
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, 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 and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the 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)

(1) PROPOSED CHANGE OF COMPANY NAME; AND
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT

A notice convening special general meeting of the Company to be held at 11:00 a.m. on 20 February 2008 at 9th Floor Wincome Centre, Nos. 39-41 Des Voeux Road Central, Hong Kong is set out on pages 9 to 10 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular.

Whether or not you are able to attend the special general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the offices of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible 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. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

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DEFINITIONS

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

“Board”	the board of Directors
“Bye-Laws”	the Bye-Laws of the Company, and “ Bye-Law ” shall mean a Bye-Law of the Bye-Laws
“Company”	Venture International Investment Holdings Limited (to be renamed as Green Global Resources Limited), a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Companies Act”	the Companies Act 1981 as amended from time to time
“Directors”	the directors of the Company
“Eligible Participants”	full time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiaries) and any suppliers, agents and any other persons providing research, development or other advisory, consultancy, professional or other services to the Group, whether on a contractual or honorary basis and whether paid or unpaid, who have contributed or will contribute to the Group eligible for Options under the Share Option Scheme
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 January 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the terms thereof
“Proposed Refreshment”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme at the SGM

DEFINITIONS

“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 10% of the Shares in issue as at the date on which dealings in the Shares first commence on the Stock Exchange which may be refreshed pursuant to the rules of the Share Option Scheme. If the Scheme Mandate Limit is refreshed, the total number of Shares which may be issued upon exercise of all options to be granted must not in aggregate exceed 10% of the Shares in issue as at the date of passing the relevant ordinary resolutions
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Refreshment and the proposed change of Company’s name
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme of the Company approved and adopted pursuant to an ordinary resolution passed at a special general meeting of the Company held on 30 May 2002
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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. Tse Michael Nam

(Chairman and Chief Executive Officer)

Mr. Chan Tze Ngan

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent non-executive Directors:

Mr. Benedict Tai

Mr. Lim Yew Kong, John

Mr. Puongpun Sananikone

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

9th Floor Wincome Centre,

Nos. 39-41 Des Voeux Road Central,

Hong Kong

28 January 2008

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CHANGE OF COMPANY NAME; AND (2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT

INTRODUCTION

At the SGM to be held at 9th Floor Wincome Centre, Nos. 39-41 Des Voeux Road Central, Hong Kong on 20 February 2008 at 11 a.m., resolutions will be proposed, among other matters:

- (a) to approve the proposed change of Company's name as announced in the announcement of the Company dated 22 January 2008; and
- (b) to approve the Proposed Refreshment;

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the SGM as set out above and to give you the notice of the SGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 22 January 2008 that it proposed to change the name of the Company from “Venture International Investment Holdings Limited” to “Green Global Resources Limited” and upon the change of name becoming effective, a new Chinese name “綠色環球資源有限公司” will replace “宏昌國際投資控股有限公司” for identification.

REASONS FOR THE PROPOSED CHANGE OF NAME

Due to the expansion and diversification in the scope of business and to accurately reflect the current business of the Group in agribusiness and land conservation, the Board considers that the new name “Green Global Resources Limited” can more accurately reflect the corporate nature of the Company. The new name will also refresh the Group’s corporate image and identity.

The Board is therefore of the opinion that the proposed change of name of the Company is in the best interest of the Company and the Shareholders as a whole.

EFFECTS ON THE CHANGE OF NAME

The proposed change of name of the Company will not affect any of the rights of the Shareholders. Once the change of name becomes effective, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company, will, after the change of name has become effective, continue to be effective as documents of title to and be valid for trading, settlement and registration purposes. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

The proposed change of name will become effective from the date on which the new name of the Company is entered into the register maintained by the Registrar of Companies in Bermuda. The Company will comply with the filing procedures in Hong Kong regarding its change of name and the Company expects to be traded in its new name as soon as the proposed change of name becomes effective and the filing procedures in Hong Kong have been fulfilled. Further announcement will be made by the Company to inform the Shareholders of the effective date of the change of name of the Company and the relevant trading arrangement (if any) as a result of the change of name of the Company.

CONDITIONS

The proposed change of name of the Company is subject to the satisfaction of the following conditions:

1. the passing of a special resolution by the Shareholders approving the change of name of the Company at the SGM; and
2. if necessary, the Registrar of Companies in Bermuda approving the change of the Company’s name.

A special resolution will be proposed at the SGM for Shareholders’ approval for the change of the Company’s name.

LETTER FROM THE BOARD

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to the ordinary resolution passed by the Shareholders on 30 May 2002. Under the Share Option Scheme, the original number of Shares which may be issued upon the exercise of all Options granted or to be granted under the Share Option Scheme was 39,276,923 Shares, representing 10% of the issued share capital as at the date of adoption of the Share Option Scheme and the maximum number of Shares that might be issued upon the exercise of all Options under the Share Option Scheme or other schemes. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to grant options over Shares as shall represent 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

Pursuant to the ordinary resolution passed by the Shareholders on 23 May 2003, the Scheme Mandate Limit was refreshed so that the total number of Shares which may fall to be issued upon exercise of all Options to be granted under the Share Option Scheme or other schemes shall not exceed 50,120,000 Shares, being 10% of the issued share capital of the Company as at 23 May 2003.

