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CONCH VENTURE
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)

**(1) PROPOSED SPIN-OFF AND SEPARATE LISTING OF THE SHARES OF
CHINA CONCH ENVIRONMENT PROTECTION HOLDINGS LIMITED
ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF INTRODUCTION**
**(2) DATE OF BOARD MEETING AND PROPOSED DECLARATION OF
CONDITIONAL DISTRIBUTION IN SPECIE
AND
(3) RECORD DATE**

Reference is made to the announcement of the Company dated 28 September 2021 in relation to the Proposed Spin-off and separate listing of the Conch Environment Shares.

**DATE OF BOARD MEETING AND PROPOSED DECLARATION OF CONDITIONAL
DISTRIBUTION IN SPECIE**

The Company announces that resolutions are expected to be presented to the Board on Wednesday, 16 March 2022 for the purpose of, among other things, considering the Proposed Spin-off and declaration of a conditional special interim dividend to be satisfied by way of the Distribution. The Distribution, if declared, will be conditional upon the Listing Committee granting the listing approval and such approval not having been revoked prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

RECORD DATE

Subject to the declaration of the Distribution by the Board on Wednesday, 16 March 2022, the record date for determining entitlements to the Distribution will be on Wednesday, 23 March 2022. All transfers of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 22 March 2022 in order to qualify for the Distribution (if declared).

Reference is made to the announcement of the Company dated 28 September 2021 in relation to the Proposed Spin-off and separate listing of the shares of Conch Environment on the Main Board of The Stock Exchange of Hong Kong Limited by way of introduction, which will be implemented through a distribution in specie (the “**Distribution**”) by the Company of all the Conch Environment Shares to the qualifying shareholders in proportion to their respective shareholding in the Company as at the record date. Unless otherwise defined in this announcement, capitalised terms used herein shall have the meanings as defined in the announcement of the Company dated 28 September 2021.

DATE OF BOARD MEETING AND PROPOSED DECLARATION OF CONDITIONAL DISTRIBUTION IN SPECIE

The Company announces that resolutions are expected to be presented to the Board on Wednesday, 16 March 2022 for the purpose of, among other things, considering the Proposed Spin-off and declaration of a conditional special interim dividend to be satisfied by way of the Distribution. The Distribution, if declared, will be conditional upon the Listing Committee granting the listing approval and such approval not having been revoked prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Further announcement(s) will be issued to provide more details of the Distribution after the said resolutions have been passed by the Board.

RECORD DATE

Subject to the declaration of the Distribution by the Board on Wednesday, 16 March 2022, the record date for determining entitlements to the Distribution will be on Wednesday, 23 March 2022. All transfers of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 22 March 2022 in order to qualify for the Distribution (if declared). The last day of dealings in the shares of the Company on a cum entitlement basis will be Friday, 18 March 2022, and the first day of dealings in the shares of the Company on an ex entitlement basis will be Monday, 21 March 2022.

GENERAL

Shareholders and other investors are reminded that there is no assurance that the Listing Committee will approve the Proposed Spin-off and the Listing. The Company will make further announcement(s) in relation to the Proposed Spin-off as and when appropriate.

As the Proposed Spin-off is conditional upon, among other things, the approvals of the Listing Committee, the final decision of the Board and the board of Conch Environment, market and other considerations, the Proposed Spin-off may or may not materialise. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Company”	China Conch Venture Holdings Limited (中國海螺創業控股有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 586)
“Conch Environment”	China Conch Environment Protection Holdings Limited (中國海螺環保控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 2 March 2020
“Conch Environment Share(s)”	the ordinary share(s) with a par value of HK\$0.01 each of Conch Environment
“Directors”	the director(s) of the Company
“Group”	The Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the of the People’s Republic of China
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date on which the Conch Environment Shares are first listed and from which dealings in the Conch Environment Shares are permitted to commence on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

“PRC”	the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this announcement, references in this announcement to the PRC exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Spin-off”	the proposed spin-off and separate listing of the Conch Environment Shares on the Main Board of the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules

For and on behalf of the Board
China Conch Venture Holdings Limited
Guo Jingbin
Chairman

Anhui Province, the People’s Republic of China

4 March 2022

As at the date of this announcement, the Board comprises Mr. JI Qinying (Chief Executive Officer), Mr. LI Jian and Mr. LI Daming as executive Directors; Mr. GUO Jingbin (Chairman), Mr. SHU Mao and Mr. YU Kaijun as non-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.