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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)

**VERY SUBSTANTIAL DISPOSAL AND VERY SUBSTANTIAL ACQUISITION:
RENEWAL OF LETTER OF UNDERTAKING
VERY SUBSTANTIAL DISPOSAL AND CONNECTED TRANSACTION:
DISPOSAL OF EQUITY INTERESTS IN CHINACAST
VERY SUBSTANTIAL DISPOSAL:
FUTURE DISPOSAL OF EQUITY INTERESTS IN GREAT WALL
AND
RESUMPTION OF TRADING**

Reference is made to the announcement of the Company dated 23 September 2005 and the circular of the Company dated 30 November 2005, in relation to, among other matters, the Offer made by Great Wall for all the ChinaCast Shares (including the 66,074,441 Sale Shares held by TVI) in accordance with Rule 15 of The Singapore Code of Take-overs and Mergers.

In accordance with the Existing Letter of Undertaking, TVI has agreed to accept the Offer in respect of the 66,074,441 Sale Shares. The proposed disposal of the Sale Shares by TVI to Great Wall pursuant to the Existing Letter of Undertaking constituted a very substantial disposal of the Company and was subject to the approval of the Shareholders which approval was obtained at a special general meeting of the Company held on 16 December 2005.

On 22 March 2006, the Company announced that Great Wall has extended the long stop date to 31 December 2006 for the Offer. The extension of long stop date has been approved by the stockholders of Great Wall. Great Wall has also obtained the ruling from the Securities Industry Council (the regulatory body on The Singapore Code of Take-overs and Mergers in Singapore) in respect of the extension of time for the Offer.

In connection with the extension of the Long Stop Date, TVI signed the New Letter of Undertaking on 13 July 2006 to restate and substitute the Existing Letter of Undertaking in favour of Great Wall in relation to the Offer.

For the reasons as set out under the section headed "Reasons for the Disposal" in this announcement, on 17 July 2006, TVI as vendor entered into the Sale and Purchase Agreement with the Purchaser in relation to the sale and purchase of the First Sale Shares, being 33,037,220 ChinaCast Shares in the issued share capital of ChinaCast, representing approximately 7.48% of the issued share capital of ChinaCast, for a consideration of S\$9,250,000 in cash. Since the Purchaser is an executive Director and a substantial Shareholder of the Company, he is a connected person of the Company under the Listing Rules. The Disposal constitutes a very substantial disposal and connected transaction on the part of the Company under Rules 14.06 and 14A.13(1)(a) of the Listing Rules and will be subject to the Independent Shareholders' approval.

Pursuant to the New Letter of Undertaking, TVI agreed to elect to receive the Share Consideration for the 66,074,441 Sale Shares under the Offer. Upon Completion of the Sale and Purchase Agreement, TVI will continue to hold 33,037,221 ChinaCast Shares, which is equivalent to approximately 1,551,772 Great Wall Shares upon completion of the Offer under the Share Consideration. Subject to the price of Great Wall Shares as traded on the NASDAQ OTC Bulletin Board, the Directors propose to dispose of these Great Wall Sale Shares at the market at the then prevailing time.

Should the Company proceed with the Future Disposal of these 1,551,772 Great Wall Sale Shares, such disposal will constitute a very substantial disposal of the Company under the Listing Rules, and will be subject to the approval of the Shareholders. The Company proposes to seek prior approval of the Shareholders in respect of the Future Disposal at the SGM.

A circular containing, among other matters, further details on the Disposal and the Future Disposal and the notice of SGM will be despatched to the Shareholders within 21 days after the publication of this announcement.

At the request of the Company, trading in the Shares was suspended with effect from 2:30 p.m. on 17 July 2006 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 31 July 2006.

BACKGROUND

Reference is made to the announcement of the Company dated 23 September 2005 and the circular of the Company dated 30 November 2005, in relation to, among other matters, the Offer made by Great Wall for all the ChinaCast Shares (including the Sale Shares held by TVI) in accordance with Rule 15 of The Singapore Code of Take-overs and Mergers. Further details of the Offer have been disclosed in the announcement published by DBS Bank Ltd. for and on behalf of Great Wall dated 14 September 2005 in relation to the Offer.

