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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)**

### **OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made by CNQC International Holdings Limited (the “**Company**”) pursuant to Rule 13.10(B) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The attached document has been released by the Company on the Singapore Exchange Securities Trading Limited on 3 November 2017.

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

Hong Kong, 3 November 2017

*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) two non-executive Directors, namely Dr. Sun Huiye and Mr. Wang Xianmao; 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.*

## PRICING SUPPLEMENT OF THE NOTES

Pricing Supplement dated 31 October 2017

**CNQC International Holdings Limited**  
**青建國際控股有限公司**  
(the "Issuer")

**Issue of S\$100,000,000 4.90 per cent. Guaranteed Notes due 2020**  
**under the U.S.\$500,000,000 Medium Term Note and Perpetual Securities Programme**  
**unconditionally and irrevocably guaranteed by the Subsidiary Guarantors**

This document constitutes the Pricing Supplement relating to the issue of the Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the "**Note Conditions**") referred to in the trust deed dated 25 October 2017 between, *inter alia*, the Issuer, the Subsidiary Guarantors and DB Trustees (Hong Kong) Limited as trustee (the "**Trust Deed**") and set forth in the offering circular dated 25 October 2017 (the "**Offering Circular**"). This document contains the final terms of the Notes described herein and must be read in conjunction with the Offering Circular.

The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes may not be offered, sold or delivered within the United States except in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act.

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from the Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, Chapter 134 of Singapore (the "**ITA**"), shall not apply if such person acquires the Notes using the funds and profits of such person's operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Notes is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the ITA.

- |    |      |                        |   |
|----|------|------------------------|---|
| 1. | (i)  | Issuer:                | CNQC International Holdings Limited 青建國際控股有限公司  |
|    | (ii) | Subsidiary Guarantors: | Rich Prospect Holdings Limited 豐景控股有限公司, One Million International Limited, Wang Bao Development Limited 旺寶發展有限公司, New Chic International Limited, CNQC (South Pacific) Holding Pte. Ltd. and CNQC Engineering & Construction Pte. Ltd. |

2. (i) Series Number: 001  
(ii) Tranche Number: 001  
(iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Singapore Dollars ("S\$")
4. Aggregate Nominal Amount: S\$100,000,000
5. (i) Issue Price: 99.724 per cent. of the Aggregate Nominal Amount  
(ii) Net Proceeds: S\$97,500,000
6. (i) Specified Denominations: S\$250,000  
(ii) Calculation Amount: S\$250,000
7. (i) Issue Date: 7 November 2017  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 7 November 2020
9. Interest Basis: 4.90 per cent. Fixed Rate  
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. (i) Date of Board approval for issuance of Notes obtained for the Issuer: 23 October 2017  
(ii) Date of approval of board of directors for issuance of Notes obtained for each of Rich Prospect Holdings Limited 豐景控股有限公司, One Million International Limited, Wang Bao Development Limited 旺寶發展有限公司 and New Chic International Limited: 23 October 2017  
(iii) Date of approval of board of directors for issuance of: 25 October 2017

Notes obtained for each of  
CNQC (South Pacific)  
Holding Pte. Ltd. and  
CNQC Engineering &  
Construction Pte. Ltd.

14. Listing: Singapore Exchange Securities Trading Limited ("SGX-ST")
15. Method of distribution: Syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16. **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 4.90 per cent. per annum payable semi-annually in arrear
- (ii) Interest Payment Date(s): 7 May and 7 November in each year commencing on 7 May 2018 up to (and including) the Maturity Date, subject to adjustment in accordance with the Modified Following Business Day Convention
- (iii) Fixed Coupon Amount: Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest S\$0.01 (S\$0.005 being rounded upwards)
- (iv) Broken Amount(s): Not applicable
- (v) Day Count Fraction: Actual/365 (Fixed)
- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable
17. **Floating Rate Note Provisions** Not Applicable
18. **Zero Coupon Note Provisions** Not Applicable
19. **Index-Linked Interest Note/other variable-linked interest Note Provisions** Not Applicable
20. **Dual Currency Note Provisions** Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

21. **Call Option** Not Applicable

- |     |   |                                   |
|-----|---|-----------------------------------|
| 22. | <b>Put Option</b>                           | Not Applicable                    |
| 23. | <b>Final Redemption Amount of each Note</b> | S\$250,000 per Calculation Amount |
| 24. | <b>Early Redemption Amount</b>              | As set out in the Note Conditions |
- Early Redemption Amount(s) per Calculation Amount payable on redemption for tax reasons, on a relevant event or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Note Conditions):

