

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Technology Venture Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

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TECHNOLOGY VENTURE HOLDINGS LIMITED

(宏 昌 科 技 集 團 有 限 公 司)*

(incorporated in Bermuda with limited liability)

**PROPOSALS RELATING TO
AMENDMENT OF BYE-LAWS
AND NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting of Technology Venture Holdings Limited to be held at the board room of 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong on 8 August 2003 at 11:00 a.m. is set out on pages 5 to 9 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Board”	the board of Directors of the Company
“business day”	any day on which the Stock Exchange is opened for the business of dealing in securities
“Bye-laws”	the bye-laws of the Company
“Company”	Technology Venture Holdings Limited (宏昌科技集團有限公司*), a company incorporated in Bermuda with limited liability and whose securities are listed on the Stock Exchange
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 July 2003, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“SGM”	the special general meeting of the Company to be held at the board room of 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong on 8 August 2003 at 11:00 a.m. the notice of which is set out on pages 5 to 9 of this circular
“Shareholder(s)”	holders of Share(s) in issue
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$ and cents”	Hong Kong dollar and cents respectively, the lawful currency of Hong Kong
“%”	per cent

* for identification purpose only

LETTER FROM THE CHAIRMAN



TECHNOLOGY VENTURE HOLDINGS LIMITED

(宏 昌 科 技 集 團 有 限 公 司) *

(incorporated in Bermuda with limited liability)

Executive Directors:

Mr Chan Tze Ngon
Mr Emmy Wu
Mr Tang Kin Hung
Mr Chow Siu Lam, Cliff

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Dr Lo Siew Kiong, John, OBE JP
Mr Fu Yan Yan

Head Office and Principal

Place of Business in Hong Kong:
8th Floor, Tianjin Building
167 Connaught Road West
Hong Kong

17 July 2003

To the shareholders

Dear Sir or Madam,

**PROPOSALS RELATING TO AMENDMENT OF BYE-LAWS
AND NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with requisite information regarding a special resolution to be proposed at the SGM. The Directors propose to make certain amendments to the Bye-laws.

BACKGROUND

Recent changes in respect of distribution of financial statements

Following the recent amendments to the Hong Kong Companies Ordinance, as set out in the Companies (Amendment) Ordinance 2001 and the Companies (Summary Financial Reports of Listed Companies) Regulation, the Stock Exchange has amended the Listing Rules to permit all issuers to distribute summary financial reports in place of a full annual report, provided that they ascertain the wishes of shareholders and comply with the relevant legal requirements of their own jurisdictions and provisions of their own memorandum and articles of association. Issuers, which are incorporated overseas and which wish to distribute summary financial reports, should comply with provisions, which are no less onerous than those under Hong Kong law for issuers incorporated in Hong Kong.

* *for identification purpose only*

LETTER FROM THE CHAIRMAN

A summary financial report would be derived from an issuer's annual report. An issuer would not send summary financial reports to its shareholders unless it has ascertained whether shareholders wish to receive a full annual report or a summary financial report. An issuer would be considered to have sufficiently ascertained the wishes of a shareholder, if it has sent a notice but does not receive a response within thirty (30) days, in which case a shareholder is considered to have agreed to receive a summary financial report. Shareholders of an issuer will still be entitled to request a full annual report, if they wish to receive one.

Recent changes in respect of corporate communications

The Listing Rules have further been amended so as to allow issuers to send or otherwise make available corporate communications to holders of securities using electronic means with their prior approval if this would be allowed under applicable laws and regulations and the listed issuers' own constitutional documents. In addition, listed issuers which choose to make available corporate communications using electronic means will be required to comply with a standard which is no less onerous than that imposed from time to time in this regard under Hong Kong law, irrespective of their place of incorporation.

A corporate communication may be sent or otherwise made available by a listed issuer to a holder of its securities using electronic means only where the listed issuer has previously received from that holder an express, positive confirmation in writing that the holder wishes to receive or otherwise have made available to the holder the corporate communication by the means and in the manner proposed by the listed issuer.

A listed issuer making available corporate communications to holders of its securities using electronic means must afford holders the rights at any time by reasonable notice in writing to change their choice and must set out in each such corporate communication the steps for notifying the listed issuer of any such change together with a statement expressly informing holders that:

- holders may at any time choose to receive corporate communications either in printed form or using electronic means; and
- holders who have chosen to receive the corporate communication using electronic means and who for any reason have difficulty in receiving or gaining access to the corporate communication will promptly upon request be sent the corporate communication in printed form free of charge.

