

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)

FORM OF PROXY FOR 2014 ANNUAL GENERAL MEETING TO BE HELD ON 21 MAY 2014

I/We^(Note 1) _____
of _____

being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.01 each in the share capital of **China Conch Venture Holdings Limited** 中國海螺創業控股有限公司 (the “Company”) hereby appoint the Chairman of the meeting ^(Note 3) or _____

of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below and, if no such indication is given, as my/our proxy thinks fit at the 2014 annual general meeting (the “AGM”) of the Company to 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 10:00 a.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2013.		
2.	To declare a final dividend of HK\$0.25 per share for the year ended 31 December 2013.		
3.	(a) To re-elect Mr. Guo Jingbin as a director		
	(b) To re-elect Mr. Ji Qinying as a director.		
	(c) To re-elect Mr. Li Jian as a director.		
	(d) To re-elect Mr. Li Daming as a director.		
	(e) To re-elect Mr. Chan Kai Wing as a director.		
	(f) To elect Ms. Zhang Mingjing as a director.		
4.	To authorise the board of directors to fix the directors’ remuneration.		
5.	To re-appoint Messrs. KPMG as auditors and to authorise the board of directors to fix their remuneration.		
6.	To grant a general mandate to the directors to repurchase shares of the Company.		
7.	To grant a general mandate to the directors to allot, issue and deal with unissued shares of the Company.		
8.	To extend the general mandate granted to the directors to issue unissued shares of the Company by adding thereto the shares to be repurchased by the Company.		

Date: _____ 2014 Signature(s)^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as the proxy. Any shareholder of the Company entitled to attend and vote at the AGM 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised.
6. In case of joint holders, the vote of the one joint holder whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof, whether personally or by proxy.
7. In order to be valid, this 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 AGM or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.