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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Venture International Investment Holdings Limited (the “Company”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)

**DISCLOSEABLE TRANSACTION:
DISPOSAL OF 20% OF THE REGISTERED AND PAID UP CAPITAL IN
北京東師雙威教育技術開發有限公司
(BEIJING DONGSHI SHUANGWEI EDUCATION
TECHNOLOGY COMPANY LIMITED)#**

A letter from the board of directors of Venture International Investment Holdings Limited is set out on pages 3 to 9 of this circular.

* for identification purposes only

as defined herein

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix – General information	10

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings when used herein:

“associates”	has the meaning ascribed to this term in the Listing Rules
“Board”	the board of Directors
“Company”	Venture International Investment Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the sale and purchase of the Sale Capital in accordance with the S&P Agreement
“connected persons”	has the meaning ascribed thereto in the Listing Rules
“Directors”	directors of the Company
“Disposal”	the disposal by the Company of the Sale Capital subject to and upon the terms and conditions of the S&P Agreement
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 November 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular, unless the context requires otherwise, excludes Hong Kong, the Macau Special Administration Region of the PRC and Taiwan
“Purchaser”	北京潤高文化發展有限公司 (Beijing Run Gao Cultural Development Limited) [#] and the purchaser to the S&P Agreement
“S&P Agreement”	the sale and purchase agreement dated 19 October 2006 entered into between the Vendor and the Purchaser in relation to the Disposal

DEFINITIONS

“Sale Capital”	20% of the registered and paid up share capital of the Target Company
“SFO”	Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	北京東師雙威教育技術開發有限公司 (Beijing Dongshi Shuangwei Education Technology Company Limited) [#] , a company established in the PRC on 30 September 2001
“Vendor”	冠亞科技(上海)有限公司 (Topasia Tech (Shanghai) Limited) [#] and the vendor to the S&P Agreement
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“RMB”	Renminbi, the lawful currency for the time being of the PRC
“%”	per cent.

[#] *The English transliteration of the Chinese names in this circular, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names.*

For the purpose of this circular, unless otherwise specified, conversion of RMB into HK\$ is based on the approximate exchange rate of HK\$1.00 to RMB1.02. The exchange rate is for illustration purpose only and does not constitute a representation that any amounts have been, could have been or may be exchanged at this or any other rates at all.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Chan Tze Ngon (*Chairman*)

Mr. Tang Kin Hung (*Deputy chairman*)

Independent non-executive Directors:

Mr. Benedict Tai

Mr. Fu Yan Yan

Ms. Wang Xi Ling

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 3101

31st Floor

118 Connaught Road West

Hong Kong

13 November 2006

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE TRANSACTION:

DISPOSAL OF 20% OF THE REGISTERED AND PAID UP CAPITAL IN

北京東師雙威教育技術開發有限公司

(BEIJING DONGSHI SHUANGWEI EDUCATION

TECHNOLOGY COMPANY LIMITED)#

INTRODUCTION

Reference is made to the announcement of the Company dated 23 October 2006 in which the Board announced, among other matters, that on 19 October 2006, the Vendor, a wholly-owned subsidiary of the Company, entered into the S&P Agreement with the Purchaser in relation to the disposal of the Sale Capital for a total cash consideration of RMB12,000,000 (equivalent to approximately HK\$11,764,706) payable by four installments.

The purpose of this circular is to provide you with, among other things, details of the Disposal and the S&P Agreement.

* for identification purposes only

as defined herein

LETTER FROM THE BOARD

S&P AGREEMENT

Date: 19 October 2006

Parties: (1) Vendor : 冠亞科技(上海)有限公司 (Topasia Tech (Shanghai) Limited)#, a wholly-owned subsidiary of the Company

(2) Purchaser : 北京潤高文化發展有限公司 (Beijing Run Gao Cultural Development Limited)#

The Purchaser is a company established in the PRC carrying on the business of investment in the education sector in the PRC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser is a third party independent of and not connected with the Company and its connected persons.

