

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**(1) SUBSCRIPTION OF NEW SHARES
AND
(2) RESUMPTION OF TRADING**

On 25 February 2008 after trading hours, the Company entered into the Subscription Agreement with the Subscriber and the Guarantor pursuant to which the Subscriber have conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue an aggregate of 199,000,000 Shares at the Subscription Price of HK\$0.25 per Subscription Share.

The Subscription Price of HK\$0.25 per Subscription Share represents: (i) a discount of approximately 13.79% to the closing price of HK\$0.29 per Share as quoted on the Stock Exchange on 25 February 2008, being the last trading day immediately prior to the entering into of the Subscription Agreement; and (ii) a discount of approximately 16.11% to the average closing price of approximately HK\$0.298 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the entering into of the Subscription Agreement. The Subscription Price was arrived at after arm's length negotiations between the Company and the Subscriber with reference to the recent trading performance of the Shares. The Directors consider that the Subscription Price and the terms of the Subscription Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The Subscription Shares represent approximately 18.64% of the existing issued share capital of the Company and approximately 15.71% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The net proceeds of the Subscription of approximately HK\$49,650,000 will be applied towards the new agriculture businesses and the general working capital of the Group.

At the request of the Company, trading in the Shares was suspended with effect from 9:30 a.m. on 26 February 2008 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:30 a.m. on 27 February 2008.

SUBSCRIPTION AGREEMENT

Date

25 February 2008

Parties

Issuer: the Company

Subscriber: the Subscriber

Guarantor: the Guarantor

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, each of the Subscriber and its ultimate beneficial owner, the Guarantor, is an Independent Third Party. As at the date of this announcement, save for the holding of 23,883,783 Shares by the Subscriber, representing approximately 2.24% of the existing share capital of the Company, each of the Subscriber and the Guarantor does not hold any Shares or other securities in the Company and is not acting in concert with any of the Company's Shareholders as at the date of this announcement.

Pursuant to the Subscription Agreement, the Subscriber agreed to subscribe in cash and the Company agreed to allot and issue 199,000,000 Subscription Shares at the Subscription Price of HK\$0.25 per Subscription Share subject to the terms and conditions of the Subscription Agreement.

The Subscriber is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding. The ultimate beneficial owner of the Subscriber is the Guarantor. The Guarantor is a merchant and a professional investor and has substantial investments in a number of companies whose shares are listed on the Stock Exchange including but not limited to Artfield Group Limited, China Rise International Holdings Limited and China Motion Telecom International Limited. Pursuant to the Subscription Agreement, the Guarantor has agreed to guarantee the performance of the obligations of the Subscriber subject to and upon the terms and conditions of the Subscription Agreement.

Number of Subscription Shares

Pursuant to the Subscription Agreement, an aggregate of 199,000,000 Subscription Shares will be allotted and issue to the Subscriber. The 199,000,000 Subscription Shares represent approximately 18.64% of the existing issued share capital of the Company and approximately 15.71% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The aggregate nominal value of the Subscription Shares is HK\$19,900,000.

Subscription Price

The Subscription Price of HK\$0.25 per Subscription Share represents:

- (i) a discount of approximately 13.79% to the closing price of HK\$0.29 per Share as quoted on the Stock Exchange on 25 February 2008, being the last trading day immediately prior to the entering into of the Subscription Agreement; and
- (ii) a discount of approximately 16.11% to the average closing price of approximately HK\$0.298 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the entering into of the Subscription Agreement.

The net Subscription Price, after deduction of relevant expenses (including but not limited to legal expenses and disbursement) of approximately HK\$100,000, is estimated to be approximately HK\$0.249 per Subscription Share.

The Subscription Price was arrived at after arm's length negotiations between the Company and the Subscriber with reference to the recent trading performance of the Shares. Taking into consideration various factors, including the downward trend of the Share prices during the last one month due to the negative sentiments of the global financial markets, the Directors consider that the Subscription Price and the terms of the Subscription Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Rights

The Subscription Shares, when allotted and issued, will rank equally in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Subscription Shares.

Mandate to issue the Subscription Shares

The Subscription Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 199,291,710 Shares. As at the date of this announcement, no portion of the General Mandate was utilised. The Company has not repurchased any Shares within the last 30 days prior to the date of this announcement.

Conditions of the Subscription

The Subscription is conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Subscription Shares.

In the event that the condition of the Subscription are not fulfilled on or before 20 March 2008 or such other date as may be agreed between the parties to the relevant Subscription Agreement, the Subscription Agreement shall cease and determine and neither the Company nor the Subscriber shall have any obligations and liabilities under the Subscription Agreement.

Completion of the Subscription

Completion of the Subscription will take place at 4:00 p.m. on the third Business Days after the conditions of the Subscription are fulfilled (or such other date as may be agreed between the parties to the Subscription Agreement).

