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| THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION |
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If you are in doubt as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Technology Venture Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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TECHNOLOGY VENTURE HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

DISCLOSEABLE TRANSACTION

A notice convening a special general meeting of Technology Venture Holdings Limited to be held on Tuesday, 2 January 2001 at 11:00 a.m. at 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong is set out on pages 14 and 15 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by no later than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting should you so wish.

5 December 2000

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| Definitions |
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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

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| "Acquisition" | the Existing Shares Acquisition and the New Shares Acquisition |
| "Acquisition Agreement" | the agreement dated 28 November 2000 and entered into between the Vendor, Skynet, the Guarantor and the Purchaser in relation to the Acquisition pursuant to the LOI |
| "associates" | has the same meaning ascribed to it in the Listing Rules |
| "Business Day" | a day (other than a Saturday) on which licensed banks are open for business in Hong Kong throughout their normal business hours |
| "Company" | Technology Venture Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange |
| "Completion" | completion of the Acquisition |
| "Consideration" | the Existing Shares Consideration and the New Shares Consideration |
| "Consideration Shares" | new Shares to be allotted and issued to the Vendor (if so elected by the Purchaser under the Acquisition Agreement) and credited as fully paid in partial satisfaction of the Existing Shares Consideration |
| "Directors" | the directors of the Company |
| "Existing Shares Acquisition" | the acquisition by the Purchaser from the Vendor of the Sale Shares pursuant to the terms and conditions of the Acquisition Agreement |
| "Existing Shares Consideration" | HK\$50,000,000, being the consideration for the Existing Shares Acquisition |
| "Group" | the Company and its subsidiaries |
| "Guarantor" | Ho Kam Shing, Peter, an independent third party not connected with the directors, chief executive or substantial shareholders of |

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| | the Company or any of its subsidiaries or any of their respective associates |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Latest Practicable Date" | 1 December 2000, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "LOI" | the legally binding letter of intent dated 13 November 2000 and entered into between the Vendor, Skynet and the Purchaser in relation to the Acquisition |
| "New Shares Acquisition" | the subscription by the Purchaser and the allotment and issue of the Subscription Shares pursuant to the terms and conditions of the Acquisition Agreement |
| "New Shares Consideration" | HK\$90,000,000, being the consideration for the New Shares Acquisition |
| "PRC" | the People's Republic of China, which for the purpose of this circular, excludes Hong Kong |
| "Purchaser" | Technology Venture Investments Limited, a company incorporated in the British Virgin Islands and a wholly owned subsidiary of the Company |
| "Sale Shares" | 2,710 shares of HK\$1.00 each in the issued share capital of Skynet, representing approximately 27.1 per cent. of the existing issued share capital of Skynet or approximately 18.2 per cent. of the issued share capital of Skynet as enlarged by the allotment and issue of the Subscription Shares |
| "Special General Meeting" | a special general meeting of the Company proposed to be convened and held on Tuesday, 2 January 2001 at 11:00 a.m. at 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong, notice of which is set out on pages 14 and 15 of this circular |
| "SDI Ordinance" | Securities (Disclosure of Interests) Ordinance, Chapter 396 of the Laws of Hong Kong |
| "Share(s)" | share(s) of HK\$0.10 each in the Company |
| "Shareholders" | holders of Share(s) |
| "Skynet" | Skynet Consultants Company Limited (佳力顧問(遠東)有限公司), a company incorporated in Hong Kong |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Subscription Shares" | 4,880 new shares of HK\$1.00 each in the share capital of Skynet to be allotted and issued by Skynet to the Purchaser pursuant to the New Shares Acquisition, representing approximately 48.8 per cent. of the existing issued share capital of Skynet or approximately 32.8 per cent. of the issued share |

capital of Skynet as enlarged by the allotment and issue of the Subscription Shares

"Vendor"

Datamatics Limited, a company incorporated in the British Virgin Islands

"HK\$"

Hong Kong dollars

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| LETTER FROM THE BOARD |
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TECHNOLOGY VENTURE HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

Executive Directors:

Mr Chan Tze Ngon, Ron
Mr Luk Chung Po, Terence
Mr Tang Kin Hung, Barry
Mr Ng Kin Wah, Francis
Mr Chow Siu Lam, Cliff

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Directors:

Mr Derek Peter Althorp

Independent non-executive Directors:

Dr Lo Siew Kiong, John
Dr Chou Tao Hsiung, Joseph

*Head Office and Principal Place
of Business in Hong Kong:*

8th Floor, Tianjin Building
167 Connaught Road West
Hong Kong

5 December 2000

Dear Sir or Madam,

DISCLOSEABLE TRANSACTION

INTRODUCTION

The Directors announced that on 13 November 2000, the Company, through its wholly owned subsidiary, the Purchaser, had entered into the LOI with the Vendor and Skynet whereby (i) the Purchaser agreed to acquire and the Vendor agreed to sell the Sale Shares for the Existing Shares Consideration and (ii) the Purchaser had agreed to subscribe for and Skynet had agreed to allot and issue the Subscription Shares for the New Shares Consideration. Pursuant to the LOI, the Purchaser, the Vendor, Skynet and the Guarantor had on 28 November 2000 entered into the Acquisition Agreement for the Acquisition.

The Acquisition constitutes a discloseable transaction of the Company under the Listing Rules. The purpose of this circular is to, among other matters, provide you with further details of the Acquisition and to give you notice of the Special General Meeting at which an ordinary resolution will be proposed to consider and if thought fit, approve the allotment and issue of the Consideration Shares to the Vendor.

THE ACQUISITION

Pursuant to the Acquisition Agreement, the Purchaser has conditionally agreed to acquire and the Vendor has agreed to sell the Sale Shares, being approximately 27.1 per cent. of the existing issued share capital of Skynet and approximately 18.2 per cent. of the issued share capital of Skynet as enlarged by the allotment and issue of the Subscription Shares.

Pursuant to the Acquisition Agreement, the Purchaser has also conditionally agreed to subscribe for and Skynet has agreed to allot and issue the Subscription Shares, being approximately 48.8 per cent. of the existing issued share capital of Skynet and approximately 32.8 per cent. of the issued share capital of Skynet as enlarged by the allotment and issue of the Subscription Shares.

As at the Latest Practicable Date, the entire issued share capital of Skynet was HK\$10,000 divided into 10,000 shares of HK\$1.00 each and was wholly and beneficially owned by the Vendor. Immediately after Completion, the Purchaser will be the beneficial owner of 51 per cent. of the entire issued share capital of Skynet as enlarged by the allotment and issue of the Subscription Shares. The remaining 49 per cent. of the entire issued share capital of Skynet will be beneficially owned by the Vendor.

The Vendor and the Guarantor are independent third parties not connected with the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates. Pursuant to the terms of the Acquisition Agreement, the Guarantor shall guarantee the performance of the Vendor and Skynet of their respective obligations under the Acquisition Agreement.

As at 31 October 2000, the net assets of Skynet based on its unaudited management accounts amounted to approximately HK\$237,000. Based on its unaudited management accounts for the ten months ended 31 October 2000, Skynet recorded a net profit before taxation of approximately HK\$2,926,000 for the ten months ended 31 October 2000. Based on the unaudited net tangible asset value of Skynet as at 31 October 2000 of approximately HK\$237,000, the net asset value of Skynet to be acquired by the Group pursuant to the Acquisition amounted to approximately HK\$121,000.

Skynet commenced its business in November 1999 and is a computer systems integrator principally engaged in the provision of broadband Internet Protocol networking, Internet security, e-commerce and web based television solutions in Hong Kong, the PRC and certain other countries in Asia such as South Korea and Malaysia. Skynet has one head office in Hong Kong and three offices in the PRC, located in Beijing, Shanghai and Guangzhou respectively. Skynet currently has a total of 34 employees in its head office in Hong Kong and three offices in the PRC.