* for identification purpose only

In accordance with the Existing Letter of Undertaking, TVI has agreed to accept the Offer in respect of the 66,074,441 ChinaCast Shares held by it and to elect to receive the Share Consideration in connection thereto in lieu of the cash consideration of S\$0.28 per Sale Share (equivalent to approximately HK\$1.37 per Sale Share). On the basis of 0.046970408 Great Wall Share for each ChinaCast Share held, TVI would receive approximately 3,103,543 Great Wall Shares in exchange for the 66,074,441 ChinaCast Shares. Based on the closing price of US\$5.13 per Great Wall Share as quoted on NASDAQ OTC Bulletin Board on 14 July 2006, the total value of the 3,103,543 Great Wall Shares would be US\$15,921,175.59 (equivalent to approximately HK\$124,185,000), that is, approximately HK\$1.879 per ChinaCast Share. The proposed disposal of the 66,074,441 Sale Shares by TVI to Great Wall pursuant to the Existing Letter of Undertaking constituted a very substantial disposal on the part of the Company and was subject to the approval of the Shareholders, which approval was obtained at a special general meeting of the Company on 16 December 2005.

Reference is also made to the announcement of the Company dated 22 March 2006 in which it also announced that Great Wall has extended the long stop date of the Offer to 31 December 2006 as additional time is required by Great Wall to satisfy the pre-conditions of the Offer.

The pre-conditions of the Offer are as follows:

- (a) all resolutions as may be necessary or incidental to approve, implement and effect the Offer, the acquisition of any ChinaCast Shares pursuant to the Offer or otherwise, and the allotment and issue of the new Great Wall Shares pursuant to the Offer or any other acquisitions of ChinaCast Shares (including pursuant to any compulsory acquisition pursuant to Section 102(1) of the Companies Act 1981 of Bermuda (as amended)) having been passed at a general meeting of the stockholders of Great Wall (or any adjournment thereof); and
- (b) ChinaCast providing Great Wall with audited consolidated financial statements of ChinaCast prepared in accordance with U.S. generally accepted accounting principles and Regulation S-X promulgated under the Securities Exchange Act of 1934, as amended, for at least its two most recent financial years and such other financial information as may be required to be included in any filing (or exhibit thereto) to be filed with the Securities and Exchange Commission in Singapore in connection with the Offer by 30 September 2005.

The extension of long stop date has been approved by the stockholders of Great Wall at a special meeting held on 21 March 2006. Great Wall has also obtained the ruling from the Securities Industry Council (the regulatory body on The Singapore Code of Take-overs and Mergers in Singapore) in respect of the extension of time.

As at the date of this announcement, TVI beneficially owns 66,074,441 ChinaCast Shares. For the reasons as set out under the section headed "Reasons for the Disposal" in this announcement, TVI entered into the Sale and Purchase Agreement for the disposal of 33,037,220 ChinaCast Shares held by it to the Purchaser. For further details of the Sale and Purchase Agreement, please refer to the section headed "Sale and Purchase Agreement" in this announcement.

For the remaining 33,037,221 ChinaCast Shares held by TVI, they will be exchanged into 1,551,772 Great Wall Shares under the Offer. Subject to the then prevailing market conditions, the Directors propose to dispose of the Great Wall Sale Shares in the market if they consider that the Future Disposal is in the interests of the Company and the Shareholders as a whole. For further details of the Future Disposal, please refer to the section headed "The Future Disposal of the Great Wall Sale Shares" in this announcement.

RENEWAL OF LETTER OF UNDERTAKING

In accordance with the terms of the Existing Letter of Undertaking, the Existing Letter of Undertaking expired on 13 July 2006 unless being renewed.

Under the Existing Letter of Undertaking, TVI has, among other matters, agreed:

- (a) to accept the Offer in respect of the Sale Shares held by it, not later than 5:00 p.m. (Singapore time) on the date falling seven business days after the date of despatch of the offer document in respect of the Offer;
- (b) to elect to receive the Share Consideration in connection thereto; and
- (c) not to sell, transfer, assign or otherwise dispose any part of the Great Wall Shares received by it pursuant to the acceptance of the Offer in a manner that would violate the Securities and Exchange Commission rules and regulations in Singapore.

There is no other restriction imposed on the subsequent sale of the Great Wall Shares to be held by TVI pursuant to the Existing Letter of Undertaking and the New Letter of Undertaking. In respect of term (c) above, the entering into of the Sale and Purchase Agreement and the Future Disposal will not breach such term. The Directors will take every measure to ensure that such term will not be violated.

For further details of the Existing Letter of Undertaking and the Offer, please refer to the circular of the Company dated 30 November 2005.

On 13 July 2006, TVI signed the New Letter of Undertaking to restate and substitute the Existing Letter of Undertaking in favour of Great Wall in relation to the Offer. The Purchaser was joined as an approved transferee. The terms of the New Letter of Undertaking in respect of the acceptance of the Offer essentially replicate the terms of the Existing Letter of Undertaking as set out above. The New Letter of Undertaking will be effective until ten months after the date of the New Letter of Undertaking. The Disposal will not breach and/or violate the terms contained in the New Letter of Undertaking as the Purchaser was an approved transferee under the New Letter of Undertaking.

