

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated December 9, 2013 (the “**Prospectus**”) issued by China Conch Venture Holdings Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

In connection with the Global Offering, Deutsche Bank AG, Hong Kong Branch, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Saturday, January 11, 2014, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

**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)*

**GLOBAL OFFERING**

**Number of Offer Shares under the Global Offering** : 265,000,000 Shares (subject to the Over-allotment Option)  
**Number of Hong Kong Offer Shares** : 26,500,000 Shares (subject to adjustment)  
**Number of International Offer Shares** : 238,500,000 Shares (subject to adjustment and the Over-allotment Option)  
**Maximum Offer Price** : HK\$13.56 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)  
**Nominal value** : HK\$0.01 per Share  
**Stock code** : 586

Sole Sponsor

**Deutsche Bank Group** 

Joint Global Coordinators

**Deutsche Bank Group** 

**Goldman Sachs**

Joint Bookrunners

**Deutsche Bank Group** 

**Goldman Sachs**

**HSBC** 

Joint Lead Managers

**Deutsche Bank Group**  **Goldman Sachs**

**HSBC** 

**Morgan Stanley**

Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to (i) the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option) and (ii) the exercise of any options which may be granted under the Share Option Scheme). Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Thursday, December 19, 2013. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.conchventure.com](http://www.conchventure.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offering of initially 26,500,000 Offer Shares (subject to adjustment), and the International Offering of initially 238,500,000 Offer Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transaction between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$13.56 per Offer Share and is currently expected to be not less than HK\$11.36 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$13.56 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$13.56 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.** Applicants who would like to have the allocated Hong Kong Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, December 9, 2013, until 12:00 noon on Thursday, December 12, 2013 from:

1. **Deutsche Bank AG, Hong Kong Branch**, 52/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
2. **Goldman Sachs (Asia) L.L.C.**, 68th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong
3. **The Hongkong and Shanghai Banking Corporation Limited**, 1 Queen's Road Central, Hong Kong
4. **Morgan Stanley Asia Limited**, Level 46, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
5. any of the following branches of **Bank of China (Hong Kong) Limited**:

	<b>Branch name</b>	<b>Branch address</b>
<b>Hong Kong Island</b>	Bank of China Tower Branch Central District (Wing On House) Branch	3/F, 1 Garden Road 71 Des Voeux Road Central
	Causeway Bay Branch	505 Hennessy Road, Causeway Bay, Hong Kong
	North Point (Kiu Fai Mansion) Branch	413–415 King's Road, North Point
<b>Kowloon</b>	Shanghai Street (Mong Kok) Branch	611–617 Shanghai Street, Mong Kok
	194 Cheung Sha Wan Road Branch	194–196 Cheung Sha Wan Road, Sham Shui Po, Kowloon
	Waterloo Road Branch	Shop A2, Man Kee Mansion, 86 Waterloo Road, Kowloon
	Hung Hom (Eldex Industrial Building) Branch	21 Ma Tau Wai Road, Hung Hom
	Ma Tau Kok Road Branch	39–45 Ma Tau Kok Road, To Kwa Wan
	Jordan Road Branch	1/F, Sino Cheer Plaza, 23–29 Jordan Road
	Lam Tin Branch	Shop 12, 49 Kai Tin Road, Lam Tin
	Tseung Kwan O Plaza Branch	Shop 112–125, Level 1, Tseung Kwan O Plaza, Tseung Kwan O
	Kwai Chung Plaza Branch	A18–20, G/F Kwai Chung Plaza, 7–11 Kwai Foo Road, Kwai Chung
Texaco Road Branch	Shop A112, East Asia Gardens, 36 Texaco Road, Tsuen Wan	

<b>New Territories</b>	Tuen Mun Town Plaza Branch	Shop 2, Tuen Mun Town Plaza Phase II
	Maritime Square Branch	Shop 115, Maritime Square, Tsing Yi Island, New Territories
	City One Sha Tin Branch	Shop A, 16–20 Ngan Shing Commercial Centre, City One, Sha Tin
	Tai Po Plaza Branch	Unit 4, Level 1 Tai Po Plaza, 1 On Tai Road, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, December 9, 2013 until 12:00 noon on Thursday, December 12, 2013 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker’s cashier order payable to “Bank of China (Hong Kong) Nominees Limited — Conch Venture Public Offer” attached should be deposited in the special collection boxes provided at any of the branches of Bank of China (Hong Kong) Limited referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** Service at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Monday, December 9, 2013 until 11:30 a.m. on Thursday, December 12, 2013 or such later time as described in the section “How to Apply for Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, December 9, 2013 until 12:00 noon on Thursday, December 12, 2013.

Please refer to the sections “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in The Standard (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and (iv) on our website ([www.conchventure.com](http://www.conchventure.com)) on or before Wednesday, December 18, 2013. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Wednesday, December 18, 2013 as described in the section “How to Apply for Hong Kong Offer Shares — Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid certificates of title at 8:00 a.m. on Thursday, December 19, 2013 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, December 19, 2013. The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 586.

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

Hong Kong, December 9, 2013

*As at the date of this announcement, the non-executive Director is GUO Jingbin; the executive Directors are JI Qinying, LI Jian and LI Daming; and the independent non-executive Directors are CHAN Chi On (alias Derek CHAN), CHAN Kai Wing and LAU Chi Wah, Alex.*

*Please also refer to the published version of this announcement in **The Standard** (in English) and the **Hong Kong Economic Times** (in Chinese).*