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If you have sold or transferred all your shares in China Conch Venture Holdings Limited 中國海螺創業控股有限公司, you should at once hand this circular, together with the enclosed form of proxy and annual report, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 2015 annual general meeting (the “AGM”) of China Conch Venture Holdings Limited 中國海螺創業控股有限公司 (the “Company”) to be held at Conference Room 528, Conch International Conference Center, 1011 Jiuhua South Road, Wuhu City, Anhui Province, the People’s Republic of China on Tuesday, 26 May 2015 at 10:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.conchventure.com>).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

13 April 2015

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DEFINITIONS

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

“AGM”	the 2015 annual general meeting of the Company to be held at Conference Room 528, Conch International Conference Center, 1011 Jiuhua South Road, Wuhu City, Anhui Province, the People’s Republic of China on Tuesday, 26 May 2015 at 10:00 a.m., or any adjournment thereof
“Articles”	the existing articles of association of the Company
“Board”	the board of Directors
“Company”	China Conch Venture Holdings Limited 中國海螺創業控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Core Connected Person(s)”	shall have the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with unissued Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	2 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Remuneration and Nomination Committee”	the remuneration and nomination committee of the Board

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shares(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. GUO Jingbin (*Chairman*)
Mr. JI Qinying (*Chief Executive Officer*)
Mr. LI Jian
Mr. LI Daming

Non-executive Director:

Ms. ZHANG Mingjing

Independent non-executive Directors:

Mr. CHAN Chi On (alias Derek CHAN)
Mr. CHAN Kai Wing
Mr. LAU Chi Wah, Alex

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office in the PRC:

1011 Jiuhua South Road
Wuhu City
Anhui Province
China

*Principal place of business
in Hong Kong:*

Suite 4018, 40/F Jardine House
1 Connaught Place
Central
Hong Kong

13 April 2015

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on Tuesday, 26 May 2015. These include ordinary resolutions relating to, among other things, (i) the grant to the Directors the Repurchase Mandate, the Issue Mandate and extension of the Issue Mandate; (ii) the declaration of final dividend; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution in respect of the Repurchase Mandate at the AGM.

THE ISSUE MANDATE

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to allot, issue and deal with unissued Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 1,804,750,000 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares will be issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 360,950,000 Shares under the Issue Mandate.

In addition, an ordinary resolution will further be proposed at the AGM to extend the Issue Mandate by adding such additional number of Shares as representing such number of Shares actually repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would continue in force until the earliest of (a) the conclusion of the next annual general meeting of the Company; or (b) being revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company; or (c) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held.

DECLARATION OF FINAL DIVIDEND

On 23 March 2015, the Company made an announcement in relation to its audited consolidated financial results for the year ended 31 December 2014 whereby the Board has recommended a final cash dividend of HK\$0.4 per Share for the year ended 31 December 2014. Subject to the passing of the resolution approving the payment of such final dividend at the AGM, such final dividend will be paid on 11 June 2015.

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 1 June 2015 to Wednesday, 3 June 2015, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong

LETTER FROM THE BOARD

Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 29 May 2015.

RE-ELECTION OF RETIRING DIRECTORS

Mr. Ji Qinying, Mr. Chan Chi On and Mr. Lau Chi Wah, Alex shall retire by rotation from office as Directors at the AGM and, being eligible, offer themselves for re-election pursuant to articles 105(A) and 105(B) of the Articles.

Biographical details of the above retiring Directors proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

2015 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Notice of the AGM is set out on pages 14 to 17 of this circular. A form of proxy for appointing proxy is despatched with this circular and published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.conchventure.com) respectively. Whether or not you intend to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions stated thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

VOTING AT THE 2015 ANNUAL GENERAL MEETING

Pursuant to the Listing Rules and the Articles, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed grant of the Repurchase Mandate, the Issue Mandate and extension of the Issue Mandate to the Directors and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
China Conch Venture Holdings Limited
中國海螺創業控股有限公司
GUO Jingbin
Chairman of the Board

The following is an explanatory statement, as required by the Listing Rules, to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,804,750,000 Shares.

