



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**”) to be held at Room 3101, 31st Floor, 118 Connaught Road West, Hong Kong on Friday, 16 December 2005 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT** the letter of undertaking (the “**Letter of Undertaking**”) dated 13 September 2005 signed by Technology Venture Investments Limited (“**TVI**”), and a wholly-owned subsidiary of the Company, in relation to the disposal of 66,074,441 shares of US\$0.08 each in the capital of ChinaCast Communication Holdings Limited (“**ChinaCast**”) by TVI to Great Wall Acquisition Corporation (“**Great Wall**”) and the transactions contemplated thereunder including the acceptance of the pre-conditional voluntary offer (the “**Offer**”) to be made by Great Wall to acquire the entire issued share capital of ChinaCast and the election to receive the share consideration for the shares of US\$0.08 each in the capital of ChinaCast (each a “**ChinaCast Share**”) pursuant to the Offer, in which for each ChinaCast Share, Great Wall will offer 0.046970408 share of US\$0.001 each in the capital of Great Wall to the shareholders of ChinaCast as consideration be and are hereby authorised, confirmed and approved and that 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 Letter of Undertaking.”

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

Hong Kong, 30 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 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, the executive Directors are Mr. Chan Tze Ngon, Mr. Wu Emmy and Mr. Tang Kin Hung; and the independent non-executive Directors are Mr. Lo Siew Kiong, John, Mr. Fu Yan Yan and Ms. Wang Xi Ling.

* for identification purpose only

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