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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)

FURTHER DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcement issued by CNQC International Holdings Limited (the “**Company**”) dated 23 May 2015 (the “**23 May Announcement**”) in relation to, among other things, the Acquisition and the Whitewash Waiver and the announcement issued by the Company dated 12 June 2015 in relation to the delay in despatch of the Circular (the “**12 June Announcement**”, together with the 23 May Announcement, the “**Announcements**”). Unless otherwise indicated, capitalised terms defined in the Announcements shall have the same meanings used herein.

Pursuant to Rule 8.2 of the Takeovers Code, the Circular is required to be despatched to the Shareholders within 21 days after the date of the 23 May Announcement (i.e. 13 June 2015). As disclosed in the 12 June Announcement, the Company applied for, and the Executive indicated that it was minded to grant, an extension of time for the despatch of the Circular to not later than 23 July 2015. On 16 June 2015, the Executive has granted the extension of time for the despatch of the Circular to not later than 23 July 2015.

Since the Circular is subject to review and comments by the Stock Exchange and the SFC, the Circular will only be despatched to the Shareholders as soon as practicable after the Company has obtained the approval in principle from the Listing Committee with respect to the New Listing Application. As additional time is required (i) to update the Circular with the financial information of the Target Group for the three months ended 31 March 2015 for submission to the Stock Exchange and the SFC; and (ii) for the Stock Exchange and the SFC to review the New Listing Application, the Company has applied for, and the Executive has indicated that it is minded to grant, a further extension of time for the despatch of the Circular to not later than 25 September 2015.

The Acquisition and the Whitewash Waiver are subject to a number of conditions including but not limited to the Independent Shareholders’ approval, which may or may not be fulfilled. In addition, the Listing Committee’s approval of the New Listing Application and the Whitewash Waiver may or may not be granted. In the event that the approval of the New Listing Application is not granted by the Listing Committee or the Whitewash Waiver is not granted, the Share Purchase Agreement will not become unconditional and the Acquisition will not proceed.

THE SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD EXERCISE CAUTION WHEN DEALING OR CONTEMPLATING IN DEALING IN THE SHARES OR IN ANY OTHER SECURITIES (IF ANY) OF THE COMPANY.

By order of the Board
CNQC International Holdings Limited
Dr. Du Bo
Chairman

Hong Kong, 23 July 2015

As at the date of this announcement, the Board comprises (i) four executive Directors, namely Dr. Du Bo (Chairman), Mr. Cheng Wing On, Michael, Mr. Ho Chi Ling and Mr. Zhang Yuqiang; (ii) two non-executive Directors, namely Mr. Zhang Zhihua and Dr. Ding Hongbin; and (iii) three independent non-executive Directors, namely Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro and Mr. Tam Tak Kei, Raymond.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.