



VENTURE INTERNATIONAL INVESTMENT HOLDINGS LIMITED

(Formerly known as Technology Venture Holdings Limited)

(宏昌國際投資控股有限公司)*

(incorporated in Bermuda with limited liability)

(Stock Code: 61)

NOTICE OF SPECIAL GENERAL MEETINGS

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Venture International Investment Holdings Limited (the “**Company**”) to be held at Room 3101, 31st Floor, 118 Connaught Road West, Hong Kong on Monday, 18 September 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions with the ordinary resolution numbered 1 to be taken by way of a poll:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the sale and purchase agreement dated 17 July 2006 (the “**Sale and Purchase Agreement**”) entered into between Technology Venture Investments Limited as vendor and Mr Chan Tze Ngon as purchaser in relation to the sale and purchase of 33,037,220 shares of US\$0.08 each in the capital of ChinaCast Communication Holdings Limited (“**ChinaCast**”) for an aggregate consideration of approximately S\$9,250,000 (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and are hereby authorised to do all such acts and things and execute all documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Sale and Purchase Agreement and the matters contemplated therein.”

2. “**THAT**

- (a) subject to the completion of the Offer (as defined below) and the passing of this resolution, during the one year period from the passing of this resolution, the proposed future disposal (the “**Future Disposal**”) of all or any of the 1,551,772 shares of US\$0.001 each in the capital of Great Wall Acquisition Corporation (“**Great Wall**”) to be held by the Company and its subsidiaries in the open market of the NASDAQ OTC Bulletin Board (or other similar stock exchange) be and is hereby approved;
- (b) any one director of the Company be and are hereby authorised to do all such acts and things and execute all documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Future Disposal and the matters contemplated thereunder; and
- (c) for the purpose of this resolution, the “**Offer**” means the pre-conditional voluntary offer (including any amendments to that) 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.”

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

Hong Kong, 31 August 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 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. A form of proxy for use at the meeting is enclosed. 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 26th Floor, Tesbury Centre, 28 Queen’s Road East, 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, Mr. Chan Tze Ngon and Mr. Wu Emmy are executive Directors and Mr. Lo Siew Kiong, John, Mr. Fu Yan Yan and Ms. Wang Xi Ling are the independent non-executive Directors.

** for identification purpose only*

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