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If you have sold or transferred all your shares in CNQC International Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(I) PROPOSED DECLARATION OF FINAL DIVIDEND
(II) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
(III) RE-ELECTION OF DIRECTORS
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on 9 May 2017 (Tuesday) at 11:30 a.m. at 2/F (Orchid Room), The Garden Rooms, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held on 9 May 2017 (Tuesday) at 11:30 a.m. at 2/F (Orchid Room), The Garden Rooms, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 17 to 21 of this circular;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	CNQC International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“CPS”	the non-redeemable convertible preference shares of HK\$0.01 each in the capital of the Company;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 5 in the AGM Notice;
“Latest Practicable Date”	29 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 6 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong; and
“%”	per cent.



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)

Executive Directors:

Mr. Cheng Wing On, Michael (*Chairman*)
Mr. Wang Congyuan (*Chief Executive*)
Mr. Zhang Yuqiang
Mr. Ho Chi Ling
Mr. Wang Linxuan

Registered Office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Non-executive Directors:

Mr. Zhang Zhihua
Dr. Sun Huiye
Mr. Wang Xianmao

*Headquarters, Head Office and
Principal Place of Business
in Hong Kong:*

Unit 601, 6/F, Exchange Tower
33 Wang Chiu Road
Kowloon Bay
Hong Kong

Independent non-executive Directors:

Mr. Chuck Winston Calptor
Mr. Ching Kwok Hoo, Pedro
Mr. Tam Tak Kei, Raymond
Mr. Chan Kok Chung, Johnny

31 March 2017

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED DECLARATION OF FINAL DIVIDEND
(II) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
(III) RE-ELECTION OF DIRECTORS
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and details of (i) the proposed declaration of a final dividend for the year ended 31 December 2016; (ii) the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue

LETTER FROM THE BOARD

Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (iii) an explanatory statement regarding the Repurchase Mandate; and (iv) the proposed re-election of Directors.

DECLARATION OF FINAL DIVIDEND

As disclosed in the annual results announcement of the Company dated 28 March 2017, the Board recommended the payment of a final dividend of HK\$0.11 per Share and per CPS in respect of the year ended 31 December 2016 (2015: HK\$0.12) (the “**Final Dividend**”).

Subject to approval by the Shareholders at the AGM, the Final Dividend will be payable on or about 8 June 2017 to the Shareholders whose names appear on the register of members of the Company on 18 May 2017 and the holders of the CPS. For the purpose of ascertaining the Shareholders’ entitlement to the proposed final dividend, the register of members of the Company will be closed from 16 May 2017 to 18 May 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar, Tricor Investor Services Limited, at 22/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 15 May 2017.

For the purpose of ascertaining the Shareholders’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 4 May 2017 to 9 May 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar, Tricor Investor Services Limited, at 22/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 2 May 2017.

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company’s mandates to issue and repurchase Shares was approved by the Shareholders on 29 April 2016, which the refreshment of the mandate to issue Shares was approved by the Shareholders on 23 December 2016. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate number not exceeding 20% of the aggregate number of the issued share capital of the Shares as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate number not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the proposed resolution at the AGM.

LETTER FROM THE BOARD

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 1,429,395,806 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 285,879,161 Shares representing 20% of the aggregate number of the issued Shares as at the date of the AGM.

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate (as the case may be) up to the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Mr. Wang Xianmao being a newly appointed Director, shall hold office until the AGM and, being eligible, offer himself for re-election pursuant to articles 112 of the Articles.

Each of Mr. Zhang Zhihua, Mr. Ching Kwok Hoo, Pedro, Mr. Chuck Winston Calptor and Mr. Tam Tak Kei, Raymond will retire from office as Directors at the AGM. Each of them, being eligible, will offer themselves for re-election pursuant to article 108(a) of the Articles.

Further particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held on 9 May 2017 (Tuesday) at 11:30 a.m. at 2/F (Orchid Room), The Garden Rooms, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 17 to 21 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

In accordance with Rule 13.39(4) of the Listing Rules, a poll will be required on each of the resolutions set out in the AGM Notice.

LETTER FROM THE BOARD

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

RECOMMENDATION

The Directors consider that the declaration of the Final Dividend, granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. The Directors recommend that the Shareholders vote in favour of all the resolutions as set out in the AGM Notice at the AGM.

