



TECHNOLOGY VENTURE HOLDINGS LIMITED

(宏 昌 科 技 集 團 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 Technology Venture Holdings Limited (the “**Company**”) will be held at Room 3101, 118 Connaught Road West, Hong Kong on Monday, 28 November 2005 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“THAT

- (a) the agreement (the “**Disposal Agreement**”) dated 30 September 2005 and entered into between Advanced Digital Technology Company Limited, a subsidiary of the Company, as vendor and Prosper Success Investments Limited as purchaser in relation to the disposal of the entire registered capital of Beijing Advanced Digital Information Technology Company Limited (北京先進數通信息技術有限公司), a copy of the Disposal Agreement has been produced to this meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby authorised, confirmed and approved and that the directors (the “**Directors**”) of the Company be and are hereby authorised to do all such further acts and things, take all steps and execute all such further documents which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or implement the transactions contemplated under the Disposal Agreement; and
- (b) the agreement (the “**Acquisition Agreement**”) dated 30 September 2005 and entered into between Technology Venture Investments Limited, a subsidiary of the Company, as purchaser and Aryalin Associates Limited as vendor in relation to the acquisition of 450 shares of US\$1.00 each in the issued share capital of Advanced Digital Technology Company Limited, a copy of the Acquisition Agreement has been produced to this meeting and marked “B” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby authorised, confirmed and approved and that the Directors be and are hereby authorised to do all such further acts and things, take all steps and execute all such further documents which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or implement the transactions contemplated under the Acquisition Agreement.”

By order of the Board
Technology Venture Holdings Limited
Chan Tze Ngan
Chairman

Hong Kong, 10 November 2005

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 Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, 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 Meeting or any adjournment thereof, should he so wish.

* for identification purpose only

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 notice, Mr. Chan Tze Ngon, Mr. Wu Emmy and Mr. Tang Kin Hung are the executive Directors and Mr. Lo Siew Kiong, John, Mr. Fu Yan Yan and Ms. Wang Xi Ling are the independent non-executive Directors.

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