Subject to the passing of the resolution granting the Repurchase Mandate at the AGM and on the basis that no further Shares will be issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 180,475,000 Shares, being 10% of the total number of issued Shares as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

Repurchases made by the Company pursuant to the Repurchase Mandate may only be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2014) in the event that the Repurchase Mandate were to be exercised in full at any time 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 impact on the working capital requirements and/or the gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date:

Month	Share Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	21.30	17.80
May	19.20	16.52
June	17.80	16.64
July	19.40	17.08
August	19.30	17.68
September	18.50	14.88
October	16.46	14.90
November	17.44	15.78
December	17.52	14.82
2015		
January	17.50	16.04
February	16.70	15.04
March	16.66	15.12
April (up to and including the Latest Practicable Date)	16.94	16.26

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

The Company has not been notified by any Core Connected Person of the Company that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

7. 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 of voting rights for the purposes of Rule 32 of the

Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby 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 controlling shareholders (as defined in the Listing Rules) of the Company (collectively refers to HLGH Investment Limited, HLGH Fixed Investment Limited, HLGH Management (PTC) Limited and Mr. Liu Yi) were interested in 855,015,837 Shares representing approximately 47.38% of the total issued share capital of the Company. In the event that the Directors exercised in full the Repurchase Mandate, the shareholding of the controlling shareholders would be increased to approximately 52.64% of the total issued share capital of the Company. The Directors consider that such increase in shareholding may give rise to an obligation on the controlling shareholders to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer under the Takeovers Code.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months prior to the Latest Practicable Date.

The following are the biographical details of the Directors proposed for re-election at the AGM:

(1) MR. JI QINYING

Mr. Ji Qinying (紀勤應), aged 58, was appointed as a Director on 18 July 2013. He is now an executive Director and the Chief Executive Officer of the Company who is primarily responsible for day-to-day management of the Group's business operations. He is also a member of the Remuneration and Nomination Committee. Mr. Ji joined the predecessor group of 安徽海螺水泥股份有限公司 (Anhui Conch Cement Co. Ltd., "**Conch Cement**") (a company listed on the Shanghai Stock Exchange (stock code: 600585) and the Stock Exchange (stock code: 914)) after he graduated from Shanghai Construction Materials College in 1980. He held various leading positions including deputy plant operating director of the Ningguo Cement Plant, general manager of Conch Cement, and general manager and chairman of 蕪湖海螺型材科技股份有限公司 (Wuhu Conch Profiles and Science Co., Ltd.). Mr. Ji has been a director of 安徽海螺創業投資有限責任公司 (Anhui Conch Venture Investment Co. Ltd., "**CV Investment**") since November 2002. He has become the general manager of CV Investment since May 2013. Mr. Ji has over 30 years' experience in the building materials industry specialising in project investment, construction management, market development, production, general operation and industrial management. Mr. Ji was an executive director of Conch Cement from December 2009 to November 2013.

As at the Latest Practicable Date, Mr. Ji was a member beneficiary of 安徽海螺集團有限責任公司工會委員會 (The Staff Association of Anhui Conch Holdings Company Limited, "**SA Conch Group**"), which is controlled by Mr. Liu Yi (a controlling shareholder of the Company) in the capacity of the manager of SA Conch Group.

Mr. Ji has entered into a service contract with the Company for a term of three years commencing from 1 December 2013, determinable by either party by giving not less than three months' prior written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles. He is entitled to a basic salary of RMB750,000 per annum plus discretionary management bonus provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 10% of the audited combined net profit of the Group (after taxation, minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company (which is covered by the service contract). The emoluments of Mr. Ji are determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to comparable companies, his time commitment and responsibilities and the performance of the Group.

As at the Latest Practicable Date, together with his spouse's interest, Mr. Ji was deemed to be interested in 61,113,752 Shares representing approximately 3.38% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. Ji does not have any other relationships with any directors, senior management or substantial or controlling shareholders of the Company.

