



# 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)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Venture International Investment Holdings Limited (the “**Company**”) to be held at Room 3101, 31st Floor, 118 Connaught Road West, Hong Kong on Thursday, 22 February 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions:

### ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the supplemental agreement dated 17 November 2006 (the “**Supplemental Agreement**”) entered into among Technology Venture Investments Limited (the “**Purchaser**”) as purchaser, August Chance Investments Limited, Recognition International Limited, John S & Sherry H Chen Family 1994 Trust, Toh Teng Peow David, Tam Yuk Ching Jenny, Double Assets Investments Limited, Profitone Agents Limited, Universal Chinese Limited, Ever Perform Technology Limited and Fabulous On Services Limited (the “**Vendors**”) as vendors and Mr. Samuel Lin Jr. as guarantor (the “**Guarantor**”) in relation to the extension of the time for fulfillment of the profit guarantees provided by the Vendors in favour of the Purchaser under the sale and purchase agreement dated 10 February 2006 and entered into among the Purchaser, the Vendor and the Guarantor (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and are hereby authorised to do all such acts and things and execute all documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Supplemental Agreement and the matters contemplated therein.”

2. “**THAT**

- (a) Mr. Tang King Hung be re-elected as an executive director and deputy chairman of the Company and the board of directors of the Company be authorised to fix his remuneration; and
- (b) Mr. Benedict Tai be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his remuneration.”

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

Hong Kong, 30 January 2007

*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

*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 than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the offices of the Company’s branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

*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.*

\* *for identification purpose only*

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