Reasons for the proposed amendments

The reasons for the proposed amendments are:–

- (i) to keep the Bye-laws in line with the requirements of the Companies Act 1981 of Bermuda and the Listing Rules (including, matters involving corporate representatives of clearing houses, manner of execution of share transfers and share certificates, audit requirements and designation of shares with different voting rights);
- (ii) to give flexibility to the Company by updating the Bye-laws to incorporate recent changes to the Listing Rules in relation to distribution of financial statements and corporate communications; and
- (iii) to clarify and improve on the drafting of certain provisions of the Bye-laws.

LETTER FROM THE CHAIRMAN

The proposed amendments to the Bye-laws are set out in resolution 1 in the Notice of the SGM set out on pages 5 to 9 of this circular.

NOTICE OF SPECIAL GENERAL MEETING

The Notice of the SGM, which contains, inter alia, a special resolution to amend the Bye-laws, is set out on pages 5 to 9 of this circular.

There is enclosed a form of proxy for use at the SGM. Whether or not you intend to be present at the SGM, you are requested to complete the form of proxy and return it to the Company's Hong Kong branch registrar, Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the SGM. The completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM should you so wish.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors believe that the proposals for the adoption of the amendment of the Bye-laws are in the interests of the Company and Shareholders. Accordingly, the Board recommends that Shareholders should vote in favour of all of these resolutions to be proposed at the SGM.

Yours faithfully,
Chan Tze Ngon
Chairman

NOTICE OF SPECIAL GENERAL MEETING



TECHNOLOGY VENTURE HOLDINGS LIMITED (宏昌科技集團有限公司)*

(incorporated in Bermuda with limited liability)

NOTICE IS HEREBY GIVEN that the Special General Meeting of the company will be held at the board room of 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong on 8 August 2003 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as Special Resolution of the Company:

SPECIAL RESOLUTION

1. **“THAT** the Bye-laws of the Company be and are hereby amended in the following manner:–

- (i) by deleting the word “21” in the definition of Bye-law 1(A)(i) and replacing it with the word “18”;
- (ii) by inserting in Bye-law 1 after the definition of “the Company” the following new definition:

“Company’s website” shall mean the website of the Company to which any shareholder may have access, the address or domain name of which has been notified to the shareholders at the time the Company seeks the relevant shareholder’s consent for the purposes of Bye-law 183(B) or, as subsequently amended by notice given to the shareholders in accordance with Bye-law 183;”

- (iii) by inserting the words “and includes any assistant, deputy, acting or temporary secretary” at the end of the definition of “Secretary” in Bye-law 1;
- (iv) by inserting the following paragraph at the end of the definition paragraph of “writing” or “printing” in Bye-law 1:

“and including where the representation takes the form of electronic display, provided that the same is available for download onto a user’s computer or for printing through conventional small office equipment or is placed on the Company’s website and, in each case, the shareholder concerned (where the relevant provision of these Bye-laws require the delivery of service of any document or notice on him in his capacity as shareholder) has elected for the receipt of the relevant download or notice through electronic means and both the mode of service of the relevant document or notice and the shareholder’s election comply with all applicable laws and regulations and the requirements of the stock exchange of the Relevant Territory”

* *for identification purpose only*

NOTICE OF SPECIAL GENERAL MEETING

(v) by re-numbering the existing Bye-law 19 as Bye-law 19(A);

(vi) by inserting the following paragraph as new Bye-law 19(B):

“(B) The Company may, in the event of a change in the form of definitive share certificates adopted by the Directors, issue new definitive share certificates to all holders of shares appearing on the register in replacement of old definitive certificates issued to such holders. The Directors may resolve whether or not to require the return of the old certificates as a condition precedent to the issue of replacement certificates and, as regards any old certificates which have been lost or defaced, to impose such conditions (including as to indemnity) as the Directors shall see fit. If the Directors elect not to require the return of the old certificates, the same shall be deemed to have been cancelled and of no further effect for all purposes.”

(vii) by inserting the following sentence after the word “includes” in the fifth line of Bye-law 21:

“shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares and where the capital of the Company includes”

(viii) by inserting the following sentence after the word “newspaper” in the second line of Bye-law 48:

“and, where applicable, in the Newspapers or by any electronic means in such manner as may be accepted by the stock exchange in the Relevant Territory,”

(ix) by deleting the existing Bye-law 94(B) in its entirety and replacing therewith the following new Bye-law 94(B):

“(B) Where a shareholder is a clearing house (or its nominee and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of shareholders provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-Law shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation, including the right to vote individually on a show of hands.”

