



# 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)

## FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting of Venture International Investment Holdings Limited to be held at 11:00 a.m. on Wednesday, 5 September 2007 at 9th Floor Wincome Centre, Nos. 39-41 Des Voeux Road Central, Hong Kong and at any adjournment thereof.

I/We (note a) ..... of ..... being the registered holder(s) of ..... (note b) shares of HK\$0.10 each in the capital of Venture International Investment Holdings Limited (the "Company") hereby appoint the chairman of the special general meeting or ..... of ..... to act as my/our proxy (note c) at attend and vote on my/our behalf at the special general meeting of the Company to be held at 11:00 a.m. on Wednesday, 5 September 2007 at 9/F Wincome Centre, Nos. 39-41 Des Voeux Road Central, Hong Kong and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the bye-laws of the Company) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your proxy to vote on a poll (note d).

- |   | FOR                      | AGAINST                  |
|---|--------------------------|--------------------------|
| 1. To approve: (a) the sale and purchase agreement dated 20 July 2007 (the "Agreement") entered into between Adonia Development Limited, Technology Venture Investments Limited and Messrs. Lee Cheong Fu, Tse Hoi Chau and Mui Kin Si, Felix as guarantors in relation to the sale and purchase of the entire issued share capital of Quest Asia Development Limited and the transactions contemplated under the Agreement, including but not limited to the issue of the convertible bonds in the aggregate principal amount of HK\$120 million due in 2010 (the "Convertible Bonds") as satisfaction in part of the consideration under the Agreement upon completion of the Agreement, and the allotment and issue of the conversion shares upon conversion of the Convertible Bonds; and (b) the granting of an unconditional mandate to the directors of the Company to allot, issue and deal with additional shares in the Company upon the conversion of the Convertible Bonds. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Mr. Puongpun Sananikone as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his remuneration.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To grant a general mandate to directors to allot, issue and otherwise deal with the Company's shares.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 3.   | <input type="checkbox"/> | <input type="checkbox"/> |

Dated the ..... day of ..... 2007

Shareholder's signature ..... (notes e, f, g and h)

Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. You are entitled to appoint a proxy of your own choice. If you wish to appoint some person other than the chairman of the special general meeting as your proxy, please delete the words "the chairman of the special general meeting or" and insert the full name and address of the proxy desired in the space provided. Any changes should be initialled.
- d If you wish to vote for any of a resolution, please tick ("✓") in the relevant box marked "For". If you wish to vote against a resolution, please tick ("✓") in the relevant box marked "Against". If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all proposed resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited 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 later than 48 hours before the time of the meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i Completion and return of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

\* for identification purpose only