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CONCH VENTURE
China Conch Venture Holdings Limited
中國海螺創業控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 586)

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 21 March 2019, Mr. Chang Zhangli has been appointed as a non-executive Director of the Company.

Reference is made to the announcement of China Conch Venture Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 18 March 2019 in connection with the entering into a joint venture agreement between the Company and China National Building Material Company Limited* in relation to the establishment and governance of a joint venture company.

Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the abovementioned announcement.

Pursuant to the JV Agreement, CBM Holdings (a wholly-owned subsidiary of CNBM) has nominated Mr. CHANG Zhangli (常張利先生) (“**Mr. Chang**”) as candidate to serve as a non-executive Director of the Company. The Board of Directors is pleased to announce that Mr. Chang has been appointed as a non-executive Director, with effect from 21 March 2019. Pursuant to the Company’s articles of association, Mr. Chang will hold office until the next following general meeting of the Company and shall then be eligible for re-election at such general meeting.

The biographical details of Mr. Chang are as follows:

Mr. CHANG Zhangli (Mr. Chang has not adopted any former name or alias), aged 48, has accumulated approximately 30 years of experience in handling affairs of listed companies, in particular in global offerings and listing on the Stock Exchange, issue of new shares, mergers and acquisitions, and reorganisations. Mr. Chang has served as a non-executive director of CNBM, whose H shares are listed on the Stock Exchange (stock code: 3323) since June 2018. He was previously an executive director, a vice president and the secretary of the board of directors of CNBM from November 2011, August 2006 and March 2005, respectively until his re-designation in June 2018. Mr. Chang has been a director of China Jushi Co., Ltd (中國巨石股份有限公司) (formerly known as China Fiberglass Co., Ltd), whose shares are listed on the Shanghai Stock Exchange (stock code: 600176) and is an

associate of CNBM, since July 2005, and a director of Beijing New Building Material Public Limited (北新集團建材股份有限公司) whose shares are listed on the Shenzhen Stock Exchange (stock code: 786) and is a subsidiary of CNBM, since July 2008. He also served as a member of the senior management or director for subsidiaries of the CNBM Group. Mr. Chang has also served as the chairman of the board of directors and an executive director of China Shanshui Cement Group Limited (“**Shanshui Cement**”), whose shares are listed on the Stock Exchange (stock code: 691), since May 2018.

Mr. Chang is an engineer and he obtained a bachelor’s degree in engineering from Wuhan Polytechnic University (武漢工業大學) (now known as Wuhan University of Technology (武漢理工大學)) in July 1994 and obtained a master of business administration degree from Tsinghua University in July 2005. He is also the vice president of the Listed Companies Association of Beijing (北京上市公司協會副理事長), the vice president of China Association for Public Companies (中國上市公司協會副會長) and the vice president of China Association for Work Safety (中國安全生產協會副會長). Mr. Chang was awarded the first prize of National Corporate Management Modernization and Innovation Achievements (國家級企業管理現代化創新成果).

An appointment letter was entered into between Mr. Chang and the Company pursuant to which he was appointed for a term of 3 years as a non-executive Director. Mr. Chang will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the requirements of the articles of association of the Company. Mr. Chang is not entitled to receive any remuneration from the Company.

The Company was informed by Mr. Chang that, a petition (the “**Winding-up Petition**”) seeking to wind up Shanshui Cement was presented by Tianrui (International) Holdings Company Limited (the “**Petitioner**”) before the Grand Court of the Cayman Islands (“**Cayman Grand Court**”) on 30 August 2018. Despite the Winding-up Petition was struck out pursuant to a decision of the Cayman Grand Court delivered on 19 October 2018, the Court of Appeal of the Cayman Islands allowed an appeal by the Petitioner and reinstated the Winding-up Petition. Since the presentation of the Winding-up Petition and up to the date of this Announcement, Mr. Chang has been the chairman of the board of directors and an executive director of Shanshui Cement. For details and further development of the Winding-up Petition, please refer to the announcements of Shanshui Cement dated 14 November 2018, 13 December 2018, 18 January 2019, 22 January 2019 and 15 February 2019 and any future announcements that may be made by Shanshui Cement in this regard.

Save as disclosed above, as at the date of this announcement, Mr. Chang (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold any other positions with other members of the Group.

Save as disclosed in this announcement, there are no other matters that need to be brought to the attention of the shareholders of the Company regarding the appointment of Mr. Chang and there is no other information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange. The Board would like to take this opportunity to welcome Mr. Chang to join the Board.

By Order of the Board
China Conch Venture Holdings Limited
SHU Mao
Company Secretary

Anhui Province, the People's Republic of China

21 March 2019

As at the date of this announcement, the Board comprises Mr. GUO Jingbin (Chairman), Mr. JI Qinying (Chief Executive Officer), Mr. LI Jian and Mr. LI Daming as executive Directors; Mr. CHANG Zhangli as non-executive Director; and Mr. CHAN Chi On (alias Derek CHAN), Mr. CHAN Kai Wing and Mr. LAU Chi Wah, Alex as independent non-executive Directors.

* *For identification purpose only*