The Purchaser, as the approved transferee under the New Letter of Undertaking, has agreed, with Great Wall that, among other matters, in the event all or any of the 66,074,441 Sale Shares (including but not limited to the First Sale Shares) is transferred by TVI to the Purchaser, then any transferred Sale Shares the Purchaser acquires are subject to the provisions of the New Letter of Undertaking.

SALE AND PURCHASE AGREEMENT

Date: 17 July 2006

Parties:

Vendor: TVI, a wholly owned subsidiary of the Company

Purchaser: Mr. Chan Tze Ngon, an executive Director and a substantial Shareholder of the Company

Since the Purchaser is an executive Director and a substantial shareholder of the Company, the Sale and Purchase Agreement constitutes a connected transaction of the Company under the Listing Rules.

Assets to be disposed

Pursuant to the Sale and Purchase Agreement, the Vendor has agreed to sell and the Purchaser has agreed to acquire the First Sale Shares, being 33,037,220 ChinaCast Shares in the issued share capital of ChinaCast, representing approximately 7.48% of the issued share capital of ChinaCast.

Consideration

S\$9,250,000 (equivalent to approximately HK\$45,279,000), i.e. equivalent to approximately S\$0.28 per Sale Share, shall be payable by the Purchaser to the Vendor in cashier orders issued by a licensed bank in Hong Kong and made payable in favour of the Vendor at Completion.

The consideration for the Disposal was arrived at after arm's length negotiations between TVI and the Purchaser with reference to the cash consideration of S\$0.28 (equivalent to approximately HK\$1.37 per Sale Share) for each ChinaCast Share under the Offer.

The price of S\$0.28 (equivalent to approximately HK\$1.37) for each First Sale Share represents:

- a discount of approximately 6.67% to the closing price of S\$0.30 per ChinaCast Share as quoted on the SGX-ST on 14 July 2006, being the last trading day immediately prior to the entering into the Sale and Purchase Agreement;
- a premium of approximately 9.80% over the closing price of S\$0.255 per ChinaCast Share as quoted on the SGX-ST on 13 September 2005, being the last trading day prior to the announcement published by DBS Bank Ltd. for and on behalf of Great Wall dated 14 September 2005 in relation to the Offer; and
- a premium of approximately 6.20% over the audited net asset value of approximately RMB1.33 (equivalent to approximately HK\$1.29) per ChinaCast Share as at 31 December 2005 as shown in ChinaCast's audited financial statements made up to 31 December 2005.

The highest and lowest closing prices per ChinaCast Share as quoted on the SGX-ST from 13 September 2005, being the last trading date prior to the announcement published by DBS Bank Ltd. for and on behalf of Great Wall in relation to the Offer, were as follows:

Month	Highest S\$	Lowest S\$
2005		
September (from 13 September 2005)	0.29	0.255
October	0.275	0.265
November	0.270	0.260
December	0.265	0.245
2006		
January	0.255	0.235
February	0.285	0.245
March	0.330	0.245
April	0.385	0.310
May	0.355	0.315
June	0.345	0.310
July (up to and including 14 July 2006)	0.320	0.300

As shown in the above table, the highest closing price per ChinaCast Share during the period was S\$0.385 and the lowest closing price was S\$0.235. The average daily trading volume of ChinaCast Shares as quoted on the SGX-ST during the period was approximately 900,000 ChinaCast Shares per trading day. Taking into account of the number of the First Sale Shares to be disposed of and the market fluctuations in the share price, coupled with the fact that the liquidity of ChinaCast Shares in the open market has been relatively thin in comparison with the 33,037,220 First Sale Shares to be disposed, the Group may not necessarily be able to dispose such number of ChinaCast Shares in the open market at such price. As such, the Directors consider that the discount of approximately 6.67% to the closing price of S\$0.30 per ChinaCast Share as quoted on the SGX-ST on 14 July 2006 is fair and reasonable.

Based on the closing price of US\$5.13 (equivalent to approximately HK\$40.014) per Great Wall Share as quoted on the NASDAQ OTC Bulletin Board on 14 July 2006, being the last trading day immediately prior to the entering into the Sale and Purchase Agreement, the 0.046970408 Great Wall Share (equivalent to one ChinaCast Share under the Share Consideration) will be valued at approximately US\$0.241 (equivalent to approximately HK\$1.879), which represents a premium of approximately 27.09% over the cash price of S\$0.28 (equivalent to approximately HK\$1.37) for each First Sale Share, and 1,551,772 Great Wall Shares (equivalent to approximately 33,037,220 ChinaCast Shares under the Share Consideration) will be valued at US\$7,960,589 (equivalent to approximately HK\$62,093,000), representing a difference of approximately HK\$16,814,000.