It is disclosed in the Company's prospectus dated 9 December 2013 that pursuant to an administrative sanction decision made by China Securities Regulatory Commission ("CSRC") against (among other parties) 安徽海螺集團有限責任公司 (Anhui Conch Holdings Co., Ltd., "Conch Holdings"), SA Conch Group and 安徽海螺建材股份有限公司 (Anhui Conch Building Materials Co., Ltd., "Conch Building Materials", a then subsidiary of Conch Holdings), Conch Holdings, SA Conch Group and Conch Building Materials were found to have carried out securities transactions under the accounts of certain third parties who were individual persons from June 1998 to October 2007 ("Securities Trading Incident") and income gained by the said parties arising therefrom were confiscated. During the period from June 1998 to October 2007, Mr. Ji was the deputy general manager of Conch Holdings. He was not subject to any penalty or sanction imposed by CSRC in connection with the Securities Trading Incident.

Saved as disclosed above, Mr. Ji confirmed that there is no other information which is discloseable pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(2) MR. CHAN CHI ON

Mr. CHAN Chi On (alias Derek CHAN) (陳志安), aged 51, was appointed as an independent non-executive Director since 3 December 2013. He is also the chairman of the audit committee of the Board and a member of the Remuneration and Nomination Committee. Mr. Chan is currently engaging in corporate finance and securities businesses and serving as the chairman of Halcyon Capital Limited and Halcyon Securities Limited respectively. Mr. Chan graduated from the University of Hong Kong with a Bachelor degree in Social Sciences (majoring in Economics) and from the Hong Kong University of Science & Technology with a Master degree in Business Administration. Mr. Chan worked for the Stock Exchange for seven years, and subsequently served as an executive director in Haitong International Securities Group Limited (previously known as Taifook Securities Group Limited) and head of its corporate finance division for 16 years and was responsible for businesses in listing of enterprises, financing and mergers and acquisition. Mr. Chan is currently an independent non-executive director of Yuexiu REIT Asset Management Ltd. (manager of Yuexiu Real Estate Investment Trust, which is listed on the Main Board of the Hong Kong Stock Exchange (stock code: 405)) and Longfor Properties Co. Ltd. (a company listed on the Main Board of the Stock Exchange (stock code: 960)). He was appointed as an independent non-executive director of Global International Credit Group Limited (a company listed on the Main Board of the Stock Exchange (stock code: 1669)) on 22 November 2014. He is currently an Adjunct Professor at the School of Accounting and Finance at the Hong Kong Polytechnic University. Mr. Chan has more than 25 years of experience in financial services industry.

Mr. Chan has signed an appointment letter with the Company for a term of three years commencing from 3 December 2013, determinable by either party by giving not less than three months' prior written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles. He is entitled to a director's fee of HK\$150,000 per annum (which is

covered by the appointment letter) as determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to comparable companies, his time commitment and responsibilities and the performance of the Group.

Mr. Chan does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor does he hold any other positions in the Group.

As at the Latest Practicable Date, Mr. Chan did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Chan confirmed that there is no information which is discloseable pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(3) MR. LAU CHI WAH, ALEX

Mr. LAU Chi Wah, Alex (劉志華), aged 51, was appointed as an independent non-executive Director since 3 December 2013. He is also the chairman of the Remuneration and Nomination Committee and a member of the audit committee of the Board. Mr. Lau has over 25 years of experience in the field of corporate finance and accounting in managing initial public offerings and fund-raising exercises and advising listed companies on mergers and acquisitions, takeovers, buyouts and other corporate transactions. He is currently the managing director of BOSC International Company Limited. Mr. Lau has been an associate of the Institute of Chartered Accountants in England and Wales since June 1988 and an associate of Hong Kong Institute of Certified Public Accountants since 1990. He graduated from the University of East Anglia in the United Kingdom in July 1984 with a bachelor degree in Science. He also obtained Corporate Finance Qualification from the Institute of Chartered Accountants in England and Wales in 2006. He is currently an independent non-executive director of Man Sang International Limited (a company listed on the Main Board of the Stock Exchange (stock code: 938)) and was appointed as an independent non-executive director of One Media Group Limited (a company listed on the Main Board of the Stock Exchange (stock code: 426)) on 1 September 2014.

