



# 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)

### PROXY FORM

**Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) to be convened at Room Peony & Narcissus, 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 14 October 2015 at 11:30 a.m. (or at any adjournment thereof)**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary share(s)  
of HK\$0.01 each (the “Share(s)”) in the capital of CNQC International Holdings Limited (the “Company”)  
HEREBY APPOINT the Chairman of the Meeting or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Room Peony & Narcissus, 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 14 October 2015 at 11:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions by poll as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or any adjournment thereof:

Ordinary Resolutions <sup>(note 4)</sup>		For <sup>(note 5)</sup>	Against <sup>(note 5)</sup>
1.	Resolution in relation to the Acquisition		
2.	Resolution in relation to the grant of specific mandate for the allotment and issue of the Consideration Shares and the Conversion Shares		
3.	Resolution in relation to the Whitewash Waiver		
4.	Resolution in relation to increase in authorised share capital of the Company and creation of the CPS		
5.	Resolution in relation to the Qingjian Precast Master Service Agreement		
6.	Resolution in relation to the grant of Specific Placing Mandate		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2015 Shareholder's signature \_\_\_\_\_ <sup>(note 6)</sup>

#### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** A member of the Company who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting. Every shareholder of the Company present in person (in case of a shareholder being a corporation, by its duly authorized representative), or by proxy shall have one vote for every fully paid-up Share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of Shares in the appropriate box(es) above.
- This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
- This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The notice convening the Meeting is set out in the Company's circular dated 25 September 2015.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Meeting and instructions. Your supply of Personal Data to the Company is on a voluntary basis. However, the Company may not be able to process your appointment of proxy and instructions if your Personal Data is not provided in this form.
- Your Personal Data may be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.