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**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)**

**UNUSUAL PRICE AND VOLUME MOVEMENTS,  
PRICE SENSITIVE INFORMATION  
AND  
RESUMPTION OF TRADING**

The Board has noted the increase in the price and trading volume of the Shares on 3 December 2007 and wishes to state that, save as disclosed below, it is not aware of any reasons for the unusual share price and trading volume movement.

The Board is in discussion with a potential investor for the possible subscription of the new shares of the Company which may lead to a change in control of the Company. The Board wishes to emphasize that as at the date hereof, no binding agreement has yet been entered into in relation to the possible subscription. **Shareholders and public investors should note that such possible subscription may or may not proceed and are advised to exercise caution when dealings in the Shares.** Further announcement will be made by the Company in this regard as and when appropriate.

**Suspension and resumption of trading in Shares**

The trading of the Shares on the Stock Exchange was suspended at the request of the Company from 2:30 p.m. on 3 December 2007 pending the publication of this announcement. The Company has made an application to the Stock Exchange for the resumption of trading of the Shares on the Stock Exchange from 9:30 a.m. on 7 December 2007.

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Main Board (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

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Save for the above, the Directors confirm that there are no negotiations or agreements relating to intended acquisitions or realizations which are discloseable under the Chapters 13 to 14 of the Listing Rules and the Board is not aware of any matter discloseable under general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price sensitive nature.

## **SECURITIES IN THE COMPANY**

As at the date hereof, (i) the Company has a total issued share capital of 1,035,259,257 Shares; (ii) outstanding share options granted to subscribe for an aggregate of 86,141,855 Shares, (iii) \$98 million convertible bonds outstanding which may be convertible into 172,839,507 Shares; (iv) there are no other classes of relevant securities (as defined under note 4 to Rule 22 of the Takeovers Code) issued the Company.

## **DEALINGS DISCLOSURE**

Associates (as defined in the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code")) of the Company and the potential offeror are reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code issued by the Company.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquires. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries

will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.

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By order of the Board of  
**Venture International Investment Holdings Limited**  
**Tse Michael Nam**  
*Chairman*

Hong Kong, 6 December 2007

*As at the date of this announcement, Mr. Tse Michael Nam and Mr. Chan Tze Ngon are the executive Directors and Mr. Tai Benedict, Mr. Lim Yew Kong, John and Mr. Puongpun Sananikone are the independent non-executive Directors.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited and the Takeovers Code for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on base and assumptions that are fair and reasonable.*

*\* For identification purpose only*