Whereas the Share Consideration under the Offer, based on the closing price of US\$5.13 (equivalent to approximately HK\$40.014) per Great Wall Share as quoted on the NASDAQ OTC Bulletin Board on 14 July 2006, represents a premium of approximately 27.09% over the consideration under the Sale and Purchase Agreement, the cash offer price offered by Great Wall under the Offer is S\$0.28, which also forms the basis for the consideration of the Sale and Purchase Agreement. The Directors also noted that the closing stock price per Great Wall Share has fallen from US\$5.30 as quoted on the NASDAQ OTC Bulletin Board on 13 September 2005, being the last trading date immediately before the announcement published by DBS Bank Ltd. for and on behalf of Great Wall in relation to the Offer, to US\$5.13 as quoted on the NASDAQ OTC Bulletin Board on 14 July 2006.

Taking into account of the uncertainty in the stock market conditions, the liquidity of the ChinaCast Shares and the requisite time to wait for the completion of the Offer, which is expected to be completed by 31 December 2006, the Directors consider that the cash offer price offered by Great Wall under the Offer, instead of the Share Consideration, is a better indicator. With the additional fact that the Company will receive the cash consideration in a lump sum upon Completion by 30 September 2006 and the Disposal represents a more certain and efficient way to realise part of the Group's investment in ChinaCast, the Directors consider that the consideration for the Disposal is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Conditions precedent

Completion shall be conditional upon and subject to, among other conditions:

- the passing by the Independent Shareholders at the SGM to be convened and held of the necessary resolutions to approve the Sale and Purchase Agreement and the transactions contemplated hereunder;
- the release and discharge by Great Wall of any obligations, liabilities, duties, commitments or otherwise any undertakings of TVI in respect of the First Sale Shares as may or might arise from the Existing Letter of Undertaking and/or the New Letter of Undertaking;
- without prejudice to (a) above, all necessary consents and approval required to be obtained on the part of TVI in respect of the Sale and Purchase Agreement and the transactions contemplated thereby having been obtained; and
- all necessary consents and approvals required to be obtained on the part of the Purchaser in respect of the Sale and Purchase Agreement and the transactions contemplated thereby having been obtained.

Each party to the Sale and Purchase Agreement shall exercise all its best endeavours to procure the satisfaction of the above conditions by 30 September 2006. In the event any of the conditions referred to above not being fulfilled (or waived) by 5:00 p.m. on 30 September 2006 (or such other time and date as may be agreed by TVI and the Purchaser), all rights, obligations and liabilities of the parties to the Sale and Purchase Agreement shall cease and determine and neither party shall have any claim against the other, save for any antecedent breaches of the terms thereof.

The Disposal of the 33,037,220 ChinaCast Shares and the Future Disposal of the about 1,551,772 Great Wall Shares are not inter-conditional upon each other. As at the date of this announcement, save as previously disclosed, the Group has not disposed any of the 66,074,441 Sale Shares.

Completion

Completion is expected to take place on the third Business Day after the conditions of the Sale and Purchase Agreement having been fulfilled (or waived) or such later date as may be agreed between the Vendor and the Purchaser.

The Purchaser will be able to accept the Offer upon Completion. Based on the closing price of US\$5.13 (equivalent to approximately HK\$40.014) per Great Wall Share as quoted on the NASDAQ OTC Bulletin Board on 14 July 2006, 1,551,772 Great Wall Shares (equivalent to approximately 33,037,220 ChinaCast Shares under the Share Consideration) will be valued at US\$7,960,589 (equivalent to approximately HK\$62,093,000), representing a difference of approximately HK\$16,811,000 to the consideration under the Sale and Purchase Agreement. Based on the cash offer price of S\$0.28 per ChinaCast Share offered by Great Wall under the Offer, the Purchaser will not obtain any gain under the Offer.

Upon Completion, the Group will continue to maintain sufficient level of business through Acacia Asia Partners Limited and Topasia Computer Limited, both of which are wholly owned subsidiaries of the Group. Acacia Asia Partners Limited is primarily a provider of IT management, online and support service as well as internet portal and data management services to property agencies in the PRC. Topasia Computer Limited remains a core operation of the Group, targeting at the trading and provision of repair and maintenance services to self-services facilities to the banking and finance sector of China. Topasia Computer Limited was able to achieve a turnover of HK\$120,188,000 for the year ended 31 December 2005. The Directors believe that there are tremendous potentials in the business of the two subsidiaries as the PRC market will continue to grow.

