



# 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 “SGM”) of the shareholders of Technology Venture Holdings Limited (the “Company”) will be held at Room 3101, 31st Floor, 118 Connaught Road West, Hong Kong on Friday, 16 June 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT**

- (a) the sale and purchase agreement dated 10 February 2006 (the “**Sale and Purchase Agreement**”) and the supplemental agreement dated 26 May 2006 (the “**Supplemental Agreement**”, together with the Sale and Purchase Agreement as the “**Sale and Purchase Agreements**”) entered into among 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, Every Perform Technology Limited and Fabulous On Services Limited (collectively as vendors), Mr. Samuel Lin Jr. (as guarantor) and Technology Venture Investments Limited (as purchaser) for the sale and purchase of 10,411 shares of US\$1.00 each in the share capital of Grand Panorama Limited, copy of each of the Sale and Purchase Agreement and the Supplemental Agreement has been produced to this meeting marked respectively “A” and “B” and signed by the Chairman of this meeting for identification purpose, and the matters contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares (as defined in the circular of the Company dated 30 May 2006) and the Elected Consideration Shares (as defined in the circular of the Company dated 30 May 2006), the allotment and issue of the Consideration Shares and the Elected Consideration Shares as payment of the consideration for the Sale and Purchase Agreements be and is hereby approved; and
- (c) any one Director be and is hereby authorised to do on behalf of the Company whatever they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Sale and Purchase Agreements and the matters contemplated therein.”

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

Hong Kong, 30 May 2006

*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 entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the SGM 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. A form of proxy for use at the SGM is enclosed with the circular of the Company dated 30 May 2006. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he/she/it so wishes.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at 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 SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holder are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

\* *for identification purpose only*

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