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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)

VOLUNTARY ANNOUNCEMENT

STRATEGIC COOPERATION AGREEMENT WITH GREAT WALL

This announcement is made by CNQC International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis. The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to provide a business update to the shareholders and potential investors of the Company in respect of its latest business plan and the developments of the Group.

The Board is pleased to announce that the Company entered into a strategic cooperation agreement (the “**Strategic Cooperation Agreement**”) with Great Wall Pan Asia International Investment Company Limited (“**Great Wall**”) on 16 May 2017. Pursuant to the Strategic Cooperation Agreement, among other things, (1) Great Wall will consider prioritising the introduction of the Company as a general contractor, provided that the Company offers similar terms to other tendered contractors, to jointly develop any property development projects of Great Wall in Hong Kong, Macau and Singapore. If Great Wall has property development projects in any other areas, Great Wall will further discuss with the Company on the feasibility on such cooperation; and (2) the Company will consider prioritising the introduction of Great Wall, provided that Great Wall offers similar terms to other potential investors, to jointly develop or participate in the project investment funds of any property development projects of any members of the Group, provided that such cooperation will not violate any applicable laws and regulations, including but not limited to, the Rules on Governing the Listing of the Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong) and the Codes on Takeovers and Mergers and Share Buy-backs

The cooperation between the Company and Great Wall stipulated under the Strategic Cooperation Agreement is conditional upon: (1) the entering into of the legally binding formal agreements between the Company and Great Wall setting out the terms and conditions agreed by both parties with respect to any cooperation between the parties (the “**Formal Agreements**”); and (2) both parties complying with all disclosure, approval, consent and authorisation requirements as required by the Listing Rules and other applicable laws and regulations with respect to the Strategic Cooperation Agreement, the Formal Agreements and the transactions contemplated thereunder.

The entering into of the Strategic Cooperation Agreement will enhance the cooperation between the established investment funds of both parties, further expand the resources of the property development projects, increase the magnitude of the cooperation and focus on the development of “Belt and Road” asset funds. Both parties will utilise their respective industry advantages and integrate their resources with a view to increase the asset valuation of both parties.

Great Wall is a company incorporated in Hong Kong with limited liability. The principal businesses of Great Wall are distressed asset management, investment and asset management and comprehensive financial services. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, save that Great Wall held 9.93% of the issued share capital of the Company as at the date of this announcement, Great Wall and its respective ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

The Strategic Cooperation Agreement may or may not lead to the entering into of any Formal Agreement(s) and the cooperation contemplated under the Strategic Cooperation Agreement may or may not proceed. Shareholders and potential investors of the Company should exercise caution when investing in or dealing in the securities of the Company.

If the Company and Great Wall enter into any Formal Agreements, the Company will make further announcement as and when appropriate in accordance with the Listing Rules.

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

Hong Kong, 16 May 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) three non-executive Directors, namely Mr. Zhang Zhihua, 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