

## VICTORIA PEAK INTERNATIONAL FINANCE LIMITED

To the Distributors of the Notes:

Bank of China (Hong Kong) Limited	Fubon Bank (Hong Kong) Limited
Bank of Communications Co., Ltd. Hong Kong Branch	ICEA Securities Ltd.
Chiyu Banking Corporation Limited	Chong Hing Bank Limited
CITIC Ka Wah Bank Limited	Nanyang Commercial Bank, Limited
Core Pacific-Yamaichi International (H.K.) Limited	Shanghai Commercial Bank Limited
	Wing Hang Bank, Ltd.
	Wing Lung Bank Limited

### Octave Notes Series 8

**USD Credit-Linked Secured Callable Step-up Fixed Rate Notes due 2011 (ISIN: XS0238931694) ("Tranche A Notes")**

**HKD Credit-Linked Secured Callable Step-up Fixed Rate Notes due 2011 (ISIN: XS0238931009) ("Tranche B Notes")**

**(each a "Tranche" and the notes of any or all Tranches, the "Notes") issued by Victoria Peak International Finance Limited pursuant to its Retail Note Programme (the "Programme")**

We are writing to you because of recent market events. As previously, although we are under no obligation to provide information in respect of the Notes or the Underlying Securities beyond that specified in the Offering Documents, in the present exceptional circumstances we believe it may be helpful to write to all Distributors to provide certain information relating to the Notes and the Underlying Securities. We would encourage you to provide this information to your customers who invested in the Notes.

Since we sent our previous notice to you in relation to the Notes on 16 March 2009, a credit event has occurred in respect of Syncora Guarantee Inc. (formerly known as XL Capital Assurance Inc.). Whilst this is not a Reference Entity under the Notes, it is a reference entity under the Underlying Securities.

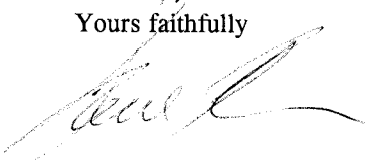
As of the date of this notice, the occurrence of this credit event has not resulted in an Underlying Securities Default Event or an Early Redemption Event in relation to the Notes. The Issuer can give no assurance as to whether an Underlying Securities Default Event or an Early Redemption Event will or will not occur in relation to the Notes in the future.

If you have any questions or queries regarding this notice or the Notes, please consult your own legal, tax, accountancy or other professional adviser as you may see fit.

Capitalised terms used but not otherwise defined in this notice or otherwise specified shall have the meanings ascribed thereto in the Issue Prospectus relating to the Notes dated 21 November 2005 (the "**Issue Prospectus**") or the Private Placement Memorandum Supplement of the Underlying Securities dated 23 January 2006 (the "**PPMS**"). The Issue Prospectus, the

PPMS and certain other documents and information in relation to the Notes can be viewed on the following website: [www.morganstanley.com/octavenotes](http://www.morganstanley.com/octavenotes).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Kareem Robinson', written over a light blue horizontal line.

**VICTORIA PEAK INTERNATIONAL FINANCE LIMITED**

**BY: Kareem Robinson**

**7 May 2009**