



**TECHNOLOGY VENTURE HOLDINGS LIMITED**  
**( 宏昌科技集團有限公司 )\***

(incorporated in Bermuda with limited liability)  
(Stock Code: 61)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) of Technology Venture Holdings Limited (“Company”) will be held at 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong at 11:00 a.m. on Monday, 30 May 2005 to consider and, if thought fit, pass the following resolutions as special/ordinary resolutions:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2004.
2. To re-elect retiring directors and to authorise the directors to fix the director’s remuneration (*See note 3*).
3. To re-appoint the auditors and to authorise the board of directors to fix their remuneration.

**ORDINARY RESOLUTIONS**

and as special business, to consider and, if thought fit, pass the following resolutions:

4. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme (**“Share Option Scheme”**) adopted by the Company on 30 May 2002, representing 10% of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to Clause 8.1(b) of the Share Option Scheme:
  - (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (the **“Refreshed Scheme Mandate”**) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
  - (b) the directors or the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”
5. (A) **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with new or additional shares (each a **“Share”**) of HK\$0.10 each in the capital of the Company, and to make or grant offers, agreements or options, including warrants, bonds, debentures, notes or securities convertible into Shares which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
  - (c) the aggregate nominal amount of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
    - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
    - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution),and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
  - (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:

    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law of Bermuda or the bye-laws of the Company to be held; or
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

**“Rights Issue”** means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”
- (B) **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as defined below) of all powers of the Company to repurchase shares (each a **“Share”**) of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (**“SFC”**) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

\* For identification purpose only

- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:
- “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law of Bermuda or the bye-laws of the Company to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional on the passing of resolution numbered 5(B) above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 5(A) above be and it is hereby extended by the addition to the aggregate nominal amount of the shares of HK\$0.10 each in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5(B) above.”

By order of the board of directors of  
**Technology Venture Holdings Limited**  
**Chan Tze Ngon**  
*Chairman*

Hong Kong, 29 April 2005

As at the date of this announcement, Mr Chan Tze Ngon, Mr Emmy Wu and Mr Tang Kin Hung are the executive directors of the Company, Mr Lo Siew Kiong, John, Mr Fu Yan Yan and Ms Wang Xi Ling are the independent non-executive directors of the Company.

*Principal place of business in Hong Kong:*

8th Floor  
Tianjin Building  
167 Connaught Road West  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the AGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the offices of the Company's Hong Kong branch registrars, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.
3. In relation to proposed resolution no. 2 above, Mr Lo Siew Kiong, John and Ms Wang Xi Ling will retire from their respective office of director at the AGM pursuant to bye-laws 111(A) and 114 of the bye-laws of the Company and being eligible, offers themselves for re-election.

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