Asset to be disposed of:

The Sale Capital

Consideration:

The total cash consideration for the Disposal is RMB12,000,000 (equivalent to approximately HK\$11,764,706) which shall be payable by the Purchaser to the Vendor by four installments as follows:

- 1st instalment: in the sum of RMB2,000,000 (equivalent to approximately HK\$1,960,784) within 14 days from the date of the S&P Agreement;
- 2nd instalment: in the sum of RMB5,000,000 (equivalent to approximately HK\$4,901,961) within 45 days from the date of the S&P Agreement;
- 3rd instalment: in the sum of RMB3,000,000 (equivalent to approximately HK\$2,941,176) within 90 days from the date of the S&P Agreement; and
- 4th instalment: in the sum of RMB2,000,000 (equivalent to approximately HK\$1,960,784) within 180 days from the date of the S&P Agreement.

Pursuant to the S&P Agreement, in the event that the Purchaser is in default of the 3rd or 4th instalment (representing, in aggregate, approximately 41.65% of the total cash consideration), the Purchaser has agreed to transfer back to the Vendor 41.65% of the Sale Capital, representing 8.33% of the registered and paid up share capital of the Target Company. Such transfer may constitute a notifiable transaction. Further announcement

LETTER FROM THE BOARD

will be made by the Company as and when appropriate with regard to such transfer in compliance with the Listing Rules. Save as disclosed, the S&P Agreement does not contain any other provisions for transfer back arrangement. In the event the Purchaser is in default of either the 1st or 2nd instalment, it will be regarded as a breach and thereby terminating the S&P Agreement as further elaborated under the heading "Termination" below. The Group may then claim for damages of such breach. The 1st instalment has been paid in accordance with the terms of the S&P Agreement. The Group does not anticipate there will be default by the Purchaser on the 2nd instalment.

The consideration for the Disposal was arrived at after arm's length negotiations between the parties to the S&P Agreement having taken into account the recent loss and decline in turnover of the Target Company (both as set out under the heading "Information on the Target Company"), the issue on the recovery of the accounts receivables of the Company, the unachieved target of the Target Company after its acquisition and the business focus of the Group going forward which are all further elaborated under the heading "Reasons for the Disposal" below.

Based on the reasons set out above and under the heading "Reasons for the Disposal" below, the Directors (including the independent non-executive Directors) consider the consideration for the Disposal to be fair and reasonable and are in the interests of the Group and the Shareholders as a whole.

Conditions

The S&P Agreement is subject to the obtaining of (i) the approval of the S&P Agreement by the board of directors of the Purchaser, (ii) the approval of the transfer of the Sale Capital by the management of the Target Company; and (iii) the completion of all necessary registration procedures with the relevant government authorities in the PRC in respect of the transfer.

None of the above conditions are waivable by any of the parties to the S&P Agreement.

Completion

The S&P Agreement does not contain a long stop date and Completion will take place within two days following the completion and satisfaction of the above conditions to the S&P Agreement.

Upon Completion, the Group will cease to hold any equity interests in the Target Company and Mr. Chan Tze Ngon will resign from being a member to the board of directors of the Target Company whereas Mr. Tang Kin Hung will remain as a director of the Target Company for smooth transition for a period until full receipt of the 4th instalment by the Group.

The Sale Capital was, when acquired, accounted for as an investment of and considered as an available for sale investment of the Group according to rule HKAS 39 of the Hong Kong Financial Reporting Standard.

LETTER FROM THE BOARD

Termination

Any breach of the representations, warranties and undertakings made in or any non performance of any provisions of the S&P Agreement will constitute a breach and the non-defaulting party shall be entitled to damages which include any expenses (including legal fees) directly or indirectly incurred as a result of the breach from the defaulting party on an indemnity basis.

INFORMATION ON THE TARGET COMPANY

The Target Company is incorporated in the PRC and is principally engaged in the development of integrated systems and the provision of related technical consultancy services for distant continuing education on the Internet, especially for teachers and head masters of primary and secondary schools in the PRC in return for consultancy fee.

As at the Latest Practicable Date, the Target Company is still beneficially owned as to 20% by the Vendor and as to the remaining 80% by four parties who are to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, third parties independent of and not connected with the Company and its connected persons.