THE FUTURE DISPOSAL OF THE GREAT WALL SALE SHARES

Immediately upon Completion, the Group shall continue to hold 33,037,221 ChinaCast Shares, representing approximately 7.48% of the issued share capital of ChinaCast. Pursuant to the terms of the New Letter of Undertaking, TVI has agreed to elect to receive the Share Consideration in connection to the Offer. Upon completion of the Offer, and assuming that the Sale and Purchase Agreement has been completed accordingly, TVI will hold 1,551,772 Great Wall Shares. Subject to the price of Great Wall Shares as traded on the NASDAQ OTC Bulletin Board in the future, the Directors propose to dispose of the Great Wall Sale Shares to Independent Third Parties in the open market of the NASDAQ OTC Bulletin Board at the then prevailing market price if they consider that the Future Disposal is in the interests of the Company and the Shareholders as a whole.

The Future Disposal, which will be based on the prevailing market price in the open market of the NASDAQ OTC Bulletin Board will constitute a very substantial disposal of the Company under the Listing Rules and will be subject to approval of the Shareholders. In order to provide flexibility to the Group in disposing of the Great Wall Sale Shares, the Company will seek prior approval of the Shareholders in respect of the Future Disposal at the SGM. Such prior approval shall be effective for a period of one year from the date of passing the relevant resolution at the SGM. Should there be any remaining Great Wall Sale Shares to be disposed of after the one-year period, the Company will comply with all relevant rules of the Listing Rules, make further announcements in this regard and obtain approval from the Shareholders, where necessary. Should any further disposal of Great Wall Shares in the future when aggregated with the Future Disposal in the immediately preceding 12 months constitute any notifiable transactions which require Shareholders' approval under Rules 14.40 and 14.49 of the Listing Rules, the Company will obtain such Shareholders' approval prior to such further disposal accordingly.

The Future Disposal is conditional upon the approval of Shareholders at the SGM and the completion of the Offer. The Directors will consider various factors, such as the financial circumstances of the Company, the market price of the Great Wall Sale Shares and the need of funding of the Group, in respect of the Future Disposal prior to the disposal of any Great Wall Sale Shares.

INFORMATION ON CHINACAST

ChinaCast is a company incorporated in Bermuda with limited liability and together with its subsidiaries are principally engaged in the provision of technology services in the satellite communication industry. The issued shares of ChinaCast are listed on the SGX-ST.

The following table shows the audited financial information of ChinaCast for the year ended 31 December 2004 in accordance with the audited consolidated financial statements of ChinaCast:

	RMB (approximately)	HK\$ equivalent (approximately)
Turnover	RMB50,488,000	HK\$49,017,000
Net profit before taxation and extraordinary items	RMB34,839,000	HK\$33,824,000
Net profit before taxation and extraordinary items	RMB28,707,000	HK\$27,871,000
Total assets (as at 31 December 2004)	RMB564,877,000	HK\$548,424,000
Total liabilities (as at 31 December 2004)	RMB38,237,000	HK\$37,123,000
Net asset value	RMB526,640,000	HK\$511,301,000

The following table shows the audited financial information of ChinaCast for the year ended 31 December 2005 in accordance with the audited consolidated financial statements of ChinaCast:

	RMB (approximately)	HK\$ equivalent (approximately)
Turnover	RMB73,498,000	HK\$71,357,000
Net profit before taxation and extraordinary items	RMB54,345,000	HK\$52,762,000
Net profit before taxation and extraordinary items	RMB44,451,000	HK\$43,156,000
Total assets (as at 31 December 2005)	RMB660,515,000	HK\$641,277,000
Total liabilities (as at 31 December 2005)	RMB72,954,000	HK\$70,829,000
Net asset value	RMB587,561,000	HK\$570,448,000

The shareholding structure of ChinaCast as at the date of this announcement and immediately after Completion and immediately after completion of the Offer (assuming all of the shareholders of ChinaCast will accept the Offer) are as follows:

Name of shareholders of ChinaCast	At the date of this announcement and immediately before Completion		Immediately after Completion		Immediately after completion of the Offer assuming all shareholders of ChinaCast will accept the Offer	
	ChinaCast Shares	Approximate %	ChinaCast Shares	Approximate %	ChinaCast Shares	Approximate %
Super Dynamic Consultancy Limited	67,326,820	15.24%	67,326,820	15.24%	–	–
TVI	66,074,441	14.96%	33,037,221	7.48%	–	–
Intel Pacific, Inc	45,656,669	10.33%	45,656,669	10.33%	–	–
Hughes Network System, LLC	62,966,736	14.25%	62,966,736	14.25%	–	–
Cyber Smart Trading Limited	22,438,121	5.08%	22,438,121	5.08%	–	–
Chan Tze Ngon	750,000	0.17%	33,787,220	7.65%	–	–
Great Wall and/or other shareholders	176,603,714	39.97%	176,603,714	39.97%	441,816,501	100%
Total	441,816,501	100.00%	441,816,501	100.00%	441,816,501	100.00%

INFORMATION ON GREAT WALL

Great Wall is principally engaged in effecting mergers, capital stock exchanges, asset acquisitions or other similar business combination with a company having its primary operation in the PRC. Although the prospective target business of Great Wall is not limited to a particular industry, Great Wall initially intend to focus its search on target businesses in the PRC that are engaged in the technology, media or telecommunications industries.

The following table shows the audited financial information of Great Wall for the year ended 31 December 2004 in accordance with the audited consolidated financial statements of Great Wall:

	US\$ (approximately)	HK\$ equivalent (approximately)
Turnover	–	–
Net loss before taxation and extraordinary items	US\$142,000	HK\$1,108,000
Net loss before taxation and extraordinary items	US\$142,000	HK\$1,108,000
Total assets (as at 31 December 2004)	US\$24,057,000	HK\$187,645,000
Total liabilities (as at 31 December 2004)	US\$189,000	HK\$1,474,000
Net asset value	US\$23,868,000	HK\$186,170,000

The following table shows the audited financial information of Great Wall for the year ended 31 December 2005 in accordance with the audited consolidated financial statements of Great Wall:

	US\$ (approximately)	HK\$ equivalent (approximately)
Turnover	–	–
Net loss before taxation and extraordinary items	US\$370,000	HK\$2,886,000
Net loss before taxation and extraordinary items	US\$407,000	HK\$3,175,000
Total assets (as at 31 December 2005)	US\$24,298,000	HK\$189,524,000
Total liabilities (as at 31 December 2005)	US\$837,000	HK\$6,529,000
Net asset value	US\$23,462,000	HK\$183,004,000

Assuming all shareholders of ChinaCast will elect for the Share Consideration and all of the 9,031,950 outstanding warrants of Great Wall will be exercised, TVI will hold 1,551,772 Great Wall Shares, representing approximately 4.40% of the issued capital of Great Wall as enlarged by the exercise of the outstanding warrants.

REASONS FOR THE DISPOSAL

The Group is principally engaged in the provision of systems integration, software development, engineering, maintenance and professional outsourcing services and software solutions.

According to the audited consolidated financial statements of the Group for the year ended 31 December 2004 and 31 December 2005, the turnover of the Group was approximately HK\$237,841,000 and HK\$225,108,000 respectively, the net loss before taxation of the Group was approximately HK\$29,755,000 and HK\$39,516,000 respectively and the net loss after taxation of the Group was approximately HK\$29,930,000 and HK\$37,843,000 respectively.

Instead of waiting for completion of the Offer, the Directors consider that the Disposal provides a quicker way of realising its investment in ChinaCast. The Disposal represents a more certain and efficient way to realise part of the Group's investment in ChinaCast, in particular taking into account that the long stop date of the Offer has been extended to 31 December 2006. It is expected that the Group will record a gain of approximately HK\$5.5 million upon Completion after deducting the related fees and expenses for the Disposal.

The gross proceeds from the Disposal will amount to S\$9,250,000 (equivalent to approximately HK\$45,279,000). The Directors intend to apply the net proceeds from the Disposal as to approximately HK\$17,981,000 towards the general working capital of the Group for its daily operation of business and as to approximately HK\$26,000,000 towards future investment(s), including but not limited to the proposed acquisition under the MOU. On 17 July 2006, TVI and an Independent Third Party signed the non-binding MOU in relation the proposed acquisition of a mortgage broker company by TVI. Further terms and conditions of the proposed acquisition are still subject to further negotiation and cannot be ascertained as at the date of this announcement. The Company will comply with all relevant rules of the Listing Rules should any formal agreement be entered into. Save for the proposed acquisition pursuant to the MOU, as at the date of this announcement, no other investment has been identified.

REASONS FOR THE FUTURE DISPOSAL

The Directors are of the view that given the relative low percentage interests in Great Wall upon the completion of the Offer, the Group will not derive any material attributable profits from its investment in Great Wall. Accordingly, the Directors propose to dispose of the Great Wall Sale Shares upon their receipt.