CONSIDERATION

Payment of the Existing Shares Consideration

The Existing Shares Consideration is HK\$50,000,000 and is payable in four instalments as follows:

- (1) HK\$10,000,000 on the date of Completion;
- (2) HK\$20,000,000 (the "**Second Instalment**") within 10 Business Days after the date of issue of the audited accounts of Skynet for the year ending 31 December 2001;
- (3) HK\$10,000,000 (the "**Third Instalment**") within 10 Business Days after the date of issue of the audited accounts of Skynet for the year ending 31 December 2002; and
- (4) HK\$10,000,000 (the "**Fourth Instalment**") within 10 Business Days after the date of issue of the

audited accounts of Skynet for the year ending 31 December 2003.

Upon election of the Purchaser, the Second Instalment, the Third Instalment and the Fourth Instalment or any part thereof (the "**Elected Consideration**") may be satisfied by the allotment and issue of such number of Consideration Shares calculated by dividing the Elected Consideration by the average closing price of the Shares as quoted on the Stock Exchange for the five trading days immediately before the relevant date of payment of the Elected Consideration.

Pursuant to the Acquisition Agreement, if any exercise of the right of election of the Purchaser will result in the Vendor becoming interested in 10 per cent. or more of the issued share capital of the Company as enlarged by the allotment and issue of such Consideration Shares at the relevant time, the Second Instalment, the Third Instalment and/or the Fourth Instalment shall be paid in cash to the Vendor. Accordingly, the Vendor will not hold more than 10 per cent. of the issued share capital of the Company as a result of completion of the Existing Shares Acquisition.

Adjustments to the Existing Shares Consideration

Each of the Second Instalment, the Third Instalment and the Fourth Instalment is subject to adjustments as follows:

- (a) if the audited profits after tax for the financial year ending 31 December 2001 of Skynet (the "**2001 PAT**") exceed HK\$19.0 million, the Second Instalment will be increased by an amount equal to 50 per cent. of the difference between the 2001 PAT and HK\$19.0 million;
- (b) if the 2001 PAT is below HK\$11.6 million, the Second Instalment will be reduced by an amount equal to 50 per cent. of the difference between the 2001 PAT and HK\$11.6 million;
- (c) if the aggregate of the 2001 PAT and the audited profits after tax for the financial year ending 31 December 2002 of Skynet (the "**Cumulative 2002 PAT**") exceed HK\$50.1 million, the Third Instalment will be increased by an amount equal to 50 per cent. of the difference between the Cumulative 2002 PAT and HK\$50.1 million. The excess over the Third Instalment, after subtracting any adjustments made under (a) above or adding any adjustments in (b) above, is payable at the same time as the payment of the Third Instalment;
- (d) if the Cumulative 2002 PAT is below HK\$30.5 million, the Third Instalment will be reduced by an amount equal to 50 per cent. of the difference between the Cumulative 2002 PAT and HK\$30.5 million. The reduction from the Third Instalment, after subtracting any adjustments made under (a) above or adding any adjustments in (b) above, will be deducted from the Third Instalment. Any shortfall will be refunded to the Purchaser by the Vendor in cash within ten business days of being notified of the Cumulative 2002 PAT;
- (e) if the aggregate of the Cumulative 2002 PAT and the audited profits after tax for the financial year ending 31 December 2003 of Skynet (the "**Cumulative 2003 PAT**") exceed HK\$97.8 million, the Fourth Instalment will be increased by an amount equal to 50 per cent. of the difference between the Cumulative 2003 PAT and HK\$97.8 million. The excess over the Fourth Instalment, after subtracting any adjustments under (c) above, or adding any adjustments in (d) above, is payable at the same time as the payment of the Fourth Instalment; and
- (f) if the Cumulative 2003 PAT is below HK\$59.5 million, the Fourth Instalment will be reduced to an amount equal to 50 per cent. of the difference between the Cumulative 2003 PAT and HK\$59.5 million. The reduction from the Fourth Instalment, after subtracting any adjustments under (c) above, or adding any adjustments in (d) above, will be deducted from the Fourth Instalment. Any shortfall will be refunded to the Purchaser by the Vendor in cash within ten business days of being notified of the Cumulative 2003 PAT.

The 2001 PAT, Cumulative 2002 PAT and Cumulative 2003 PAT were arrived at based on the anticipation of the management of Skynet on the performance of Skynet for the relevant years by taking into account the current performance of Skynet, its business plans for the relevant years, its financial position taken into account of the new funding from the New Shares Acquisition and the growth of the industries in which Skynet operates.