Application for listing

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

REASONS FOR THE SUBSCRIPTION AGREEMENT

The Group is principally engaged in the distribution of information technology products, provision of computer technology services, carrying on of property agency business and provision of management and consultancy services for agricultural cultivation in the PRC.

By entering into the Subscription Agreement, the Group can raise capital to further strengthen its financial position.

The gross proceeds of the Subscription is approximately HK\$49,750,000. The net proceeds of the Subscription of approximately HK\$49,650,000 will be applied towards the new agriculture businesses and the general working capital of the Group. As at the date of this announcement, the details of the intended use of the net proceeds have not been determined by the Company.

The Directors consider that the Subscription Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Subscriber and that the terms of the Subscription Agreement are fair and reasonable so far as the interests of the Company and the Shareholders as a whole are concerned. The Directors also consider that the Subscription will strengthen the financial position (in particular, the working capital and cash flow position) of the Group.

CHANGES IN SHAREHOLDING STRUCTURE

The changes in the shareholding structure of the Company as a result of the Subscription are as follows:

	As at the date of this announcement and immediately before completion of the Subscription		Immediately after completion of the Subscription	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Tse Michael Nam (<i>Note 1</i>)	50,996,000	4.78%	50,996,000	4.03%
The Subscriber (<i>Note 2</i>)	–	–	222,883,783	17.59%
Other public Shareholders	1,016,626,572	95.22%	992,742,789	78.38%
Total:	<u>1,067,622,572</u>	<u>100.00%</u>	<u>1,266,622,572</u>	<u>100.00%</u>

Notes:

1. Mr. Tse Michael Nam is the chairman and an executive Director of the Company.
2. Before the completion of the Subscription, the Subscriber is interested in 23,883,783 Shares, representing approximately 2.24% of the issued share capital of the Company and is classified as public Shareholders of the Company.

As at the date of this announcement, the Company has a total of 86,141,855 share options outstanding and HK\$79,650,000 outstanding convertible bonds (which may be converted into approximately 140,476,189 Shares).

FUND RAISING ACTIVITIES IN THE PAST TWELVE-MONTH PERIOD

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds
16 June 2007	Top-up Placing involving the issue of 160,000,000 new Shares	Approximately HK\$113,000,000	To finance the possible acquisition of or participation in, any potential investments or projects which are in line with the principal business of the Group and considered by the Directors to be in the interests of the Company and the Shareholders as a whole, and/or as the general working capital of the Group.	All of the proceeds has been utilised as intended (<i>Note 1</i>)

Notes:

1. The proceeds have been utilized as to HK\$70 million for the acquisition of Quest Asia Development Limited, HK\$28 million for the setting up to a joint venture and HK\$15 million was applied for the general working capital of the Group (references are made to the circulars of the Company dated 16 August 2007 and 25 October 2007 in relation to the acquisition of Quest Asia Development Limited and the formation of Hainan Venture Zhengke Bioenergy Development Company Limited respectively).

Save as disclosed above, no fund raising activity has been carried out by the Company in the twelve months immediately prior to the date of this announcement.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was suspended with effect from 9:30 a.m. on 26 February 2008 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:30 a.m. on 27 February 2008.

DEFINITIONS

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

“acting in concert” has the meaning ascribed to this term under the Hong Kong Code on Takeovers and Mergers

“associates”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	Venture International Investment Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange
“connected persons”	has the meaning ascribed to it in the Listing Rules
“Directors”	the directors of the Company
“General Mandate”	the general mandate granted to the Directors to allot, issue and deal with Shares at the special general meeting of the Company held on 5 September 2007
“Group”	the Company and its subsidiaries
“Guarantor”	Yam Tak Cheung, an Independent Third Party
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of the Company and connected persons (as defined in the Listing Rules) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shareholders”	holders of the Shares
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscriber”	Integrated Asset Management (Asia) Limited, the subscriber to the Subscription Agreement and an Independent Third Party
“Subscription”	the subscription for the Subscription Shares by the Subscriber pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 25 February 2008 and entered into among the Company, the Subscriber and the Guarantor
“Subscription Price”	the subscription price of HK\$0.25 per Subscription Share
“Subscription Shares”	an aggregate of 199,000,000 Shares to be subscribed by the Subscriber pursuant to the Subscription Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board of
Venture International Investment Holdings Limited
Tse Michael Nam
Chairman

Hong Kong, 26 February 2008

As at the date of this announcement, Mr. Tse Michael Nam and Mr. Chan Tze Ngon are the executive Directors and Mr. Tai Benedict, Mr. Lim Yew Kong, John and Mr. Puongpun Sananikone are the independent non-executive Directors.

** for identification purpose only*