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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of CNQC International Holdings Limited (the “**Company**”) will be held at Room 601, 6/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong on 11 July 2016 (Monday) at 11:30 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution nos. 1 and 2 as ordinary resolutions of the Company. Capitalised terms defined in the circular dated 23 June 2016 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 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 Agreement and the transactions contemplated thereunder.”

Resolution in relation to the grant of Specific Mandate for the allotment and issue of the Consideration Shares

2. “**THAT** subject to the passing of ordinary resolution no. 1 and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Consideration Shares:
- (a) the grant of a specific mandate for the allotment and issue of the Consideration Shares in accordance with the terms of the 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 in accordance with the terms of the 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 in accordance with the terms of the Agreement.”

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

Hong Kong, 23 June 2016

Notes:

- (1) The register of members of the Company will be closed for registration of transfer of Shares from Friday, 8 July 2016 to Monday, 11 July 2016, 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., Thursday, 7 July 2016.
- (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/her. 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/her to attend and vote on his/her 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 branch share registrar and transfer office in Hong Kong 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 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) Where there are joint registered holders of any share, any one of such persons may vote at the EGM, 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 EGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
- (5) 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.
- (6) As at the date of this notice, the Board comprises (i) five executive directors of the Company, namely Mr. Cheng Wing On, Michael (Chairman), Mr. Wang Congyuan (Chief Executive Officer), Mr. Ho Chi Ling, Mr. Zhang Yuqiang and Mr. Wang Linxuan; (ii) three non-executive directors of the Company, namely Mr. Zhang Zhihua, Dr. Ding Hongbin and Dr. Sun Huiye; and (iii) four independent non-executive directors of the Company, namely Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro, Mr. Tam Tak Kei, Raymond and Mr. Chan Kok Chung, Johnny.