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

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for such purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 December 2016 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the total issued Shares comprised 1,429,395,806 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandate to repurchase Shares and on the basis and assumption that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 142,939,580 Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and the Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Shareholders who had interests representing 5% or more of the Shares then in issued, together with the consequential changes in their respective shareholding interest if the Repurchase Mandate is exercised in full, are set out in the table below:

Name of substantial Shareholder	Capacity/Nature of interest	Number of Shares held/interested	Approximate % of interest	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Dr. Du Bo	Interest of controlled corporation (<i>note 1</i>)	932,338,306	65.23%	72.47%
Hui Long Enterprises Limited	Interest in controlled corporation (<i>Note 1</i>)	932,338,306	65.23%	72.47%
Bliss Wave Holding Investments Limited	Interest in controlled corporation (<i>Note 1</i>)	932,338,306	65.23%	72.47%
Top Elate Investments Limited	Interest in controlled corporation (<i>Note 1</i>)	932,338,306	65.23%	72.47%
Hao Bo Investments Limited	Interest in controlled corporation (<i>Note 1</i>)	932,338,306	65.23%	72.47%
Guotsing Holding Company Limited	Beneficial owner	708,193,306	49.55%	55.05%
	Interest in controlled corporation (<i>Note 1</i>)	224,145,000	15.68%	17.42%
Qingdao Qingjian Holding Co Staff Shareholding Union	Interest in controlled corporation (<i>Note 1</i>)	932,338,306	65.23%	72.47%

Name of substantial Shareholder	Capacity/Nature of interest	Number of Shares held/ interested	Approximate % of interest As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Qingdao Qingjian Holdings Co	Interest in controlled corporation (<i>Note 1</i>)	932,338,306	65.23%	72.47%
CNQC Development Limited	Beneficial owner (<i>Note 1</i>)	224,145,000	15.68%	17.42%
Great Wall Pan Asia International Investment Company Limited	Beneficial owner	142,000,000	9.93%	11.04%
Sino Concord Ventures Limited	Beneficial owner	100,000,000	7.00%	7.77%

Note:

- (1) CNQC Development Limited is wholly-owned by Guotsing Holding Company Limited. Guotsing Holding Company Limited is held as to 85% by Hao Bo Investments Limited, and is in turn held as to 48.547% by Top Elate Investments Limited and as to 51.453% by Bliss Wave Holding Investments Limited, a company held as to 74.533% by Hui Long Enterprises Limited.

Based on the table above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Further, as the exercise of the Repurchase Mandate may result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued Shares of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Share	
	Highest	Lowest
	HK\$	HK\$
2016		
March	2.61	2.08
April	3.02	2.37
May	2.90	2.45
June	3.17	2.83
July	3.08	2.77
August	3.03	2.79
September	3.55	2.92
October	3.25	2.89
November	3.05	2.72
December	3.09	2.76
2017		
January	3.10	2.72
February	2.94	2.72
March (until the Latest Practicable Date)	2.94	2.70

Set out below are details of the proposed Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

NON-EXECUTIVE DIRECTORS**Mr. Zhang Zhihua**

Mr. Zhang Zhihua (張志華) (“**Mr. Zhang**”), aged 60, was appointed as a non-executive Director on 11 April 2014 and a member of the audit committee of the Company on 25 June 2014. He has been a member of the strategy and investment committee of the Company since 22 March 2016. Mr. Zhang is responsible for overseeing the overall performance of the Group.

Prior to joining the Group, Mr. Zhang served as the financial director stationed in corporate of Qingdao Municipal Stateowned Assets Administration during 1999 to 2005. Mr. Zhang was the deputy general manager of Qingjian Group Co., Ltd. from 2005, and he served in Qingjian Group Co., Ltd. consecutively as the vice president (from September 2007), executive vice-president (from March 2009), executive president and general accountants (from December 2010), president of Qingjian Group Co., Ltd. (from December 2011), the chairman of the board of directors of Qingjian Group Co., Ltd. (from January 2013) and the president of Guotsing Holding Group Co., Ltd. (from November 2012 to December 2013). Mr. Zhang has been the chief executive officer of Guotsing Holding Group Co., Ltd. from December 2013 to December 2015. He is a director of CNQC Development Limited.

Mr. Zhang obtained a master degree in business administration from Nankai University (南開大學), the PRC, in 2009, and is a qualified auditor in the PRC.

Save as disclosed above, Mr. Zhang has not held and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Zhang has entered into a director's service agreement with the Company as a non-executive Director for a term of three years commencing from 11 August 2014, which may be terminated by either the Company or Mr. Zhang by giving three months' written notice or otherwise in accordance with the terms of the director's service agreement, and subject to retirement by rotation and re-election in accordance with the Articles.

