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## **WISDOM VENTURE HOLDINGS LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code : 554)**

**FURTHER DELAY IN DESPATCH OF CIRCULAR  
AND  
PROPOSED CHANGE OF NAME OF THE COMPANY  
AND  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES  
OF ASSOCIATION OF THE COMPANY  
AND  
CHANGE OF PRINCIPAL PLACE OF BUSINESS**

### **Further delay in despatch of Circular**

The deadline for despatch of the Circular will be extended from 25 November 2004 to 16 December 2004.

### **Proposed change of name of the Company and amendments to the Memorandum and Articles**

The Directors propose to change the name of the Company to “Hans Energy Company Limited 漢思能源有限公司\*”. In view of the above, the Directors propose to amend the Memorandum and Articles in order to reflect the proposed change of name of the Company.

The proposed change of name of the Company and amendments to the Memorandum and Articles are subject to approval by the Shareholders by way of special resolutions at a general meeting of the Company. A circular containing, among other things, particulars of the proposed change of name of the Company and amendments to the Memorandum and Articles will be despatched to the Shareholders as soon as practicable.

### **Change of principal place of business**

The Directors announce that the principal place of business of the Company will be changed to Room 2708-12, 27th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong with effect from 29 November 2004.

## **FURTHER DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement of the Company dated 3 November 2004 whereby it was announced that the Company has obtained a waiver from The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for an extension of the deadline for the despatch of the circular (the “Circular”) from 4 November 2004 to 25 November 2004 in relation to, among other things,

the transactions contemplated under a sale and purchase agreement dated 5 October 2004 made between the Company as the purchaser, Vand Petro-Chemicals (BVI) Company Ltd as the vendor and Mr. David An as the guarantor for the sale and purchase of the entire issued share capital of Union Petro-Chemicals (BVI) Company Limited (the “Acquisition”) (details of the Acquisition are set out in an announcement of the Company dated 13 October 2004).

As additional time is required by the Company to finalize the financial information for inclusion in the Circular, the Company has applied to and has obtained a waiver from the Stock Exchange for an extension of the deadline for the despatch of the Circular from 25 November 2004 to 16 December 2004.

## **PROPOSED CHANGE OF NAME OF THE COMPANY**

The Company has been using the name of Wisdom Venture Holdings Limited 智業控股有限公司 since 16 December 2002. Conditional upon completion of the Acquisition, the directors of the Company (the “Directors”) propose to change the name of the Company to “Hans Energy Company Limited 漢思能源有限公司\*” so as to reflect the focus of the Company’s resources on the business of storage and transshipment of oil and liquid petrochemical products in the PRC after completion of the Acquisition.

The proposed change of name of the Company is subject to approval by the shareholders of the Company (the “Shareholders”) and shall take effect from the date of completion of the Acquisition. Upon the proposed change of name of the Company becoming effective, the Company will carry out the necessary filing procedures with the Registrar of Companies in the Cayman Islands and with the Registrar of Companies in Hong Kong.

The proposed change of name of the Company will not affect any of the rights of the existing Shareholders. All existing share certificates in issue bearing the present name of the Company will after the proposed change of name continue to be evidence of title to the shares of the Company and will be valid for trading, settlement and delivery for the same number of shares of the Company as if they were in the new proposed name of the Company. Any issue of share certificates thereafter will be in the new Company’s name. There will be no special arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the Company’s new name.

An announcement will be made once the proposed change of name of the Company becomes effective.

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

In view of the above proposed change of name of the Company, it is proposed that the memorandum and articles of association of the Company (the “Memorandum and Articles”) be amended correspondingly so as to reflect such change of name.

## **CIRCULAR**

The proposed change of name of the Company and the amendments to the Memorandum and Articles are subject to approval by the Shareholders by way of special resolutions at an extraordinary general meeting of the Company (“EGM”). A circular containing, among other things, particulars of the proposed change of name of the Company and amendments to the

Memorandum and Articles together with a notice convening the EGM for approval of, among other things, the proposed change of name of the Company and amendments to the Memorandum and Articles will be despatched to the Shareholders as soon as practicable.

## **CHANGE OF PRINCIPAL PLACE OF BUSINESS**

The Directors announce that the principal place of business of the Company will be changed to Room 2708–12, 27th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong with effect from 29 November 2004.

As at the date of this announcement, Mr. David An, Ms. Feng Ya Lei, Mr. Zhou Nan Zheng and Ms. Kwan Po Wan are executive Directors, and Mr. Li Wai Keung, Mr. Liu Jian and Mr. Liu Wei are independent non-executive Directors.

By Order of the Board  
**Wisdom Venture Holdings Limited**  
**David An**  
*Chairman*

Hong Kong, this 24th day of November 2004

\* *The Chinese name is for identification purpose only.*

*Please also refer to the published version of this announcement in the (**The Standard**)*