According to the unaudited accounts of the Target Company (which were prepared in accordance with the Generally Accepted Accounting Principles in Hong Kong) for the year ended 31 December 2004, 31 December 2005 and for the nine months ended 30 September 2006, the turnover and the net profit before and after taxation and extraordinary items of the Target Company are as follows:

	For the year ended 31 December 2004 RMB (approximate HK\$ equivalent)	For the year ended 31 December 2005 RMB (approximate HK\$ equivalent)	For the nine months ended 30 September 2006 RMB (approximate HK\$ equivalent)
Turnover	8,459,000 (8,293,137)	17,467,000 (17,124,510)	6,852,000 (6,717,647)
Net profit/loss before taxation and extraordinary items	1,967,000 (1,928,431)	5,048,000 (4,949,020)	-3,383,000 (-3,316,667)
Net profit/loss after taxation and extraordinary items	1,967,000 (1,928,431)	4,783,000 (4,689,216)	-3,383,000 (-3,316,667)

LETTER FROM THE BOARD

According to the unaudited account of the Target Company, as at 31 December 2004, 31 December 2005 and 30 September 2006, the principal assets, the principal liabilities and the net assets of the Target Company are as follows:

	As at 31 December 2004 RMB <i>(approximate HK\$ equivalent)</i>	As at 31 December 2005 RMB <i>(approximate HK\$ equivalent)</i>	As at 30 September 2006 RMB <i>(approximate HK\$ equivalent)</i>
Principal assets:			
Cash	344,000 (337,255)	1,210,000 (1,186,275)	2,443,000 (2,395,098)
Account Receivables	7,874,000 (7,719,608)	15,229,000 (14,930,392)	16,129,000 (15,812,745)
Principal liabilities of trade payables	1,560,000 (1,529,412)	4,090,000 (4,009,804)	8,303,000 (8,140,196)
Net assets	16,259,000 (15,940,196)	21,041,000 (20,628,431)	17,658,000 (17,311,765)

REASONS FOR THE DISPOSAL

The Group is engaged in the distribution of information technology products, the provision of computer technology services and the carrying on of property agency business.

The Company completed the acquisition of 20% of the equity interests in the Target Company in March 2005. The Company originally intended to make a presence in the education market in the PRC through investment in the Target Company with an average anticipated annual return of 10% to the initial sum of RMB15,000,000 (equivalent to approximately HK\$14,705,882) paid for the acquisition of the Sale Capital. However, as disclosed under the heading "Information on the Target Company" above, although the net profit of the Target Company before and after taxation and extraordinary items for the year ended 31 December 2005 were RMB5,048,000 (equivalent to approximately HK\$4,949,020) and RMB4,783,000 (equivalent to approximately HK\$4,689,216) respectively, the Target Company is making a loss of RMB3,383,000 (equivalent to approximately HK\$3,316,667) for the nine months ended 30 September 2006. The Group's 20% attributable interests in the loss for the nine months ended 30 September 2006 amounted to RMB676,000 (equivalent to approximately HK\$663,333) and in profits before and after taxation and extraordinary items for the year ended 31 December 2005 amounted to RMB1,009,600 (equivalent to approximately HK\$989,804) and RMB956,600 (equivalent to approximately HK\$937,843) respectively which were all less than the said anticipated return in the approximate sum of RMB1,500,000 ((equivalent to approximately HK\$1,470,588). The total

LETTER FROM THE BOARD

consideration of RMB12,000,000 (equivalent to approximately HK\$11,764,706) for the Disposal represents an excess of approximately RMB8,468,400 over the Group's 20% attributable interests in the net assets of the Target Company as at 30 September 2006, which amounted to RMB3,531,600.

In addition to the recent loss of the Target Company, the Directors noticed that there is also a decline in turnover and that there is an issue on the recovery of the accounts receivables of the Target Company. As set out under the heading "Information of the Target Company", the Target Company recorded a turnover of RMB17,467,000 (equivalent to approximately HK\$17,124,510) for the year ended 31 December 2005 while turnover for the nine months ended 30 September 2006 was RMB6,852,000 (equivalent to approximately HK\$6,717,647). The Directors believed that the decline in turnover were mostly due to the customers of the Target Company becoming more cost conscious and began to bargain with the Target Company on consultancy fees since the second half of 2005.

With regard to the accounts receivables of the Target Company, which were mostly made up consultancy fees, although it has been recorded as RMB15,229,000 (equivalent to approximately HK\$14,930,392) and RMB16,129,000 (equivalent to approximately HK\$15,812,745) for the year ended 31 December 2005 and nine months ended 30 September 2006 respectively, according to the accounting records of the Target Company, more than half of the accounts receivables for the nine-months ended 30 September 2006 had become overdue for more than a year.

