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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)

CHANGE OF DIRECTOR

Reference is made to the circular of China Conch Venture Holdings Limited (“**Company**”) dated 11 April 2014 in relation to, among other things, the annual general meeting (“**AGM**”) of the Company held on 21 May 2014 and the announcement of the Company dated 21 May 2014 in relation to the poll results of the AGM respectively.

The board (“**Board**”) of directors (“**Directors**”) of the Company is pleased to announce that Ms. Zhang Mingjing (“**Ms. Zhang**”) has been appointed as a non-executive Director with effect from the conclusion of the AGM held on 21 May 2014.

Ms. Zhang Mingjing (章明靜), aged 51, is an executive director 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: 00914)). Ms. Zhang serves as the chairman of the board of directors of Indonesia Conch Cement Co. Ltd (印尼海螺水泥有限公司). She graduated from Anhui Normal University and joined the group comprising Conch Cement and its subsidiaries in 1987. Ms. Zhang held positions such as head of external economic cooperation department and deputy head of development department of the former Ningguo Cement Plant, officer in-charge of the secretariat to the Board and secretary to the board of directors of Conch Cement. She has extensive experience in capital operation, standard management of listed companies and establishment of internal control system.

Pursuant to the appointment letter dated 21 May 2014 and entered into by Ms. Zhang and the Company, her term of office is three years commencing from the date of the AGM, determinable by either party by giving not less than three months’ prior written notice, and she 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 of the Company. Ms. Zhang will not receive any remuneration for acting as non-executive Director.

Ms. Zhang is the spouse of Mr. Zhu Zhongping, the chief accountant of the Company. As at the date of this announcement, Ms. Zhang is 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 Co. Ltd., “**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. She is a fixed beneficiary of a fixed trust established with Mr. Liu Yi as settlor and the member beneficiaries of the SA Conch Group as fixed beneficiaries and is deemed to be interested in 17,457,675 shares of the Company

by virtue of the Securities and Futures Ordinance (“SFO”). As at the date of this announcement, Ms. Zhang, together with her spouse’s interests, is deemed to be interested in 49,478,584 shares of the Company, representing approximately 2.74% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, Ms. Zhang does not hold any other directorships in listed public companies in the last three years prior to the date of this announcement and does not have any other relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Ms. Zhang 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no other matters concerning her that need to be brought to the attention of the shareholders of the Company.

By Order of the Board
China Conch Venture Holdings Limited
GUO Jingbin
Chairman

Anhui Province, the People’s Republic of China

21 May 2014

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