On 30 May 2005, the Scheme Mandate Limit was further refreshed so that the total number of Shares which may fall to be issued upon exercise of all Options to be granted under the Share Option Scheme or other schemes shall not exceed 50,272,964 Shares, being 10% of the issued share capital of the Company as at 30 May 2005.

On 25 May 2007, the Scheme Mandate Limit was further refreshed so that the total number of Shares which may fall to be issued upon exercised of all Options to be granted under the Share Option Scheme or other schemes shall not exceed 83,421,855 Shares, being 10% of the issued share capital of the Company as at 25 May 2007.

As at the Latest Practicable Date, the Company has 1,067,622,572 Shares currently in issue. The maximum number of Shares which may be issued upon the exercise of all the Options to be granted under the Scheme Mandate Limit as refreshed will be 106,762,257 Shares (assuming no further issue or purchase of Shares prior to the SGM), representing 10% of the issued share capital of the Company as at the date of approval of the Proposed Refreshment by the Shareholders at the SGM.

Options previously granted under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme or other schemes at any time will not exceed 30% of the Shares in issue from time to time. The Board undertakes that no Options shall be granted under the Share Option Scheme or any scheme(s) of the Company if this will result in the 30% limit being exceeded. As at the Latest Practicable Date, the total number of Shares which may fall to be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme is 86,141,855 Shares.

LETTER FROM THE BOARD

As all the Options under the previously refreshed scheme mandate limit have been granted, the Board considers that it is in the interests of the Company to refresh the Scheme Mandate Limit to permit the granting of further Options so as to provide incentives to, and recognise the contributions of, the Eligible Participants. The Board therefore decided to seek the approval of the Shareholders at the SGM to refresh the Scheme Mandate Limit.

CONDITIONS OF THE PROPOSED REFRESHMENT

The Proposed Refreshment is conditional upon:

- (i) the passing of the necessary ordinary resolution by the Shareholders at the SGM to approve the Proposed Refreshment; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of Options to be granted under the refreshed Scheme Mandate Limit.

SGM

Set out on pages 9 to 10 is a notice convening the SGM to be held at 11:00 a.m. on 20 February 2008 at 9th Floor Wincome Centre, Nos. 39-41 Des Voeux Road Central, Hong Kong, at which resolutions will be proposed to the Shareholders to consider, and if thought fit, approve the Proposed Refreshment and the proposed change of the name of the Company. To the best of the Directors' knowledge, no Shareholders have a material interest in the Proposed Refreshment and the proposed change of the name of the Company and would have to abstain from voting at the SGM.

ACTION TO BE TAKEN

Whether or not you intend to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof in person if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the Proposed Refreshment and the proposed change of Company name are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the SGM.

GENERAL

Your attention is drawn to the information set out in the appendices to this Circular.

Yours faithfully,
For and on behalf of
the board of Directors of
Venture International Investment Holdings Limited
Tse Michael Nam
Chairman and Chief Executive Officer

APPENDIX I PROCEDURES BY WHICH SHAREHOLDERS MAY DEMAND A POLL AT GENERAL MEETING PURSUANT TO THE BYE LAWS

The procedures by which the Shareholders may demand a poll at the SGM are set out in this Appendix.

According to Bye-Law 73, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the Shareholders present in person (or, in the case of a Shareholder being a corporation, by its authorised representative entitled to vote) or by proxy unless voting by way of a poll is required by the rules of the designated stock exchange or a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded by:

- (a) the chairman of the meeting; or
- (b) at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (e) if required by the rules of the designated stock exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights at such meeting.

Unless a poll is duly demanded in accordance with the foregoing provisions, a declaration by the chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution

NOTICE OF SGM



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 IS HEREBY GIVEN that the special general meeting (the “**Meeting**”) of Venture International Investment Holdings Limited (the “**Company**”) to be held at 9th Floor Wincome Centre, Nos. 39-41 Des Voeus Road Central, Hong Kong on 20th February 2008 at 11 a.m. for the purpose of considering and, if thought fit, passing the resolutions with or without amendments with resolution numbered 1 as a special resolution and resolution numbered 2 as an ordinary resolution:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be and is hereby changed from “Venture International Investment Holdings Limited” to “Green Global Resources Limited” and a new Chinese name “綠色環球資源有限公司” be adopted to replace “宏昌國際投資控股有限公司” for identification purposes with effect from the day of the entry of the new name on the register maintained by the Registrar of Companies in Bermuda, and the Directors be and are hereby authorised to do all such acts and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

ORDINARY RESOLUTION

2. “**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of and permission to deal in the Shares which may be issued pursuant to the exercise of option to be granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme adopted on 30 May 2002, which entitles the Directors to grant options after the listing of Shares on the Stock Exchange, in the manner as set out in paragraph (a) of this resolution,
 - (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and

* For identification purpose only

NOTICE OF SGM

- (b) the Directors be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

Hong Kong, 28 January 2008

By order of the Board
Venture International Investment Holdings Limited
Tse Michael Nam
Chairman and Chief Executive Officer

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*
9th Floor Wincome Centre,
Nos. 39-41 Des Voeux Road Central,
Hong Kong

Notes:

- 1 A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more 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. 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 deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch registrars in Hong Kong, Tricor Tengis Limited, at 26th, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. 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 be so wish.
3. In the case of joint holders of shares, any one 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.