Further, in or about August 2006, the Group had completed the acquisition of Grand Panorama Limited which together with its subsidiaries is principally engaged in the provision of property consulting agency services in the PRC and the provision of property-related services to its customers and after-sale services such as registration of relevant documents with PRC government authorities. Details of such acquisition have been set out in the announcement and circular of the Company dated 17 February 2006 and 30 May 2006 respectively.

Having considered (i) the unachieved targets, (ii) the recent loss, (iii) the decline in turnover, (iv) the issue on the recovery of the accounts receivables and trading prospect of the Target Company, the Directors (including the independent non-executive Directors) consider the terms of the S&P Agreement, including the total cash consideration of RMB12,000,000 (equivalent to approximately HK\$11,764,706) are entered into by the parties thereto after arm's length negotiations, and are on normal commercial terms and are fair and reasonable so far as the Company and its shareholders are concerned. Moreover, given the acquisition of Grand Panorama Limited, the Board considered that the Disposal allows the Group to re-allocate its resources and focus on the development of its property-related services business.

The Directors intend to allocate the net proceeds receivable by the Group under the Disposal of approximately RMB11,800,000 (equivalent to approximately HK\$11,568,627) for its general working capital to fund its operations in the principal activities as stated above, which will serve to strengthen the financial position of the Group.

LETTER FROM THE BOARD

FINANCIAL EFFECT OF THE DISPOSAL

The Group acquired the Sale Capital at a consideration of RMB15,000,000 (equivalent to approximately HK\$14,705,882) in March 2005. It is estimated that, upon Completion, the Group will record a decrease in the net assets of the Group by approximately RMB3,000,000 (equivalent to approximately HK\$2,941,176), that is, a loss of approximately RMB3,000,000 (equivalent to approximately HK\$2,941,176) in respect of the Disposal. The loss represents the difference between the initial acquisition costs for the Sale Capital of RMB15,000,000 (equivalent to approximately HK\$14,705,882) and the total consideration for the Disposal of RMB12,000,000 (equivalent to approximately HK\$11,764,706) which will be reflected in the consolidated financial statements of the Group for the year ending 31 December 2006. There is no effect on the liabilities of the Group as a result of the Disposal.

LISTING RULES IMPLICATION

The Disposal constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

ADDITIONAL INFORMATION

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

Yours faithfully
On behalf of the Board
Venture International Investment Holdings Limited
Chan Tze Ngon
Chairman

1. RESPONSIBILITY STATEMENT

This document 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 document 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 would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

(A) Director's interests and short positions in the securities of the Company and its associated corporations

As at the Latest Practicable Date, the following Directors had or were deemed to have interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules:

Name of Director	Nature of interest	No. of Shares held	Position	Approximate percentage of issued share capital
Chan Tze Ngon	Beneficial owner	125,542,000	Long	18.60%

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

(B) Persons who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO and substantial Shareholders

So far as is known to the Directors, as at the Latest Practicable Date, the following persons (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

(i) Interests in shares of associated corporations of the Company

Name of subsidiary	Name of entity	Class and no. of securities	Percentage shareholdings
TVH Cyber Technology Ltd.	Yi Jun Yong	200 ordinary shares of HK\$1 each (L)	20%
BMC Software (China) Ltd.	BMC Software (HK) Ltd.	1 ordinary share of HK\$1 (L)	10%

L: represents the entity's interests in the securities

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other person (other than the Directors and the chief executive of the Company), including companies of which the Director/proposed directors is an employee, who had, or was deemed to have, interests or short positions in the Shares or underlying Shares (including any interests in options in respect of such capital), which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

4. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

5. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors nor their respective associates had any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

6. MISCELLANEOUS

- (a) The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (b) The head office and principal place of business of the Company in Hong Kong is located at Room 3101, 31st Floor, 118 Connaught Road West, Hong Kong.
- (c) Tengis Limited, the transfer office of the Company in Hong Kong is located at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (d) The company secretary and the qualified accountant of the Company is Ms. Tong Pui Wah, Lisa, who is a fellow member of various accountancy bodies in UK and Hong Kong. Ms. Tong has over 16 years' experience in finance and administration with large multi-national groups.
- (e) In the event of any inconsistency, the English language text of this circular shall prevail over the Chinese language text.