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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)**

### **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

On 28 April 2016, CNQC International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) offered (the “**Offer**”) to grant an aggregate of 10,500,000 share options (the “**Share Options**”) to certain directors (the “**Directors**”) of the Company (the “**Grantees**”), subject to acceptance of the Grantees, under its share option scheme adopted on 11 September 2012 (the “**Share Option Scheme**”). The Share Options will enable the Grantees to subscribe for an aggregate of 10,500,000 new shares of HK\$ 0.01 each (the “**Shares**”) in the share capital of the Company, representing approximately 1.59 % of the issued share capital of the Company as at the date of this announcement. The followings are the details of the grant of such Share Options:

Date of Offer	: 28 April 2016 (the “ <b>Date of Grant</b> ”)
Exercise price of the Share Options Offered	: HK\$3.022, which represents the highest of (i) the closing price of HK\$2.840 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Date of Grant; (ii) the average of the closing price of HK\$3.022 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of the Shares.
Total number of Share Options Offered	: 10,500,000 Share Options (each Share Option shall entitle the holder of the Share Option to subscribe for one Share)
Closing price of the Shares on the Date of Grant	: HK\$2.840 per Share

Validity period and vesting conditions of the Share Options : Subject to the terms of the Share Option Scheme, the Share Options granted to each Grantee are valid for a period of six years (i.e. valid until 27 April 2022) commencing from the Date of Grant and shall be vested in five tranches in accordance with the following vesting dates: (i) 20% of the Share Options granted to each Grantee shall be vested and exercisable after the expiry of the 1st anniversary date of the Date of Grant (i.e. 28 April 2017); (ii) an additional 20% (i.e. up to 40% in total) shall be vested and exercisable from the 2nd anniversary date of the Date of Grant (i.e. 28 April 2018); (iii) an additional 20% (i.e. up to 60% in total) shall be vested and exercisable from the 3rd anniversary date of the Date of Grant (i.e. 28 April 2019); (iv) an additional 20% (i.e. up to 80% in total) shall be vested and exercisable from the 4th anniversary date of the Date of Grant (i.e. 28 April 2020) and (v) the remaining 20% (i.e. up to 100% in total) shall be vested and exercisable from the 5th anniversary date of the Date of Grant (i.e. 28 April 2021).

The Share Options were granted (subject to the acceptance of the Grantees) to the following Directors:

<b>Executive Directors</b>	<b>Number of Share Options granted</b>
Cheng Wing On, Michael	3,000,000
Ho Chi Ling	2,400,000
Wang Congyuan	2,100,000
Wang Linxuan	2,100,000
<b>Non-executive Director</b>	
Sun Huiye	900,000

The grant of Share Options to each of the above Directors has been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules.

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

Hong Kong, 28 April 2016

*As at the date of this announcement, the Board comprises (i) five executive Directors, namely Mr. Cheng Wing On, Michael (Chairman), Mr. Wang Congyuan, Mr. Ho Chi Ling, Mr. Zhang Yuqiang and Mr. Wang Linxuan; (ii) three non-executive Directors, namely Mr. Zhang Zhihua, Dr. Ding Hongbin and Dr. Sun Huiye; and (iii) four independent non-executive Directors, namely Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro, Mr. Tam Tak Kei, Raymond and Mr. Chan Kok Chung, Johnny.*