

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 EXTRAORDINARY 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** (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 extraordinary general meeting (“EGM”) 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 12:00 noon. (or 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 RESOLUTION	FOR	AGAINST
To approve the Equipment Supply Contract (as defined in the circular of the Company dated 29 April 2014) and the transaction contemplated thereunder.		

For full text of the above resolution, please refer to the notice of the EGM.

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 EGM is entitled to appoint one or more (if he/she/it holds two or more shares) proxies to attend and vote in his/her/its stead. 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 INITIALLED 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/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
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 EGM or any adjournment thereof (as the case may be).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.