Under the service agreement entered into between the Company and Mr. Zhang, Mr. Zhang is entitled to an annual remuneration of HK\$240,000, which was determined having considered the experience, duties and responsibilities of Mr. Zhang and the prevailing market rate of companies of comparable size and similar operation.

As at the Latest Practicable Date, Mr. Zhang held 3,000,000 share options of the Company and was also interested in 30,459,927 CPS pursuant to the management share scheme which became effective on 15 October 2015.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang had no interests in any Shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO) required to be disclosed pursuant to the SFO.

Save as disclosed above, there is no information in relation to the re-election of Mr. Zhang 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 in respect of the re-election of Mr. Zhang.

Mr. Wang Xianmao

Mr. Wang Xianmao (王賢茂) (“Mr. Wang”), aged 45, is a non-executive Director. He was appointed as a non-executive Director, a member of the audit committee of the Company and a member of the strategy and investment committee of the Company on 16 January 2017. Mr. Wang is also a director of certain subsidiaries of the Company.

Mr. Wang has more than 20 years of experience in engineering and construction industry. Mr. Wang was the deputy general manager and chief engineer of 青島建設集團股份公司阿爾及利亞項目組 (Algeria project team of Qingdao Construction Group Co. Ltd*) in 2002. During the period from 2002 to 2012, Mr. Wang consecutively acted as the vice general manager (from December 2002 to March 2004), deputy general manager (from March 2004 to February 2007) and general manager (from February 2007 to December 2012) of 青島建設集團零零一工程有限公司 (Qingdao Construction Group 001 Engineering Limited*) (Formerly known as “青島零零一工程有限公司 (Qingdao 001 Engineering Limited*)”). Mr. Wang was appointed as the chief executive officer of Guotsing Holding Group Co. Ltd. in December 2016, prior to which he also acted as the vice president (from December 2012 to December 2013), executive president (from December 2013 to November 2015) and deputy vice president (from December 2015 to December 2016) of the Guotsing Holding Group Co. Ltd.

Mr. Wang holds a bachelor’s degree in civil engineering from Qingdao University of Technology, the PRC and a master’s degree in business administration from Nankai University, the PRC. Mr. Wang Xianmao was qualified as a research associate in engineering application in March 2014. Mr. Wang was also awarded the qualification of 中國一級註冊建造師 (National First-class Registered Architect*) in April 2014.

Mr. Wang Xianmao was accredited as 青島市優秀企業家 (The Outstanding Entrepreneur in Qingdao*) in December 2014, and was awarded as 青島市勞動模範 (Model worker in Qingdao*) in April 2015. Mr. Wang was also a director of 中非民間商會第二屆理事會 (the 2nd board of directors of the China-Africa Business Council), the vice president of 中國對外承包工程商會第七屆理事會 (the 7th council of the China International Contractors Association) and the secretary officer of 青島國際工程發展聯盟 (Qingdao International Engineering Development Alliance).

* For identification purpose only

Save as disclosed above, Mr. Wang has not held and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Wang has entered into a director's service agreement with the Company as a non-executive Director for a term of three years commencing from 16 January 2017, which may be terminated by either the Company or Mr. Wang by giving three months' written notice or otherwise in accordance with the terms of the director's service agreement, and subject to retirement by rotation and re-election in accordance with the Articles.

Under the service agreement entered into between the Company and Mr. Wang, Mr. Wang is entitled to an annual remuneration of HK\$240,000, which was determined having considered the experience, duties and responsibilities of Mr. Wang and the prevailing market rate of companies of comparable size and similar operation. Apart from the remuneration under the aforesaid service agreement, Mr. Wang is also entitled to an annual remuneration of SG\$240,000 as a director of CNQC (South Pacific) Holding Pte. Ltd., a subsidiary of the Company.

As at the Latest Practicable Date, Mr. Wang held 152,500 Shares and was also interested in 3,045,993 CPS pursuant to the management share scheme which became effective on 15 October 2015. Mr. Wang also holds 11.67% of interests in Sun East Development Limited, which holds 80% of interests in Sino Concord Ventures Limited, and Sino Concord Ventures Limited in turn holds 100,000,000 shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang had no interests in any Shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO) required to be disclosed pursuant to the SFO.