Mr. Lau has signed an appointment letter with the Company for a term of three years commencing from 3 December 2013, determinable by either party by giving not less than three months' prior written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles. He is entitled to a director's fee of HK\$150,000 per annum (which is covered by the appointment letter) as determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to comparable companies, his time commitment and responsibilities and the performance of the Group.

Mr. Lau does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor does he hold any other positions in the Group.

As at the Latest Practicable Date, Mr. Lau did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Lau confirmed that there is no information which is discloseable pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

NOTICE OF 2015 ANNUAL GENERAL MEETING

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)

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 annual general meeting (the “**Meeting**”) of China Conch Venture Holdings Limited 中國海螺創業控股有限公司 (the “**Company**”) will be held at Conference Room 528, Conch International Conference Center, 1011 Jiuhua South Road, Wuhu City, Anhui Province, the People’s Republic of China on Tuesday, 26 May 2015 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2014.
2. To declare a final dividend of HK\$0.4 per share for the year ended 31 December 2014.
3. To re-elect the following retiring directors of the Company, each as a separate resolution.
 - (a) Mr. JI Qinying
 - (b) Mr. CHAN Chi On (alias Derek CHAN)
 - (c) Mr. LAU Chi Wah, Alex
4. To authorise the board of directors of the Company to fix the directors’ remuneration.
5. To re-appoint KPMG as auditors and to authorise the board of directors of the Company to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby granted to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by The Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this

NOTICE OF 2015 ANNUAL GENERAL MEETING

purpose, subject to and in accordance with all applicable laws and the rules and regulations of the SFC and the Stock Exchange or of any other stock exchange as amended from time to time;

- (b) the total number of shares of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby granted to the directors of the Company (the “**Directors**”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the unissued shares of the Company and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate number of shares allotted, issued or agreed conditionally or unconditionally to be allotted, issued or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register 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, as appropriate, to any

NOTICE OF 2015 ANNUAL GENERAL MEETING

restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);

- (ii) the exercise of options under a share option scheme adopted by the Company from time to time;
 - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or exercise of warrants to subscribe for shares of the Company;
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; or
 - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

NOTICE OF 2015 ANNUAL GENERAL MEETING

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions numbered 6 and 7 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution numbered 7 to exercise the powers of the Company to allot, issue and deal with the unissued shares of the Company be and is hereby extended by the addition thereto the number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution numbered 6, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
China Conch Venture Holdings Limited
中國海螺創業控股有限公司
SHU Mao
Joint Company Secretary

Anhui Province, China
13 April 2015

NOTICE OF 2015 ANNUAL GENERAL MEETING

Notes:

- (1) All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (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.
- (2) Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more (if he holds two or more shares) proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (3) In order to be valid, the form of proxy together with the power of attorney, or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the said form of proxy shall be deemed to be revoked.
- (4) For determining the qualification as shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 21 May 2015 to Tuesday, 26 May 2015, both days inclusive, during which period no transfer of shares will be registered. In order to qualify as shareholders to attend and vote at the Meeting, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 20 May 2015.
- (5) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 1 June 2015 to Wednesday, 3 June 2015, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 29 May 2015.

The Directors of the Company as at the date of this notice are Mr. GUO Jingbin (Chairman), Mr. JI Qinying (Chief Executive Officer), Mr. LI Jian and Mr. LI Daming being the executive Directors, Ms. ZHANG Mingjing being the non-executive Director and Mr. CHAN Chi On (alias Mr. Derek CHAN), Mr. CHAN Kai Wing and Mr. LAU Chi Wah, Alex being the independent non-executive Directors.