(x) by inserting the following paragraph as new Bye-law 178(C):

“(C) Subject to due compliance with the Statutes and the rules of the stock exchange in the Relevant Territory, and to obtaining all necessary consents, if any, required thereunder and such consents being in full force and effect, the requirements of Bye-law 178(B) shall be deemed satisfied in relation to any person by sending to the person in any manner

NOTICE OF SPECIAL GENERAL MEETING

not prohibited by the Statutes and instead of such copies, a summary financial statement derived from the Company's annual financial statements and the directors' report thereon, which shall be in the form and containing the information required by applicable laws and regulation, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon."

- (xi) by deleting the word "fourteen" in Bye-law 181 and replacing therewith the word "twenty-one";
- (xii) by re-numbering the existing Bye-law 183 as Bye-law 183(A) and inserting the words "Subject to Bye-law 183(B)" at the beginning of the new Bye-law 183(A);
- (xiii) by inserting the following paragraph as new Bye-law 183(B):

"(B) Subject to due compliance with the rules of the stock exchange in the Relevant Territory, and to obtaining all necessary consents, if any, required and such consents being in full force and effect, any notice or document (including any document or notice issued or to be issued by the Company for the information and/or action of holders of any of its securities and whether or not given or issued under these Bye-laws) may also be served by the Company on any shareholder or holder of other securities of the Company by electronic means:

- (i) at his electronic address or website as appearing in the Register (if any); or
- (ii) at any other electronic address or website supplied by him to the Company for the purpose of such transmission; or
- (iii) by placing it on the Company's website provided that where the relevant documents are the Company's directors' report, annual financial statements, auditors' report and, where Bye-law 178(C) applies, a summary financial statement, any service of such documents by placing on the Company's website shall also be accompanied by a notice of the publication ("**notice of publication**") of such documents on the Company's website given to the shareholder concerned in the manner referred to in Bye-law 183(A) or in any other manner agreed between the shareholder concerned and the Company;

provided that (aa) in the case of joint holders of share, any consent required from the shareholder concerned for the purposes of this Bye-law 183(B) shall be given by that one of the joint holders who is entitled to receive notice pursuant to Bye-law 183(A); and

NOTICE OF SPECIAL GENERAL MEETING

(bb) the Company may, for the purposes of this Bye-law 183 (B), propose to its shareholders any one or more or all of the above means of electronic communication.”

(xiv) by inserting the following paragraphs as new Bye-laws 184(D) and 184(E):

“(D) Notwithstanding any election by a member, if the Company is advised that the sending of any notice or other document to any electronic address supplied by a shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the member located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the shareholder concerned, place the same on the Company’s website, and any such placement shall be deemed effective service on the shareholder, and the relevant notice and document shall be deemed to be served on the shareholder on which the same is first placed on the Company’s website.

(E) Notwithstanding any election by a member from time to time to receive any notice or document through electronic means, such member may, at any time require the Company to send to him, in addition to an electronic copy thereof a printed copy of any notice or document which he, in his capacity as shareholder, is entitled to receive.”

(xv) by inserting the following paragraphs as new Bye-laws 185(C) and (D):

“(C) Any notice or document sent by electronic transmission shall be deemed to have been served on the day on which the notice is sent.

(D) Any notice or document placed on the Company’s website is deemed given by the Company to a shareholder on the day the notice or document is placed on the Company’s website except where the document is the Company’s directors’ report, annual financial statements or auditors’ report and, where applicable, summary financial statement, then such document shall be deemed to be served on the day following that on which a notice of publication is deemed served on the shareholder.”

(xvi) by re-numbering the existing Bye-laws 185(C) and (D) as new Bye-laws 185(E) and (F) respectively and inserting the following paragraph as new Bye-law 185(G):

“(G) Any notice may be given to a shareholder either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

(xvii) by inserting the words “(including electronic address)” after the word “address” in the sixth line of Bye-law 186.

NOTICE OF SPECIAL GENERAL MEETING

2. To transact any other business.

By Order of the Board
Chan Tze Ngon
Chairman

Hong Kong, 17 July 2003

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person to represent the member.
- (2) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's Hong Kong branch registrar, Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, 167 Connaught Road West, Hong Kong not less than 48 hours before the time for holding the meeting.
- (3) Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- (4) Where there are joint holders of any shares, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (5) The Bye-laws of the Company are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of Resolution 1 above on amendments of Bye-laws is purely a translation only. Should there be any discrepancies, the English version shall prevail.