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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)

COMPLETION OF SUBSCRIPTIONS OF NEW SHARES UNDER A GENERAL MANDATE AND CPS CONVERSION

COMPLETION OF THE SUBSCRIPTIONS OF NEW SHARES UNDER A GENERAL MANDATE

The Board is pleased to announce that as all of the conditions of each of the Subscription Agreements have been fulfilled, the completion of the Subscription Agreements took place on 28 June 2016 and 55,000,000 Subscription Shares were allotted and issued to each of the Subscribers at the Subscription Price of HK\$2.45 per Subscription Share. The aggregate net proceeds of the Subscriptions, after the deduction of the related expenses, are approximately HK\$268.50 million, representing a net issue price of approximately HK\$2.44 per Subscription Share.

The Subscription Shares represent 16.662% of the existing issued share capital of the Company before the completion of the Subscription Agreements and approximately 9.998% of the issued share capital of the Company as enlarged by the Subscription Shares and the Conversion Shares.

COMPLETION OF THE CPS CONVERSION

Based on the Subscription Shares allotted and issued pursuant to the Subscription Agreements and for the purpose of the Company meeting the minimum public float requirement under Rule 8.08 of the Listing Rules, the Company has allotted and issued a total of 330,000,000 Conversion Shares to New Guotsing Holdco pursuant to the CPS Conversion. As at the date of this announcement, New Guotsing Holdco holds an aggregate of 600,000,000 Shares, representing approximately 54.535% of the issued Shares as enlarged by the Subscription Shares and the Conversion Shares.

Reference is made to the announcement of CNQC International Holdings Limited (the “**Company**”) dated 19 June 2016 (the “**Announcement**”). Unless otherwise specified in this announcement, terms used herein shall have the same meanings as those defined in the Announcement.

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EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY FOLLOWING COMPLETION OF THE SUBSCRIPTIONS AND THE CPS CONVERSION

The shareholding structure of the Company (i) as at the date of the Subscription Agreements; and (ii) immediately upon the issue of all of the Subscription Shares and the Conversion Shares, are summarised as follows:

	As at the date of the Subscription Agreements			Immediately upon completion of Subscriptions and CPS Conversion		
	Number of Shares held	Approximate percentage of total issued Shares	Number of CPS held (note 1)	Number of Shares held	Approximate percentage of total issued Shares	Number of CPS held (note 1)
Substantial Shareholders						
CNQC Development	224,145,000	33.951%	—	224,145,000	20.373%	—
New Guotsing Holdco (note 2) Trustee	270,000,000	40.897%	377,273,454	600,000,000	54.535%	47,273,454
	—	—	304,599,273	—	—	304,599,273
<i>Sub total</i>	494,145,000	74.848%	681,872,727	824,145,000	74.908%	351,872,727
Public						
Public Shareholders as at the date of this announcement	166,057,500	25.152%	—	166,057,500	15.093%	—
Great Wall	—	—	—	55,000,000	4.999%	—
Suhang	—	—	—	55,000,000	4.999%	—
Total	<u>660,202,500</u>	<u>100%</u>	<u>681,872,727</u>	<u>1,100,202,500</u>	<u>100%</u>	<u>351,872,727</u>

Notes:

- The CPS is convertible into Shares on a conversion ratio of 1:1.
- As stated in the Poll Result Announcement, the Executive has granted the Whitewash Waiver to New Guotsing Holdco pursuant to Note 1 on dispensation from Rule 26 of the Takeovers Code and New Guotsing Holdco is not required to make a mandatory offer which will otherwise be required as a result of the CPS Conversion. The relevant resolution in relation to the Whitewash Waiver was also duly passed by the Independent Shareholders in the EGM.

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

Hong Kong, 28 June 2016

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) three non-executive Directors, namely Mr. Zhang Zhihua, Dr. Ding Hongbin and Dr. Sun Huiye; 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.