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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)**

**DESPATCH OF CIRCULAR TO THE SHAREHOLDERS DATED  
25 SEPTEMBER 2015 RELATING TO**

- (1) VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION**
- (2) REVERSE TAKEOVER INVOLVING A NEW LISTING APPLICATION**
- (3) ISSUE OF CONVERTIBLE PREFERENCE SHARES AND  
CONNECTED TRANSACTION**
- (4) PROPOSED GRANT OF SPECIFIC MANDATE**
- (5) PROPOSED GRANT OF SPECIFIC PLACING MANDATE**
- (6) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**
- (7) CONTINUING CONNECTED TRANSACTION**
- AND**
- (8) WHITEWASH WAIVER**

Reference is made to (i) the announcement issued by CNQC International Holdings Limited (the “**Company**”) dated 23 May 2015 in relation to, among other things, the Acquisition and the Whitewash Waiver; (ii) the announcement issued by the Company dated 13 June 2015 in relation to the delay in despatch of the Circular; and (iii) the announcement issued by the Company dated 23 July 2015 in relation to the further delay in despatch of the Circular (the “**Announcements**”). Unless otherwise indicated, capitalised terms defined in the Announcements shall have the same meanings used herein.

The Circular containing, among other things, the details of the Acquisition and the Share Purchase Agreement, the recommendation from the Independent Board Committee and the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders will be despatched to the Shareholders on 25 September 2015.

Shareholders are encouraged to review the Circular carefully, in particular, the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders and the recommendation from the Independent Board Committee before deciding on whether or not to vote in favour of the resolutions in relation to the

Acquisition, the Share Purchase Agreement, the Specific Mandate, the Whitewash Waiver, the specific placing mandate and the continuing connected transaction as well as other resolutions to be proposed at the EGM.

**The Acquisition is 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 may or may not be granted. In the event that the approval of the New Listing Application is not granted by the Listing Committee, 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, 25 September 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.*