

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CNQC INTERNATIONAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1240)

**ANNOUNCEMENT
RELATING TO
THE POSSIBLE ACQUISITION OF
29.15% OF VIVOCOM INTL HOLDINGS BERHAD**

This announcement is made by CNQC International Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited and the Inside Information Provision (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Indicative Term Sheets

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that the Company entered into non-legally binding indicative term sheets (the “**Term Sheets**”) with Mr. Ang Li-Hann and Golden Oasis Resources Sdn Bhd (“**Golden Oasis**”, together with Mr. Ang Li-Hann, the “**Possible Vendors**”) on 13 October 2017 regarding the possible acquisition from the Possible Vendors of up to an aggregate of 970,266,423 ordinary shares (the “**Sale Shares**”) in the share capital of Vivocom Intl Holdings Berhad (the “**Target**”), representing approximately 29.15% of the total issued share capital of the Target as at the date of this announcement (the “**Possible Acquisition**”). The consideration for the Possible Acquisition will be subject to further negotiation between the parties to the Term Sheets and may be satisfied by way of an allotment and issuance of new ordinary shares by the Company. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Possible Vendors and the ultimate beneficial owners of Golden Oasis are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

Exclusivity and non-legally binding effect

Pursuant to the Term Sheets, the parties have agreed that, among others, during the period of 90 days from the date of the respective Term Sheet, the Possible Vendors and the Target shall not initiate, solicit or enter into negotiations with any parties other than the Company in respect of the Possible Acquisition.

Save for the provisions relating to exclusivity, confidentiality, expenses and governing law, the Term Sheets do not have any legal binding effect and do not constitute any legally-binding commitment in respect of the Possible Acquisition.

Information on the Target

The Target is a company incorporated in Malaysia mainly engaging in construction business, aluminium design and fabrication, and telecommunication engineering services. Its shares are listed on the ACE Market of the Bursa Malaysia Securities Berhad (KLSE:0069). Should the Possible Acquisition for all of the Sale Shares materialise, the Company may become the largest shareholder of the Target.

The Board wishes to emphasise that the Term Sheets are not legally binding and the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialised, it may constitute a notifiable transaction on the part of the Company pursuant to the Listing Rules. Shareholders and investors of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company as and when appropriate in compliance with the Listing Rules.

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

Hong Kong, 15 October 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