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |   |   |
|-----|---|---|
| 25. | <b>Form of the Notes:</b>   | <b>Registered Notes:</b>  |
|     |   | Global Note Certificate exchangeable for Individual Note Certificates in the limited circumstances specified in the Global Note Certificate |
| 26. | Additional Financial Centre(s) or other special provisions relating to payment dates:   | Not Applicable  |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):                     | No  |
| 28. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made | Not Applicable  |
| 29. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:                            | Not Applicable  |
| 30. | Redenomination, renominatisation and reconventioning provisions:  | Not Applicable  |
| 31. | Consolidation provisions:   | The provisions in Note Condition 19 ( <i>Further Issues</i> ) apply   |
| 32. | Any applicable currency disruption/ fallback provisions:  | Not Applicable  |

33. Other terms or special conditions: Not Applicable

## **DISTRIBUTION**

34. (i) If syndicated, names of DBS Bank Ltd.  
Managers:  
BOCI Asia Limited  
Shanghai Pudong Development Bank Co., Ltd.  
Singapore Branch

(ii) Stabilising Manager(s) (if DBS Bank Ltd.  
any):

35. If non-syndicated, name and Not Applicable  
address of Dealer:

36. U.S. Selling Restrictions: Reg. S Category 1  
TEFRA not applicable

37. Additional selling restrictions: Not Applicable

## **OPERATIONAL INFORMATION**

38. ISIN: XS1709288226

39. Common Code: 170928822

40. CMU Instrument Number: Not Applicable

41. Any clearing system(s) other than Not Applicable  
Euroclear, Clearstream and the  
CMU Service and the relevant  
identification number(s):

42. Delivery: Delivery against payment

43. Additional Paying Agent(s) (if Not Applicable  
any):

## **GENERAL**

44. Private Bank Rebate/Commission: Applicable. The Issuer and each of the  
Subsidiary Guarantors has agreed with the  
Managers that a commission to certain private  
banks will be paid in connection with the  
distribution of the Notes to the clients of each  
Manager. This commission will be based on the  
principal amount of the Notes so distributed,  
and may be deducted from the purchase price  
for the Notes payable by such private banks

upon settlement.

45. The aggregate principal amount of U.S.\$73,405,270.50 the Notes issued has been translated into U.S. dollars at the rate of U.S.\$1=S\$1.3623, producing a sum of (for Notes not denominated in U.S. dollars):

## **STABILISING**

In connection with this issue of the Notes, DBS Bank Ltd. (the "**Stabilising Manager**") (or persons acting on behalf of any Stabilising Manager) may over-allot Notes or effect transactions with a view to supporting the price of the Notes at a level higher than that which might otherwise prevail for a limited period after the Issue Date. However, there is no obligation on such Stabilising Manager(s) to do this. Such stabilising, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Such stabilising shall be in compliance with all applicable laws, regulations and rules.

## **PURPOSE OF PRICING SUPPLEMENT**


This Pricing Supplement comprises the final terms required for issue and admission to the Official List of the Singapore Exchange Securities Limited (the "**SGX-ST**") of the Notes described herein pursuant to the U.S.\$500,000,000 Medium Term Note and Perpetual Securities Programme of the Issuer and the Subsidiary Guarantors.

## **RESPONSIBILITY**


The SGX-ST takes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this Pricing Supplement. The admission of the Notes to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Issuer, the Subsidiary Guarantors, the Programme or the Notes

Each of the Issuer and the Subsidiary Guarantors accepts responsibility for the information contained in this Pricing Supplement.


Signed on behalf of  
**CNQC International Holdings Limited** 青建國際控股有限公司

By:  .....  
Duly authorised

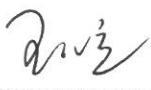
Signed on behalf of  
**Rich Prospect Holdings Limited**  
豐景控股有限公司

By:  .....  
Duly authorised


Signed on behalf of  
**One Million International Limited**

By:  .....  
Duly authorised

Signed on behalf of  
**Wang Bao Development Limited**  
旺寶發展有限公司


By:  .....  
Duly authorised

Signed on behalf of  
**New Chic International Limited**


By:  .....  
Duly authorised



Signed on behalf of  
**CNQC (South Pacific) Holding Pte. Ltd.**

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Signed on behalf of  
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