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If you have sold or transferred all your shares in CNQC International Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on 28 April 2015 (Tuesday) at 11:30 a.m. at Room 601, 6/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

25 March 2015

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held on 28 April 2015 (Tuesday) at 11:30 a.m. at Room 601, 6/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 14 to 18 of this circular;
“Articles”	the articles of association of the Company;
“associate(s)”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Company”	CNQC International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 4 in the AGM Notice;
“Latest Practicable Date”	20 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan Region;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 5 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Dr. Du Bo (*Chairman*)
Mr. Cheng Wing On, Michael (*Chief Executive*)
Mr. Zhang Yuqiang
Mr. Ho Chi Ling

Non-executive Directors:

Mr. Zhang Zhihua
Dr. Ding Hongbin

Independent non-executive Directors:

Mr. Chuck Winston Calptor
Mr. Ching Kwok Hoo, Pedro
Mr. Tam Tak Kei, Raymond

Registered Office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Headquarters, Head Office and
Principal Place of Business
in Hong Kong:*

Unit 601, 6/F, Exchange Tower
33 Wang Chiu Road
Kowloon Bay
Hong Kong

25 March 2015

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; and (iv) give you the AGM Notice.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by the Shareholders on 11 August 2014. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 300,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 60,000,000 Shares representing 20% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM.

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate (as the case may be) up to the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Each of Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro and Mr. Tam Tak Kei, Raymond will retire from office as Directors at the AGM. Each of them, being eligible, offer themselves for re-election pursuant to article 108(a) of the Articles.

Further particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held on 28 April 2015 (Tuesday) at 11:30 a.m. at Room 601, 6/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong is set out on pages 14 to 18 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

In accordance with Rule 13.39(4) of the Listing Rules, a poll will be required on each of the resolutions set out in the AGM Notice.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. The Directors recommend that the Shareholders vote in favour of all the resolutions as set out in the AGM Notice at the AGM.

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

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for such purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 December 2014 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there may be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 300,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 30,000,000 Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and the Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name of substantial Shareholder	Capacity/Nature of interest	Number of Shares held/ interested	Approximate % of interest As at the Latest Practicable Date	% of interest If Repurchase Mandate is exercised in full
Qingdao Qingjian Holdings Co Staff Shareholding Union	Interest in controlled corporation (<i>Note 1</i>)	224,145,000	74.72%	83.02%
Qingdao Qingjian Holdings Co	Interest in controlled corporation (<i>Note 2</i>)	224,145,000	74.72%	83.02%
Guotsing Holding Group Co., Ltd.	Interest in controlled corporation (<i>Note 3</i>)	224,145,000	74.72%	83.02%
Guotsing Holding (South Pacific) Investment Pte. Ltd.	Interest in controlled corporation (<i>Note 4</i>)	224,145,000	74.72%	83.02%
Hyday (South Pacific) Investment Pte Ltd	Interest in controlled corporation (<i>Note 5</i>)	224,145,000	74.72%	83.02%
GUOTSING Group (HK) Limited	Interest in controlled corporation (<i>Note 6</i>)	224,145,000	74.72%	83.02%

Name of substantial Shareholder	Capacity/Nature of interest	Number of Shares held/ interested	Approximate % of interest As at the Latest Practicable Date	% of interest If Repurchase Mandate is exercised in full
CNQC Development Limited	Beneficial owner	224,145,000	74.72%	83.02%

Notes:

- (1) Qingdao Qingjian Holdings Co is a wholly-owned subsidiary of Qingjian Staff Union. As such, Qingjian Staff Union is deemed to be interested in all the Shares in which Qingdao Qingjian Holdings Co is interested or deemed interested by virtue of the SFO.
- (2) Qingdao Qingjian Holdings Co controls approximately 41.265% of the total issued share capital of Guotsing Holding Group Co., Ltd.. As such, Qingdao Qingjian Holdings Co is deemed to be interested in all the Shares in which the Guotsing Holding Group Co., Ltd. is interested or deemed interested by virtue of the SFO.
- (3) Guotsing Holding (South Pacific) Investment Pte. Ltd. is a wholly-owned subsidiary of Guotsing Holding Group Co., Ltd.. As such, Guotsing Holding Group Co., Ltd. is deemed to be interested in all the Shares in which Guotsing Holding (South Pacific) Investment Pte. Ltd. is interested or deemed interested by virtue of the SFO.
- (4) Hyday (South Pacific) Investment Pte Ltd is a wholly-owned subsidiary of Guotsing Holding (South Pacific) Investment Pte. Ltd.. As such, Guotsing Holding (South Pacific) Investment Pte. Ltd. is deemed to be interested in all the Shares in which Hyday (South Pacific) Investment Pte Ltd is interested or deemed interested by virtue of the SFO.
- (5) Guotsing Group (HK) Limited is a wholly-owned subsidiary of Hyday (South Pacific) Investment Pte Ltd. As such, Hyday (South Pacific) Investment Pte Ltd is deemed to be interested in all the Shares in which Guotsing Group (HK) Limited is interested or deemed interested by virtue of the SFO.
- (6) CNQC Development Limited is a wholly-owned subsidiary of Guotsing Group (HK) Limited. As such, Guotsing Group (HK) Limited is deemed to be interested in all the Shares in which CNQC Development Limited is interested by virtue of the SFO.

In the event that the Repurchase Mandate was exercised in full, the interest of CNQC Development Limited in the Company will be increased from 74.72% to approximately 83.02%.

On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. As the exercise of the Repurchase Mandate would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2014		
March	3.08	2.42
April	2.90	2.42
May (<i>Note</i>)	N/A	N/A
June	2.94	2.54
July	4.41	2.40
August	3.84	2.91
September	3.50	2.38
October	2.70	2.26
November	2.88	2.45
December	2.50	2.25

Note: The trading in shares has been suspended from 14 April 2014 at 9:00 a.m. to 23 June 2014.

2015

January	3.14	1.98
February	3.37	2.63
March (until the Latest Practicable Date)	3.35	2.95

Set out below are details of the proposed Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr. Chuck Winston Calptor**

Mr. Chuck Winston Calptor (卓育賢), aged 59, joined the Group and was appointed as an independent non-executive Director on 11 September 2012. Mr. Chuck graduated from University of Western Ontario in Canada with a Bachelor of Arts degree in economics in June 1978. He was admitted as a solicitor of Hong Kong in 1982. Mr. Chuck has acted as consultant in a law firm since 2000. Mr. Chuck is the chairman of the remuneration committee and a member of the audit committee of the Company. Mr. Chuck has also acted as an independent non-executive director of ITC Corporation Limited (stock code: 372, the shares of which are listed on the Main Board of the Stock Exchange) since November 2001 and Starlight International Holdings Limited (stock code: 485, the shares of which are listed on the Main Board of the Stock Exchange) since September 2004. He has resigned as independent non-executive director from Starlight Holdings Limited (stock code: 485) on 24 July 2014. Save as disclosed above, Mr. Chuck has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Chuck did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chuck does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he had no other interests in any shares, underlying share or debentures which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chuck has entered into a service contract with the Company for a term of two years commencing on 12 September 2014 unless terminated by not less than three months' notice in writing served by either party on the other or otherwise in accordance with the terms of the director's service contract, and subject to retirement by rotation and re-election in accordance with the Articles. Mr. Chuck is entitled to receive an annual salary of HK\$240,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy and his duties and responsibilities.

Save as disclosed above, there is no other information in relation to the re-election of Mr. Chuck that shall be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company in respect of Mr. Chuck's appointment.

