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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**Meeting**”) of China Conch Venture Holdings Limited 中國海螺創業控股有限公司 (“**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 Wednesday, 21 May 2014 at 12:00 noon for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT**

- (a) the form and substance of the equipment supply contract (“**Equipment Supply Contract**”) dated 26 March 2014 (a copy of which has been produced to the Meeting marked as “A” and signed by the chairman of the Meeting for the purpose of identification) entered into between 安徽海螺川崎工程有限公司 (Anhui Conch Kawasaki Engineering Co., Ltd.\*) and Kawasaki Heavy Industries Ltd. and the transaction contemplated thereunder be and are hereby approved and (where applicable) confirmed; and
- (b) any one director (“**Director**”) of the Company be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents by hand and, where required, under the common seal of the Company together with such other Director or person authorised by the board of the Directors, which in his or their opinion may be necessary, desirable or expedient to carry into effect or to give effect to the Equipment Supply Contract, including effecting such changes, amendment or waiver thereto which are not fundamentally different from those as provided under the Equipment Supply Contract, as any one Director may consider necessary, desirable or expedient.”

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

Anhui Province, the People’s Republic of China

29 April 2014

*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 of Hong Kong Limited (“**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/she/it holds two or more shares) proxies to attend and vote instead of him/her/it. 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 Monday, 19 May 2014 to Wednesday, 21 May 2014, 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 transfers of shares accompanied by the relevant share certificates with 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 for registration not later than 4:30 p.m. on Friday, 16 May 2014.

*The Directors of the Company as at the date of this notice are Mr. GUO Jingbin (Chairman) being the non-executive Director, Mr. JI Qinying (Chief Executive Officer), Mr. LI Jian and Mr. LI Daming being the executive Directors 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.*

*\* Transliteration for identification purpose only*