Takeovers Code, and the Company has applied for, and the Executive has indicated that it is minded to grant, consent for an extension of time for the despatch of the Circular to not later than 23 July 2015.

**The Acquisition and the Whitewash Waiver are 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 and the Whitewash Waiver may or may not be granted. In the event that the approval of the New Listing Application is not granted by the Listing Committee or the Whitewash Waiver is not granted, 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, 12 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.*