Other information on the Existing Shares Consideration

Assuming there is no adjustment to the Second Instalment, the Third Instalment and the Fourth Instalment, the Consideration Shares, if allotted and issued in full upon election by the Purchaser and based on the closing price of the Shares of HK\$2.125 per Share as quoted on the Stock Exchange as at 28 November 2000, being the date of the Acquisition Agreement, will amount to 18,823,530 Shares, representing:

- (a) approximately 5.32 per cent. of the existing issued share capital of the Company; and
- (b) approximately 5.05 per cent. of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

Application has been made to the Stock Exchange for the listing of and permission to deal in the Consideration Shares.

The Special General Meeting will be convened and held on Tuesday, 2 January 2001 at 11:00 a.m. at 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong to approve the allotment and issue of the Consideration Shares to the Vendor.

Payment of the New Shares Consideration

The New Shares Consideration is HK\$90,000,000 and is payable in five instalments as follows:

- (1) HK\$25,000,000 (the "**Deposit**") has been paid upon signing of the LOI as refundable initial deposit and part payment of the New Shares Consideration;
- (2) HK\$25,000,000 on the date of Completion;
- (3) HK\$5,000,000 on 30 June 2001;
- (4) HK\$15,000,000 on 30 June 2002; and
- (5) HK\$20,000,000 on 30 June 2003.

Other information on the New Shares Consideration

If Completion does not take place in accordance with the terms of the Acquisition Agreement otherwise than as a result of the breach of the Acquisition Agreement by the Vendor or the breach of the Acquisition Agreement by the Purchaser, the Vendor shall refund the Deposit to the Purchaser within 5 Business Days from the date of the written notice given by the Purchaser to the Vendor.

If Completion does not take place in accordance with the terms of the Acquisition Agreement as a result of the material breach of any provision of the Acquisition Agreement on the part of the Vendor, the Vendor shall refund the Deposit to the Purchaser and shall pay HK\$500,000 to the Purchaser as liquidated damages within 5 Business Days from the date of the written notice given by the Purchaser to the Vendor.

If Completion does not take place in accordance with the terms of the Acquisition Agreement as a result of the material breach of any provision of the Acquisition Agreement on the part of the Purchaser, the Vendor shall be entitled to deduct a sum of HK\$500,000 from the Deposit and retain such sum of money for its benefit as liquidated damages and shall, immediately following such deduction, refund to the Purchaser the balance of the Deposit, being HK\$24,500,000.

Other relevant information

The Directors, including the independent non-executive Directors, consider that the terms and conditions of the Acquisition Agreement are based on normal commercial terms and are fair and reasonable so far as the Shareholders are concerned.

The Consideration payable by the Purchaser for the Acquisition are arrived at after arm's length negotiations between the Purchaser, the Vendor, Skynet and the Guarantor, with reference to, among other matters, the anticipation of the management of Skynet on the performance of Skynet for the coming three financial years by taking into account the current performance of Skynet, its business plans for the relevant years, its financial position having regard to the new funding from the New Shares Acquisition and the growth of the industries in which Skynet operates. The Consideration represents a price earnings ratio of approximately 14.4 times, 5.5 times and 2.8 times respectively to the consideration adjustment threshold for the years ending 31 December 2001, 2002 and 2003 respectively of HK\$19.0 million, HK\$50.1 million and HK\$97.8 million respectively as set out in the paragraph headed "Adjustments to the Existing Shares Consideration" above.

The Consideration will be funded out of certain proceeds from the initial public offer of Shares by the Company and the proceeds from the placing of Shares by the Company in January 2000 and by the internal resources of the Group.

Following Completion, Skynet will be a subsidiary of the Company and the board of directors of Skynet will comprise 3 directors, one director will be the Guarantor and the other two directors will be such persons nominated by the Purchaser.