Mr. Ching Kwok Hoo, Pedro

Mr. Ching Kwok Hoo, Pedro (程國灝), MBE, aged 71, joined the Group and was appointed as an independent non-executive Director on 11 September 2012. Mr. Ching was awarded the MBE in 1997. He had worked in the Hong Kong Police Force for over 35 years up to 1998 with his last position being director of management services. After his retirement from the Hong Kong Police Force, Mr. Ching has taken senior management role in the commercial field. Mr. Ching is a member of the nomination committee and the audit committee and the remuneration committee of the Company. Save as disclosed above, Mr. Ching has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Ching did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ching does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he had no other interests in any shares, underlying share or debentures which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Ching has entered into a service contract with the Company for a term of two years commencing on 12 September 2014 unless terminated by not less than three months' notice in writing served by either party on the other or otherwise in accordance with the terms of the director's service contract, and subject to retirement by rotation and re-election in accordance with the Articles. Mr. Ching is entitled to receive an annual salary of HK\$240,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy and his duties and responsibilities.

Save as disclosed above, there is no other information in relation to the re-election of Mr. Ching that shall be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company in respect of Mr. Ching's appointment.

Mr. Tam Tak Kei, Raymond

Mr. Tam Tak Kei, Raymond (譚德機), aged 51, joined the Group and was appointed as an independent non-executive Director on 11 September 2012. Mr. Tam graduated from University of Kent at Canterbury in the United Kingdom with a Bachelor of Arts degree in accounting with computing in July 1985. He has been a member of The Institute of Chartered Accountants in England and Wales since 1990 and a member of the Hong Kong Institute of Certified Public Accountants since 1995. Mr. Tam acted as the financial controller at international law firms for nine years and has over 29 years of professional accounting experience and is currently the finance director of a Hong Kong-based auction company and the company secretary of Branding China Group Limited (stock code: 8219). Mr. Tam is the chairman of the audit committee and a member of the nomination committee of our Company. Mr. Tam has also acted as an independent non-executive director of Ngai Shun Holdings Limited (stock code: 1246) since September 2013, Jin Cai Holdings Company Limited (stock code: 1250) since June 2013, Vision Fame International Holding Limited (stock code: 1315) since December 2011, Tianjin Jinran Public Utilities Company Limited (stock code: 1265, formerly 8290) since February 2011. Mr. Tam had been an independent non-executive director of Sun Innovation Holdings Limited (stock code: 547) from September 2009 to August 2013 and the independent non-executive director of Zebra Strategic Holdings Limited (stock code: 8260) from June 2012 to September 2014. Mr. Tam was the chief financial officer of King Force Security Holdings Limited (stock code: 8315) from April to December 2014. Save as disclosed above, Mr. Tam has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Tam did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tam does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he had no other interests in any shares, underlying share or debentures which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Tam has entered into a service contract with the Company for a term of two years commencing on 12 September 2014 unless terminated by not less than three months' notice in writing served by either party on the other or otherwise in accordance with the terms of the director's service contract, and subject to retirement by rotation and re-election in accordance with the Articles. Mr. Tam, is entitled to receive an annual salary of HK\$240,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy and his duties and responsibilities.

Save as disclosed above, there is no other information in relation to the re-election of Mr. Tam that shall be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders of the Company in respect of Mr. Tam's appointment.



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)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of CNQC International Holdings Limited (the “Company”) will be held on 28 April 2015 (Tuesday) at 11:30 a.m. at Room 601, 6/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the nine months ended 31 December 2014.
2. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3.
 - (a) To re-elect Mr. Chuck Winston Calptor as an independent non-executive director of the Company;
 - (b) To re-elect Mr. Ching Kwok Hoo, Pedro as an independent non-executive director of the Company;
 - (c) To re-elect Mr. Tam Tak Kei, Raymond as an independent non-executive director of the Company;
 - (d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. **“THAT:**
 - (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

5. “THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of Resolutions 4 and 5 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the directors of the Company pursuant to Resolution 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

By Order of the Board
CNQC International Holdings Limited
Ng Yiu Fai
Company Secretary

Hong Kong, 25 March 2015

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, 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 holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed.

NOTICE OF ANNUAL GENERAL MEETING

8. The transfer books and register of members of the Company will be closed from 24 April 2015 to 28 April 2015, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 23 April 2015.
9. Details of each of Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro and Mr. Tam Tak Kei, Raymond proposed to be re-elected as a director of the Company at the Meeting are set out in Appendix II to this circular.
10. A proxy form for use at the Meeting is enclosed.