Save as disclosed above, there is no information in relation to the re-election of Mr. Wang 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 in respect of the re-election of Mr. Wang.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ching Kwok Hoo, Pedro

Mr. Ching Kwok Hoo, Pedro (程國灝) ("Mr. Ching"), aged 73, was appointed as an independent non-executive Director, a member of each of the audit committee of the Company, the remuneration committee of the Company and the nomination committee of the Company on 11 September 2012. Mr. Ching was appointed as a member of the Most Excellent Order of the British Empire on the 1997 Birthday Honours List in June 1997.

He worked in the Hong Kong Police Force for approximately 34 years until January 1998 with his last position as the director of management services. After his retirement from the Hong Kong Police Force, Mr. Ching has taken senior management role in the commercial field.

Save as disclosed above, Mr. Ching has not held and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ching did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Ching has entered into a director's service agreement with the Company as an independent non-executive Director for a term of two years commencing from 12 September 2016, which may be terminated by either the Company or Mr. Ching by giving three months' written notice or otherwise in accordance with the terms of the director's service agreement, and subject to retirement by rotation and re-election in accordance with the Articles.

Under the service agreement entered into between the Company and Mr. Ching, Mr. Ching is entitled to an annual remuneration of HK\$240,000, which was determined having considered the experience, duties and responsibilities of Mr. Ching and the prevailing market rate of companies of comparable size and similar operation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ching had no interests in any Shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO) required to be disclosed pursuant to the SFO.

Save as disclosed above, there is no information in relation to the re-election of Mr. Ching 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 in respect of the re-election of Mr. Ching.

Mr. Chuck Winston Calptor

Mr. Chuck Winston Calptor (卓育賢) ("Mr. Chuck"), aged 61, was appointed as an independent non-executive Director, the chairman of the remuneration committee of the Company and a member of the audit committee of the Company on 11 September 2012. Mr. Chuck graduated from University of Western Ontario in Canada with a Bachelor of Arts degree in June 1978. He was admitted as a solicitor of the Supreme Court of Hong Kong in February 1982. Mr. Chuck acted as a consultant of James P.Y. Lam & Co. since July 2000.

Mr. Chuck had been an independent non-executive director of ITC Corporation Limited (Stock Code: 372) from November 2001 to March 2017, Shihua Development Company Limited (Stock Code: 485) from September 2004 to July 2014, which both companies are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Chuck has not held and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chuck did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chuck has entered into a director's service agreement with the Company as an independent non-executive Director for a term of two years commencing from 12 September 2016, which may be terminated by either the Company or Mr. Chuck by giving three months' written notice or otherwise in accordance with the terms of the director's service agreement, and subject to retirement by rotation and re-election in accordance with the Articles.

Under the service agreement entered into between the Company and Mr. Chuck, Mr. Chuck is entitled to an annual remuneration of HK\$240,000, which was determined having considered the experience, duties and responsibilities of Mr. Chuck and the prevailing market rate of companies of comparable size and similar operation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chuck had no interests in any Shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO) required to be disclosed pursuant to the SFO.

Save as disclosed above, there is no information in relation to the re-election of Mr. Chuck 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 in respect of the re-election of Mr. Chuck.

Mr. Tam Tak Kei, Raymond

Mr. Tam Tak Kei, Raymond (譚德機) ("Mr. Tam"), aged 53, was appointed as an independent non-executive Director, the chairman of the audit committee of the Company and a member of the nomination committee of the Company on 11 September 2012. Mr. Tam obtained a Bachelor of Arts degree in Accounting with Computing from University of Kent at Canterbury, the United Kingdom in July 1985. He has been a member of The Institute of Chartered Accountants in England and Wales since August 1990 and an associate of the Hong Kong Society of Accountants since January 1995.

Mr. Tam acted as the financial controller at international law firms for nine years and has over 30 years of professional accounting experience and is currently the finance director of a Hong Kong-based auction company and the company secretary of Branding China Group Limited (stock code: 8219), a company listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Tam has also acted as an independent non-executive director of, MEIGU Technology Holding Group Limited (stock code: 8349) since December 2016, Li Bao Ge Group Limited (stock code: 8102) since June 2016, which both companies listed on the Growth Enterprise Market of the Stock Exchange, and Vision Fame International Holding Limited (stock code: 1315) since December 2011, a company listed on the Main Board of the Stock Exchange.