COMPLETION

Completion is conditional upon fulfillment of the following conditions:

- (a) the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Consideration Shares;
- (b) if necessary, the Bermuda Monetary Authority granting consent to the allotment and issue of the Consideration Shares;
- (c) the Purchaser being satisfied with the results of the due diligence review; and
- (d) the Shareholders passing at the Special General Meeting an ordinary resolution to approve the allotment and issue of the Consideration Shares to the Vendor, credited as fully paid.

Completion is expected to take place on or before 3:00 p.m. on 2 January 2001 or such other date as the parties may agree.

REASONS FOR THE ACQUISITION

The Company is principally engaged in investment holding with its subsidiaries principally engaged in the provision of systems integration services, software development and the provision of other information technology services. It is expected that the addition of Skynet to the Group will not only

benefit the Group financially through profit contribution; but will also complement and complete its existing product and service offerings.

Skynet's capability in building broadband Internet Protocol network infrastructure and providing web based television solutions would enable the Group to provide services in these areas to ChinaCast Technology (BVI) Limited, a company in which the Group has 19.9 per cent. equity interest and an Internet infrastructure technology enabler principally engaged in the provision of technology supporting broadband and Internet services in the PRC.

In addition, Skynet's expertise in Internet security and e-commerce software platform would enable the Group to have an immediate entry to the data communications application software and Internet security solutions business, where the growth of the information technology industry is forecasted to be. Furthermore, the addition of this business will enhance the Group's position in providing the most up-to-date and secure e-commerce solutions to enterprises especially in the banking and the finance sector, where the Group has a strong presence.

THE SPECIAL GENERAL MEETING

Set out on pages 14 and 15 of this circular is a notice convening the Special General Meeting to be held on Tuesday, 2 January 2001 at 11.00 a.m. at 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong at which an ordinary resolution will be proposed to approve the allotment and issue of the Consideration Shares to the Vendor.

A form of proxy for use at the Special General Meeting is enclosed. Whether or not you are able to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

RECOMMENDATION

The Directors are of the opinion that the allotment and issue of the Consideration Shares to the Vendor pursuant to the Acquisition Agreement are in the interests of the Company. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution set out in the notice of the Special General Meeting.

FURTHER INFORMATION

Your attention is drawn to the information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the board of directors of
Technology Venture Holdings Limited
Chan Tze Ngon, Ron
Chairman

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| APPENDIX | GENERAL INFORMATION |
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1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which make any statement herein misleading.

2. DIRECTORS' INTERESTS

As at the Latest Practicable Date, the interests of the Directors in the share capital of the Company and its associated corporations (within the meaning of the SDI Ordinance) which had been notified to the Company and the Stock Exchange pursuant to section 28 of the SDI Ordinance (including the interests which they were deemed or taken to have under section 31 or Part I of the Schedule to the SDI Ordinance) or which were required pursuant to section 29 of the SDI Ordinance, to be entered in the register referred to therein or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

| Name | Type of interests | Number of Shares |
|-------------------------------------|-------------------|------------------|
| Mr Chan Tze Ngon, Ron ("Mr Chan") | Corporate (Note) | 128,800,000 |
| | Personal | 13,814,000 |
| Mr Luk Chung Po, Terence ("Mr Luk") | Personal | 4,830,000 |
| Mr Tang Kin Hung, Barry | Personal | 12,600,000 |
| Mr Ng Kin Wah, Francis ("Mr Ng") | Personal | 8,400,000 |

Note: These Shares are beneficially owned by and registered in the name of Clear Goal Holding Limited. Clear Goal Holding Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned as to 68.7% by Mr. Chan and as to 31.3% by Mr Luk. Pursuant to a shareholders' agreement dated 12 June 1999 and made between, among other persons, Mr Chan and Mr Luk, each of Mr Chan and Mr Luk was granted a pre-emptive right over the other's shares in the Company and in Clear Goal Holding Limited.

On 21 January 2000, an option was granted to Mr Ng pursuant to the share option scheme adopted by the Company on 12 June 1999 (the "**Share Option Scheme**") to subscribe for 1,320,000 Shares at an initial subscription price of HK\$2.532 per Share, exercisable from 21 January 2001 to 20 January 2010.