The Future Disposal will provide the Group with more flexibility in dealing with the Great Wall Sale Shares. By obtaining prior approval from Shareholders at the SGM, depending on the market performance of Great Wall Shares on the NASDAQ OTC Bulletin Board, the Group will be in a position to timely dispose of the Great Wall Sale Shares should the Directors consider that the then prevailing price for the Future Disposal is in the interests of the Company and Shareholders as a whole. The Directors consider that the flexibility is of crucial importance in view of the rapid changing market conditions and fluctuations in stock prices.

Further announcements in respect of the Future Disposal will be made as and when appropriate.

The Directors intend to apply the proceeds from the Future Disposal towards the general working capital of the Group and/or any suitable investment(s).

FINANCIAL EFFECT OF THE DISPOSAL AND THE FUTURE DISPOSAL

Based on the aggregate consideration of S\$9,250,000 (equivalent to approximately HK\$45,279,000) for the sale and purchase of the First Sale Shares and the book value of the First Sale Shares of approximately HK\$38,454,000 as at 31 December 2005, it is estimated that upon Completion, the Group will record a gain of approximately HK\$5,500,000 on Disposal for the year ending 31 December 2006 after deducting the estimated related fees and expenses for the Disposal of approximately HK\$1.3 million and an increase in the net assets of the Group by approximately HK\$5,500,000. The Directors (including the independent non-executive Directors) consider that instead of acceptance of the offer, it is fair and reasonable for the Group to dispose of the First Sale Shares for a cash consideration of S\$9,250,000 (equivalent to approximately HK\$45,279,000), which carry an audited book value of approximately HK\$38,454,000 as at 31 December 2005.

Since the consideration for the Future Disposal of the Great Wall Sale Shares is yet to be ascertained, as at the date of this announcement, the Company cannot estimate the possible financial effect of the Future Disposal or to provide an accurate figure on the proceeds from the Future Disposal, although based on the closing price of US\$5.13 (equivalent to approximately HK\$40.014) per Great Wall Share as quoted on the NASDAQ OTC Bulletin Board on 14 July 2006, the Great Wall Sale Shares will be valued at US\$7,960,589 (equivalent to approximately HK\$62,093,000), representing a premium of approximately HK\$23,639,000 over the book value of HK\$38,454,000 in respect of the remaining 33,037,221 ChinaCast Shares as at 31 December 2005, and the Board thus expects that a gain will be achieved upon the Future Disposal.

LISTING RULES IMPLICATION

Since the Purchaser is an executive Director and a substantial Shareholder of the Company, he is a connected person of the Company under the Listing Rule and the Disposal constitutes a very substantial disposal and connected transaction of the Company under Rules 14.06 and 14A.13(1)(a) of the Listing Rules.

The Disposal is subject to the approval by the Independent Shareholders at the SGM by way of a poll. The Purchaser and his associates will abstain from voting on the relevant resolution(s) at the SGM. As at the date of this announcement, the Purchaser and his associates held 125,542,000 Shares, representing approximately 22.52% of the existing issued share capital of the Company. To the best knowledge, information and belief of the Directors, other than the Purchaser and his associates, no other Shareholders have a material interest in the Disposal and are thus required to abstain from voting at the SGM.

The Future Disposal will constitute a very substantial disposal of the Company under the Listing Rules and prior approval will be sought from the Shareholders. To the best knowledge, information and belief of the Directors, as at the date of this announcement, no Shareholder had a material interest in the Future Disposal and is required to abstain from voting at the SGM.

The Directors (including the independent non-executive Directors) are of the view that the Disposal and the Future Disposal are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The Independent Board Committee comprising Mr. Benedict Tai, Mr. Fu Yan Yan and Ms. Wang Xi Ling, all being independent non-executive Directors, will be established to advise the Independent Shareholders as to the fairness and reasonableness of the Disposal and whether the Disposal are in the interests of the Company and Shareholders as a whole. Taifook Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

