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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: 01240)**

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of CNQC International Holdings Limited (the “**Company**”) will be held at Room Peony & Narcissus, 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 14 October 2015 at 11:30 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution nos. 1 to 6 as ordinary resolutions of the Company. Capitalised terms defined in the circular dated 25 September 2015 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified.

### **ORDINARY RESOLUTIONS**

#### **Resolution in relation to the Acquisition**

**1. “THAT**

- (a) the Share Purchase Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to the Share Purchase Agreement and the transactions contemplated thereunder PROVIDED THAT such further documents or agreements will be of administrative nature and ancillary to the implementation of the Share Purchase Agreement.”

## **Resolution in relation to the grant of specific mandate for the allotment and issue of the Consideration Shares and the Conversion Shares**

2. “**THAT** subject to the passing of ordinary resolutions nos. 1, 3 and 4 and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Conversion Shares:
  - (a) the grant of a specific mandate for the allotment and issue of the Consideration Shares and the Conversion Shares in accordance with the terms of the Share Purchase Agreement be and is hereby approved; and
  - (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to the allotment and issue of the Consideration Shares and the Conversion Shares in accordance with the terms of the Share Purchase Agreement PROVIDED THAT such further documents or agreements will be of administrative nature and ancillary to the implementation of the allotment and issue of the Consideration Shares and the Conversion Shares in accordance with the terms of the Share Purchase Agreement.”

## **Resolution in relation to the Whitewash Waiver**

3. “**THAT** subject to the passing of ordinary resolution nos. 1, 2 and 3 the waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to note 1 on dispensations for Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation of New Guotsing Holdco to make a mandatory general offer to acquire the shares of the Company and all other securities of the Company in issue not already owned or agreed to be acquired by the New Guotsing Concert Group which would arise as a result of the issuance and allotment of 647,273,454 Conversion Shares upon full conversion of the 647,273,454 CPS to be issued and allotted by the Company to New Guotsing Holdco at completion of the Share Purchase Agreement be and is hereby approved and any Directors be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable relating to, or incidental to, the Whitewash Waiver.”

## **Resolution in relation to increase in authorised share capital of the Company and creation of the CPS**

4. “**THAT** subject to the passing of ordinary resolution nos. 1, 2 and 3:
  - (a) the authorised share capital of the Company be and is hereby increased from HK\$20,000,000 divided into 2,000,000,000 ordinary shares of par value of HK\$0.01 each (the “**Shares**”) to HK\$70,000,000 divided into (i) 6,000,000,000 Shares and (ii) 1,000,000,000 non-redeemable convertible preference shares of HK\$0.01 each (the “**CPS**”) by the creation of 4,000,000,000 Shares and 1,000,000,000 CPS, such CPS having the rights and restrictions as set out in

Schedule 4 to the Share Purchase Agreement (a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification); and

- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution no. 4.

#### **Resolution in relation to the Qingjian Precast Master Service Agreement**

5. “**THAT** subject to the passing of ordinary resolution nos. 1:

- (a) the non-exempt continuing connected transaction under the Qingjian Precast Master Service Agreement be and are hereby approved; and
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution no. 5.

#### **Resolution in relation to the grant of the Specific Placing Mandate**

6. “**THAT** subject to the passing of ordinary resolution nos. 1, 2, 3 and 4:

- (a) the grant of the Specific Placing Mandate for the Directors to allot and issue not more than 215 million new Shares at a price of no less than HK\$2.40 per Share and at a discount of not more than 20% to the higher of:
  - (i) the closing price of the Shares as quoted on the Stock Exchange on the date of signing of the relevant placing agreement; and
  - (ii) the average closing price of the Shares as quoted on the Stock Exchange for five trading days immediately prior to the earlier of:
    - (A) the date of announcement of the Possible Placing;
    - (B) the date of the relevant placing agreement; and
    - (C) the date on which the placing price of the Possible Placing is fixed; and

For the period from the passing of this resolution at the EGM up to the earlier of (i) the date falling three months after the date of passing of this resolution at the EGM; or (ii) the revocation or variation of the authority given under this resolution at the EGM by ordinary resolution(s) of the Shareholders in a general meeting of the Company.

- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution.”

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

Hong Kong, 25 September 2015

*Notes:*

1. The register of members of the Company will be closed for registration of transfer of Shares from Monday, 12 October 2015 to Wednesday, 14 October 2015, both days inclusive. In order to qualify for attending and voting at the EGM, all transfer documents should be lodged for registration with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 4:30 p.m., Monday, 12 October 2015.
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Hong Kong branch registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. All the resolutions at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
5. As at the date of this notice, the Board comprises 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; (iii) and three independent non-executive Directors, namely Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro and Mr. Tam Tak Kei, Raymond.