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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)**

### **FULL EXERCISE OF OVER ALLOTMENT OPTION**

The Company announces that the Over-allotment Option has been fully exercised by the Joint Global Coordinators on behalf of the International Underwriters by a notice given on December 20, 2013 in respect of an aggregate of 39,750,000 additional Shares, representing 15% of the Offer Shares initially available under the Global Offering. The Over-allotment Shares will be allotted and issued by the Company at HK\$13.56 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering. Such Shares are expected to be issued on December 27, 2013.

The Company announces that the Over-allotment Option has been fully exercised by the Joint Global Coordinators on behalf of the International Underwriters by a notice given on December 20, 2013 in respect of an aggregate of 39,750,000 additional Shares (the “Over-allotment Shares”), representing 15% of the Offer Shares initially available under the Global Offering.

The Over-allotment Shares will be allotted and issued by the Company at HK\$13.56 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering. Such Shares are expected to be issued on December 27, 2013. The Over-allotment Shares will be used to cover over-allocations in the International Offering.

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on December 27, 2013.

The shareholding structure of the Company immediately before and immediately after the allotment and issue of the Over-allotment Shares by the Company is as follows:

Shareholders	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital (%)	Number of Shares	Approximate percentage of the Company's issued share capital (%)
HLGH Investment Limited	151,850,631	8.60	151,850,631	8.41
HLGH Fixed Investment Limited	703,165,206	39.84	703,165,206	38.96
BMGH Investment Limited	77,342,372	4.38	77,342,372	4.29
XCGH Investment Limited	61,055,991	3.46	61,055,991	3.38
NGGH Investment Limited	136,344,891	7.73	136,344,891	7.56
High Sun Holdings Limited	66,000,000	3.74	66,000,000	3.66
Splendor Court Holdings Limited	62,680,000	3.55	62,680,000	3.47
Golden Convergence Limited	61,080,000	3.46	61,080,000	3.38
Starlight Investment Holdings Limited	46,400,000	2.63	46,400,000	2.57
Global Essence Properties Limited	44,480,000	2.52	44,480,000	2.47
Fortunate Gold Holdings Limited	41,280,000	2.34	41,280,000	2.29
Confluence Investment Holdings Limited	32,020,909	1.81	32,020,909	1.77
Crown Wise Limited	12,000,000	0.68	12,000,000	0.67
Public Shareholders:				
Kelland International Limited	4,300,000	0.24	4,300,000	0.24
Other public shareholders	<u>265,000,000</u>	<u>15.02</u>	<u>304,750,000</u>	<u>16.88</u>
<b>Total</b>	<b><u>1,765,000,000</u></b>	<b><u>100.00</u></b>	<b><u>1,804,750,000</u></b>	<b><u>100.00</u></b>

The additional net proceeds to be received by the Company upon the allotment and issue of the Over-allotment Shares are approximately HK\$523.9 million which will be used by the Company, after the full repayment of the existing shareholder loan of HK\$99.1 million

owing to HLGH Investment, on a pro rata basis for the same purposes as set out in the section headed “Net Proceeds from the Global Offering” in the allotment results announcement of the Company dated December 18, 2013.

Immediately after the allotment and issue of the Over-allotment shares, approximately 17.12% of the total issued share capital of the Company will be held by the public. The Company will be required to continue to maintain a public float of a minimum of 17.12% of its issued share capital pursuant to the waiver from strict compliance with the public float requirements set out in Rule 8.08(1)(d) of the Listing Rules granted by the Stock Exchange as set out in the section headed “Waivers from Compliance with the Listing Rules — Waiver of Public Float Requirements” in the Prospectus.

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

Hong Kong, December 20, 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.*