



VENTURE INTERNATIONAL INVESTMENT HOLDINGS LIMITED

(宏昌國際投資控股有限公司)*

(incorporated in Bermuda with limited liability)

(Stock Code: 61)

MEMORANDUM OF UNDERSTANDING

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

The Board is pleased to announce that on 19 January 2007, the Purchaser, a wholly-owned subsidiary of the Company, has entered into a memorandum of understanding with the Vendor in relation to the Proposed Acquisition.

The Proposed Acquisition, if it materialises, may constitute a notifiable transaction for the Company under the Listing Rules. Further announcements may be made by the Company regarding the Proposed Acquisition as and when appropriate.

Shareholders of the Company and/or investors should note that the Proposed Acquisition may or may not materialise, as no formally binding documentation has been executed between the parties and discussions are still in progress. Accordingly, shareholders of the Company and/or investors are advised to exercise caution when dealing in the Company's shares.

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules").

Reference is made to the announcements by Venture International Investment Holdings Limited (the "Company") on 12 January 2007 and 16 January 2007 in relation to a possible acquisition of a land and agricultural management business in the People's Republic of China (the "PRC"). The board (the "Board") of directors (the "Directors") of the Company is pleased to announce that on 19 January 2007, the Company has, through its wholly-owned subsidiary, Technology Venture Investments Limited (the "Purchaser") entered into a memorandum of understanding (the "MOU") for the sale and purchase of shares in Huge Value Development Ltd. ("Huge Value") with Mr. Lau Siu Hung, Ricky (the "Vendor"), pursuant to which the Purchaser has agreed to acquire from the Vendor the entire issued share capital of Huge Value (the "Proposed Acquisition").

The Company will pay a refundable deposit of HK\$12 million (the "Deposit") to the Vendor for the Proposed Acquisition, which will only form part of the consideration of the Possible Acquisition should the parties agree to enter into a legally binding sale and purchase agreement. If a legally binding sale and purchase agreement is not entered into, the Vendor shall refund the Deposit to the Company together with accrued interest thereon. The MOU is non-legally binding save for the obligations relating to the payment and refund of the Deposit under the MOU.

Huge Value is an investment holding company incorporated in the British Virgin Islands with limited liability on 5 July 2006 and is wholly-owned by the Vendor. Huge Value has entered into a contract to provide management and consultancy services for the cultivation of a piece of agricultural land in the PRC, with a company incorporated in the PRC.

To the best of the Directors' knowledge, having made all reasonable enquiries, the Vendor is a third party, which is independent of and not connected with the Company, its Directors, chief executives of the Company or substantial shareholders of the Company or any of its subsidiaries or their respective associates as defined in the Listing Rules.

The Company and its subsidiaries are principally engaged in the distribution of information technology products, the provision of computer technology services and the carrying on of property agency business. The Board proposes to diversify the Company's business into the provision of land and agricultural management and consultancy services and the Directors consider the diversification into this area of high growth potential to be in the best interest of the shareholders of the Company.

GENERAL

The Proposed Acquisition, if it materialises, may constitute a notifiable transaction for the Company under the Listing Rules. Further announcements may be made by the Company regarding the progress of the Proposed Acquisition as and when appropriate.

Shareholders of the Company and/or investors should note that the Proposed Acquisition may or may not materialise, as no formally binding documentation has been executed between the parties and discussions are still in progress.

* for identification purpose only

Accordingly, shareholders of the Company and/or investors are advised to exercise caution when dealing in the Company's shares.

By order of the Board of
Venture International Investment Holdings Limited
Chan Tze Ngon
Chairman

Hong Kong, 19 January 2007

As at the date of this announcement, Mr. Chan Tze Ngon and Mr. Tang Kin Hung are the executive Directors and Mr. Benedict Tai, Mr. Fu Yan Yan and Ms. Wang Xi Ling are the independent non-executive Directors.

“Please also refer to the published version of this announcement in International Herald Tribune.”