On 31 May 2000, an option was granted to Mr Chow Siu Lam, Cliff pursuant to the Share Option Scheme to subscribe for 500,000 Shares at an initial subscription price of HK\$1.82 per Share, exercisable from 31 May 2001 to 30 May 2010.

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors had any interest in the share capital of the Company or any associated corporations (within the meaning of the SDI ordinance) which were required to be notified to the Company and the Stock Exchange pursuant to section 28 of the SDI Ordinance (including the interests which they were deemed or taken to have under section 31 or part I of the Schedule to the SDI Ordinance) or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules or which are required, pursuant to section 29 of the SDI Ordinance, to be entered in the register referred to therein.

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the following interests of 10 per cent. or more in the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance:

| Name | Number of Shares | Percentage of holding |
|----------------------------|------------------|-----------------------|
| Clear Goal Holding Limited | 128,800,000 | 36.38 |

Note: These Shares are beneficially owned by and registered in the name of Clear Goal Holding Limited. Clear Goal Holding Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned as to 68.7% by Mr Chan and as to 31.3% by Mr Luk..

Save as disclosed herein, no person has notified the Company that he has an interest amounting to 10 per cent. or more of the issued share capital of the Company at the date of this circular pursuant to Section 16(1) of the SDI Ordinance.

4. SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date are as follows:

| | | |
|---|--|-------------|
| Authorised | | HK\$ |
| 1,000,000,000 Shares | | 100,000,000 |
| ===== | | ===== |
| Issued and to be issued fully paid or credited as fully paid: | | |
| 354,000,000 | Shares in issue as at the Latest Practicable Date | 35,400,000 |
| 19,277,109 | Consideration Shares (based on the closing of the Shares as quoted on the Stock Exchange of HK\$2,075 per Share as at the Latest Practicable Date and assuming exercise of the right of election by the Purchaser in full) | 1,927,711 |
| ----- | | ----- |
| 373,277,109 | Shares in issue | 37,327,711 |
| ===== | | ===== |

5. LITIGATION

Neither the Company nor any of its subsidiaries is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

6. SERVICE CONTRACTS

There are no existing or proposed directors' service contracts with any member of the Group, other than contracts terminable on not more than one year's notice with compensation payable.

7. MISCELLANEOUS

The Company is principally engaged in investment holding with its subsidiaries principally engaged in the provision of systems integration services, software development and the provision of other information technology services.

The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The head office and principal place of business of the Company in Hong Kong is at 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong.

The company secretary of the Company is Ms Pang Lin, Elaine who is an associate member of the Hong Kong Society of Accountants.

The branch share registrar of the Company in Hong Kong is Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong.

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| NOTICE OF SPECIAL GENERAL MEETING |
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TECHNOLOGY VENTURE HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

NOTICE IS HEREBY GIVEN that a special general meeting of Technology Venture Holdings Limited (the "**Company**") will be held on Tuesday, 2 January 2001 at 11:00 a.m. at 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong to consider and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"THAT

(A) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Consideration Shares (as defined below), the allotment and issue of such number of shares (the "**Consideration Shares**" and each a "**Consideration Share**") of HK\$0.10 each of the Company credited as fully paid to the Vendor (as more particularly described in the Acquisition Agreement (as defined in the circular of the Company (the "**Circular**") dated 5 December 2000), a copy of the Acquisition Agreement and the Circular have been produced to this meeting and marked "A" and "B" respectively and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved and that the Consideration Shares shall, when allotted and issued, rank pari passu in all respects with all other shares (the "**Shares**") of HK\$0.10 each in the capital of the Company in issue at the date of such allotment and issue; and

(B) the directors of the Company be and they are hereby authorised to do all such further acts and things and execute all documents which in their opinion may be necessary or desirable to carry into effect the allotment and issue of the Consideration Shares to the Vendor referred to in (A) above."

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

Hong Kong, 5 December 2000

Head office and principal place

of business in Hong Kong:
8th Floor, Tianjin Building
167 Connaught Road West
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies 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. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy of that power of attorney or authority must be returned to the office of the Company's branch registrar in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong, and in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof.
3. Where there are joint registered holders of any Shares, any one of such persons may vote at the special general meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the special general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.