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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)

INSIDE INFORMATION AND RESUMPTION OF TRADING

This announcement is made by China Conch Venture Holdings Limited (“**Company**”, together with its subsidiaries, “**Group**”) pursuant to Rule 13.09 of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement (“**Suspension Announcement**”) made by the Company on 18 December 2014 in relation to the suspension of trading in shares of the Company on the Stock Exchange pending the release of an inside information announcement in connection with certain material matters planned to be implemented by an associate of the Company (namely, 安徽海螺集團有限責任公司 (Anhui Conch Holdings Co., Ltd.*, “**Conch Holdings**”)) in connection with Anhui Conch Cement Company Limited (“**Conch Cement**”, stock code: 914).

INSIDE INFORMATION

Conch Holdings is a limited company incorporated in the People’s Republic of China (“**PRC**”) and as at the date of this announcement, it is owned as to:

- (a) 51% by 安徽省投資集團控股有限公司 (Anhui Provincial Investment Group Holdings Co., Ltd., “**Anhui Investment**”) which in turn is a wholly-owned subsidiary of 安徽省國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of Anhui Province, “**Anhui SASAC**”), and
- (b) 49% by 蕪湖海創實業有限責任公司 (Wuhu Conch Venture Property Co., Ltd., “**CV Property**”), an indirect wholly-owned subsidiary of the Company.

The major assets of Conch Holdings include controlling interests in each of Conch Cement and 蕪湖海螺型材科技股份有限公司 (Wuhu Conch Profiles and Science Co., Ltd.*, “**Conch Profiles**”, a company incorporated in the PRC and whose shares are listed on the Shenzhen Stock Exchange). The principal business of Conch Cement is the production and sale of cement, while that of Conch Profiles is the production and sale of profiles. The other businesses and assets of Conch Holdings include hotel, real properties, trademarks, design institutes for construction materials and other minority interests in investments.

The board (“**Board**”) of directors (“**Directors**”) of the Company was informed by Conch Holdings that at the second meeting of shareholders of Conch Holdings held in 2014, the following 整體上市總體安排意見 (general arrangement proposal of the overall listing of Conch Holdings*, “**General Proposal**”) was discussed and agreed in principle: it is proposed to implement a plan of reforming the manner of shareholdings in Conch Holdings, whereby the 51% equity interest in Conch Holdings held by Anhui Investment will be converted into direct holding of some of the shares in Conch Cement and Conch Profiles by Anhui Investment, while part of the remaining assets of Conch Holdings will be merged into the Company (through CV Property, an indirect wholly-owned subsidiary of the Company).

The General Proposal is subject to further evaluation and detailed development, and to compliance with the relevant examination and approval procedures and to the approval by the Board and (if required) the shareholders of the Company. Transactions as contemplated by the General Proposal may constitute notifiable transactions under the Listing Rules, and may have financial and accounting implication on the Group. However, as the General Proposal is still in the evaluation and development stage and has not yet been finalised, the Board is not yet able to make assessment on the implication and, if any, the extent.

The Company will keep in touch with Conch Holdings and will make further announcement(s) on the progress of the General Proposal in accordance with the Listing Rules, as and when appropriate.

There is no assurance that the General Proposal will be finalised and/or implemented. Shareholders and potential investors of the Company are advised to exercise caution when dealing in shares of the Company.

The Board also noted that Conch Cement made an announcement on, among other things, the General Proposal (“**Conch Cement Announcement**”) on 29 December 2014. Shareholders of the Company and potential investors may wish to refer to the Conch Cement Announcement.

RESUMPTION OF TRADING

As disclosed in the Suspension Announcement, trading in shares of the Company on the Stock Exchange was suspended with effect from 9 a.m. on 18 December 2014 pending the release of this announcement.

Application has been made by the Company to the Stock Exchange for the resumption of trading in shares of the Company with effect from 9 a.m. on Tuesday, 30 December 2014.

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

Anhui Province, the People’s Republic of China,
29 December 2014

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

* Translation or transliteration for identification purpose only