Mr. Tam had been an independent non-executive director of Jin Cai Holdings Company Limited (stock code: 1250) from June 2013 to July 2016, Ngai Shun Holdings Limited (stock code: 1246) from September 2013 to June 2015, Tianjin Jinran Public Utilities Company Limited (stock code: 1265, formerly 8290) from February 2011 to July 2015, Sun Innovation Holdings Limited (stock code: 547) from September 2009 to August 2013, all of which are listed on the Main Board of the Stock Exchange, and Zebra Strategic Holdings Limited (stock code: 8260), a company listed on the Growth Enterprise Market of the Stock Exchange, from June 2012 to September 2014. Mr. Tam was the chief financial officer of King Force Security Holding Limited (stock code: 8315), a company listed on the Growth Enterprise Market of the Stock Exchange, from April 2014 to December 2014.

Save as disclosed above, Mr. Tam has not held and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tam did not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Tam has entered into a director's service agreement with the Company as an independent non-executive Director for a term of two years commencing from 12 September 2016, which may be terminated by either the Company or Mr. Tam by giving three months' written notice or otherwise in accordance with the terms of the director's service agreement, and subject to retirement by rotation and re-election in accordance with the Articles.

Under the service agreement entered into between the Company and Mr. Tam, Mr. Tam is entitled to an annual remuneration of HK\$240,000, which was determined having considered the experience, duties and responsibilities of Mr. Tam and the prevailing market rate of companies of comparable size and similar operation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tam had no interests in any Shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO) required to be disclosed pursuant to the SFO.

Save as disclosed above, there is no information in relation to the re-election of Mr. Tam 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 in respect of the re-election of Mr. Tam.



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)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of CNQC International Holdings Limited (the “**Company**”) will be held on 9 May 2017 (Tuesday) at 11:30 a.m. at 2/F (Orchid Room), The Garden Rooms, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2016.
2. To declare a final dividend of HK\$0.11 per ordinary share (the “**Share**”) and per convertible preference share of the Company (the “**CPS**”) for the year ended 31 December 2016.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4.
 - (a) To re-elect Mr. Zhang Zhihua as a non-executive director of the Company;
 - (b) To re-elect Mr. Wang Xianmao as a non-executive director of the Company;
 - (c) To re-elect Mr. Ching Kwok Hoo, Pedro as an independent non-executive director of the Company;
 - (d) To re-elect Mr. Chuck Winston Calptor as an independent non-executive director of the Company;
 - (e) To re-elect Mr. Tam Tak Kei, Raymond as an independent non-executive director of the Company;
 - (f) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

5. “THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of Shares in issue at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

6. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of Shares issued as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon the passing of Resolutions 5 and 6 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the directors of the Company pursuant to Resolution 5 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to Resolution 6 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing this Resolution.”

By Order of the Board
CNQC International Holdings Limited
NG YIU FAI
Company Secretary

Hong Kong, 31 March 2017

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially 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 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she 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.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 6 as set out in this notice is enclosed.
8. The register of members of the Company will be closed from 4 May 2017 to 9 May 2017, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with 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 for registration no later than 4:30 p.m. on 2 May 2017.
9. The record date for entitlement to the proposed final dividend is 18 May 2017. For determining the entitlement to the proposed final dividend (if approved at the Meeting), the register of members will be closed from 16 May 2017 to 18 May 2017, both days inclusive. During such period, no shares transfer will be effected. In order to qualify for the proposed final dividend, all transfer of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 15 May 2017. It is expected that the final dividend will be paid on or around 8 June 2017.
10. Details of each of Mr. Zhang Zhihua, Mr. Wang Xianmao, Mr. Ching Kwok Hoo, Pedro, Mr. Chuck Winston Calptor and Mr. Tam Tak Kei, Raymond, which are proposed to be re-elected as a director of the Company at the Meeting, are set out in Appendix II to this circular.
11. A proxy form for use at the Meeting is enclosed.
12. BAD WEATHER ARRANGEMENTS:

The Meeting will be held on Tuesday, 9 May 2017 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day.

However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 8:00 a.m. on Tuesday, 9 May 2017, the Meeting will not be held on that day but will be automatically postponed or adjourned. The Company will post an announcement on the Company's website (www.cnqc.com.hk) and the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) to notify the Shareholders of the Company of the date, time and place of the adjourned meeting.

Members may call the hotline at (852) 3163 3980 or visit the website of the Company at www.cnqc.com.hk for details of the postponement and alternative meeting arrangements.

Members should make their own decision as to whether they would attend the Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

13. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.