GENERAL

A circular containing, among other matters, further details of the Disposal, the Future Disposal and the notice of SGM will be despatched to the Shareholders within 21 days after the publication of this announcement.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was suspended with effect from 2:30 p.m. on 17 July 2006 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 31 July 2006.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“associates”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors from time to time
“Business Day”	a day (other than a Saturday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“ChinaCast”	ChinaCast Communication Holdings Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the SGX-ST
“ChinaCast Shares”	shares of US\$0.08 each in the capital of ChinaCast
“Company”	Venture International Investment Holdings 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
“Completion”	completion of the sale and purchase of the First Sale Shares in accordance with Sale and Purchase Agreement
“Directors”	directors of the Company
“Disposal”	the disposal of First Sale Shares by TVI to the Purchaser pursuant to the Sale and Purchase Agreement and the transactions contemplated thereunder
“Existing Letter of Undertaking”	the existing letter of undertaking dated 13 September 2005 signed by TVI in favour of Great Wall in relation to the disposal of Sale Shares by TVI to Great Wall and the transactions contemplated thereby including the acceptance of the Offer and the election to receive the share consideration for the Sale Shares pursuant to the Offer
“First Sale Shares”	33,037,220 Sale Shares to be disposed by TVI to the Purchaser pursuant to the Sale and Purchase Agreement, representing approximately half of the Sale Shares and approximately 7.48% of the issued share capital of ChinaCast
“Future Disposal”	the proposal to dispose the Great Wall Sale Shares held by the Group at market price on the NASDAQ OTC Bulletin Board
“Great Wall”	Great Wall Acquisition Corporation, a company incorporated in the United States of America and the shares of which are listed on the NASDAQ OTC Bulletin Board
“Great Wall Shares”	shares of US\$0.001 each in the capital of Great Wall
“Great Wall Sale Shares”	the 1,551,772 Great Wall Shares to be held by the Group upon the election of Share Consideration under the Offer in respect of the 33,037,221 ChinaCast Shares held by it
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the board, comprising Mr. Benedict Tai, Mr. Fu Yan Yan and Ms. Wang Xi Ling, all being independent non-executive Directors, formed for the purpose of advising the Independent Shareholders on the Disposal
“Independent Shareholders”	the Shareholders other than the Purchaser and his associates
“Independent Third Party(ies)”	independent third party(ies) not being connected person(s) of the Company (as defined in the Listing Rules) and not connected with the directors, chief executive and substantial shareholders of the Company and any of its subsidiaries or their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“MOU”	the non-legally binding memorandum of understanding dated on 17 July 2006 and signed by TVI and an Independent Third Party in relation to the proposed acquisition by TVI of a mortgage broker company in PRC
“New Letter of Undertaking”	the renewed letter of undertaking in respect of the Offer dated 13 July 2006 on substantially similar terms as the Existing Letter of Undertaking signed by TVI and the Purchaser pursuant to which the Purchaser, as the approved transferee, will observe and discharge all the terms and conditions of that letter of undertaking in respect of any transferred Sale Shares to him as if he is TVI upon completion of such transfer
“Offer”	the pre-conditional voluntary offer to be made by Great Wall to acquire the entire issued share capital of ChinaCast, further details of which are set out in the announcement published by DBS Bank Ltd. for and on behalf of Great Wall dated 14 September 2005
“PRC”	the People’s Republic of China
“Purchaser”	Mr. Chan Tze Ngon, an executive Director and a substantial shareholder of the Company
“Sale and Purchase Agreement”	the sale and purchase agreement dated 17 July 2006 and entered into between TVI as vendor and the Purchaser as purchaser in relation to the sale and purchase of the First Sale Shares
“Sale Shares”	66,074,441 ChinaCast Shares, representing approximately 14.96% of the issued share capital of ChinaCast
“SGM”	the special general meeting to be convened and held for the purpose of considering and, if thought fit, approving the Disposal and the Future Disposal and the transactions contemplated thereunder
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share Consideration”	share consideration for the ChinaCast Shares pursuant to the Offer, which is 0.046970408 Great Wall Share for each ChinaCast Share held
“Shareholders”	holders of the Shares
“Shares”	ordinary shares of HK\$0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TVI”	Technology Venture Investments Limited, a wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“RMB”	Renminbi, the lawful currency for the time being of the PRC
“S\$”	Singapore dollars, the lawful currency for the time being of Singapore
“US\$”	United States dollars, the lawful currency for the time being of the United States of America
“%”	per cent.

For the purpose of this announcement, unless otherwise specified, conversions of United States dollars to Hong Kong dollars, Singapore dollars to Hong Kong dollars and Renminbi to Hong Kong dollars are based on the approximate exchange rate of US\$1.00 to HK\$7.80, S\$1.00 to HK\$4.895 and RMB1.03 to HK\$1.00 respectively.

By order of the board of directors of
Venture International Investment Holdings Limited
Chan Tze Ngon
Chairman

Hong Kong, 28 July 2006

As at the date of this announcement, Mr. Chan Tze Ngon and Mr. Wu Emmy are the executive Directors and Mr. Benedict Tai, 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.”