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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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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)

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

A notice convening the 2018 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 Function Room 9, InterContinental Shanghai Hongqiao NECC, No. 1700, Zhuguang Road, Qingpu District, Shanghai, the PRC on Wednesday, 27 June 2018 at 10:00 a.m. is set out on pages 14 to 18 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 (www.hkexnews.hk) and the Company (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 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.

20 April 2018

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DEFINITIONS

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

“AGM”	the 2018 annual general meeting of the Company to be held at Function Room 9, InterContinental Shanghai Hongqiao NECC, No. 1700, Zhuguang Road, Qingpu District, Shanghai, the PRC on Wednesday, 27 June 2018 at 10:00 a.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Close Associate(s)”	has the same meaning as defined under the Listing Rules
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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)”	has the same meaning as defined under 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”	16 April 2018 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

DEFINITIONS

“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
“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
“Share(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)
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 3 December 2013, under which eligible participants may be granted a right to subscribe for Shares under the discretion of the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

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)

Executive Directors:

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

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

20 April 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,
DECLARATION OF FINAL DIVIDEND,
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. 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 annual general meeting of the Company held on 28 June 2017, a general mandate was granted to the Directors to purchase Shares on the Stock Exchange. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to purchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM 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 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

At the annual general meeting of the Company held on 28 June 2017, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will 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 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.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme.

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 of Association or any applicable laws to be held.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

On 23 March 2018, the Company made an announcement in relation to its audited consolidated financial results for the year ended 31 December 2017 whereby the Board has recommended a final cash dividend of HK\$0.50 per Share for the year ended 31 December 2017. Subject to the passing of the resolution approving the payment of such final dividend at the AGM, such final dividend will be paid on 20 July 2018.

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 9 July 2018 to Thursday, 12 July 2018, 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 transfers of shares accompanied by the relevant share certificates must be lodged 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, 6 July 2018.

RE-ELECTION OF RETIRING DIRECTORS

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

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.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Notice of the AGM is set out on pages 14 to 18 of this circular.

Pursuant to the Listing Rules and the Articles of Association, 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.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.conchventure.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and returned 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.

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, the declaration of final dividend 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.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

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. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such stock exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. 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.

3. 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.

4. 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 and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Companies Law, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the

Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

5. 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 2017) 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.

6. SHARE PRICES

The following table shows the highest and lowest prices per Share 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	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	16.18	15.28
May	15.80	14.70
June	15.28	13.90
July	15.02	14.06
August	14.62	13.80
September	15.34	14.06
October	15.98	15.16
November	17.66	15.76
December	18.46	17.14
2018		
January	22.35	18.10
February	24.00	20.00
March	24.50	22.50
April (up to and including the Latest Practicable Date)	24.95	23.30

7. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Close Associates, 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.

8. 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 Company has no substantial or controlling shareholders (as defined in the Listing Rules). The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under the Takeovers Code as a result of an exercise of the proposed Repurchase Mandate.

9. 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 retiring Directors proposed for re-election at the AGM:

(1) MR. JI QINYING — EXECUTIVE DIRECTOR

Mr. Ji Qinying (紀勤應), aged 61, was appointed as a Director on 18 July 2013. He is currently 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 and executive director 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 served as 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") from November 2002 to February 2016. He also served as the general manager of CV Investment from May 2013 to April 2015 and the chairman of CV Investment from May 2015 to February 2016. 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 has entered into a service contract with the Company for a term of three years, which is 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 of Association. He is entitled to a basic salary of RMB790,000 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 35,033,752 Shares representing approximately 1.94% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Ji does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company. He does not at present, nor did he in the past three years, hold any directorships in any other public companies, the securities of which are listed in Hong Kong or overseas.

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"), 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") 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. LI JIAN — EXECUTIVE DIRECTOR

Mr. LI Jian (李劍), aged 56, was appointed as a Director on 18 July 2013. He is currently an executive Director and a Deputy General Manager of the Company. He joined the Group in March 2011 and is primarily responsible for strategic development of the Group and general operation of 安徽海創新型節能建築材料有限責任公司 (Anhui Conch Venture New Energy-saving Building Material Co., Ltd., "Conch Venture Green") and 亳州海創新型節能建築材料有限責任公司 (Bozhou Conch Venture New Energy-saving Building Material Co., Ltd., "Bozhou CV Green"). He is also directors of Conch Venture Green and Bozhou CV Green and acted as the chairmen of both companies since July 2015. He graduated from Anhui Broadcast and Television University (安徽廣播電視大學) majoring in electrical engineering in July 1994.

Mr. Li joined 安徽海螺集團有限責任公司 (Anhui Conch Holdings Co., Ltd.) and its affiliates in 1995, and joined the Group in 2011 and was a director of 安徽海螺川崎節能設備製造有限公司 (Anhui Conch Kawasaki Energy Conservation Equipment Manufacturing Co., Ltd., "CK Equipment") from March 2011 to March 2012. During the period from February 2011 to March 2012, Mr. Li was an assistant to general manager of CV Investment. He has also been a director and deputy general manager of CV Investment from May 2013 to end of April 2015. Mr. Li has nearly 20 years' experience in the building materials industry specialising in market development, sales network development and management, building materials production and corporate management. He also has extensive experience in the production and operation management in the new building materials industry.

Mr. Li has entered into a service contract with the Company for a term of three years, which is 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 of Association. He is entitled to a basic salary of RMB720,000 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. Li 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. Li was taken to be interested in 7,501,716 Shares representing approximately 0.42% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Li does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company. He does not at present, nor did he in the past three years, hold any directorships in any other public companies, the securities of which are listed in Hong Kong or overseas.

Mr. Li 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 — INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LAU Chi Wah, Alex (劉志華), aged 54, was appointed as an independent non-executive Director on 3 December 2013. He is also the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee. 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 has been the managing director of Ballas Capital Limited since February 2017. 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 One Media Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 00426). He served as an independent non-executive director of Man Sang International Limited (a company listed on the Main Board of the Stock Exchange, stock code: 00938) from 1 September 2004 to 14 July 2016.

Mr. Lau has signed an appointment letter with the Company for a term of three years, which is 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 of Association. 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.

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)

NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 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 Function Room 9, InterContinental Shanghai Hongqiao NECC, No. 1700, Zhuguang Road, Qingpu District, Shanghai, PRC on Wednesday, 27 June 2018 at 10:00 a.m. for the following purposes:

1. To receive 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 2017.
2. To declare a final dividend of HK\$0.50 per share for the year ended 31 December 2017.
3. To re-elect the following retiring directors of the Company, each as a separate resolution:
 - (a) Mr. JI Qinying
 - (b) Mr. LI Jian
 - (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.

NOTICE OF 2018 ANNUAL GENERAL MEETING

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 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;

NOTICE OF 2018 ANNUAL GENERAL MEETING

- (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 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.”

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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
GUO Jingbin
Chairman of the Board

20 April 2018

NOTICE OF 2018 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 the case of joint holders of shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if it/he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.
- (4) 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 later than 48 hours before the time fixed for holding the Meeting (i.e. not later than 10:00 a.m. on Monday, 25 June 2018) 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.
- (5) 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 Friday, 22 June 2018 to Wednesday, 27 June 2018, 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, all transfers of shares accompanied by the relevant share certificates must be lodged 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 Thursday, 21 June 2018.
- (6) The shares of the Company will be traded ex-dividend as from Thursday, 5 July 2018. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 9 July 2018 to Thursday, 12 July 2018, 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 transfers of shares accompanied by the relevant share certificates must be lodged 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, 6 July 2018.

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