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UNIONBRIDGE
UNION BRIDGE HOLDINGS LIMITED
聯僑集團控股有限公司*

(to be renamed as Palmpay China (Holdings) Limited 中國掌付 (集團) 有限公司)*

(incorporated in Bermuda with limited liability)

(Stock Code: 8047)

**PRIVATE PLACING OF NON-LISTED WARRANTS
AND
RESUMPTION OF TRADING**

Financial Adviser to the Company



INCUB Corporate Finance Limited

PLACING OF WARRANTS

The Directors are pleased to announce that on 27 August 2007, the Company as issuer entered into the conditional Warrant Placing Agreement, the Subscriber as subscriber and Mr. Chong as guarantor in relation to a private placing of 223,000,000 Warrants to the Subscriber, at the Warrant Issue Price of HK\$0.007.

The Warrants entitle the Subscriber to subscribe for the New Shares at the Subscription Price of HK\$0.543 per New Share for a period of 30 months commencing from the date of issue of the Warrants. Each Warrant carries the right to subscribe for one New Share.

Completion is subject to the fulfillment of the conditions stated in the section headed “Conditions of the Warrant Placing” in this announcement.

It is intended that the net proceeds from the Warrant Placing of approximately HK\$1.1 million will be applied as general working capital of the Group.

The New Shares will be issued under the General Mandate.

* *for identification purpose only*

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares which may fall to be allotted and issued upon exercise of the subscription rights attaching to the Warrants. No listing of the Warrants will be sought on GEM or any other stock exchanges.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was suspended with effect from 9:30 a.m. on 27 August 2007 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 28 August 2007.

WARRANT PLACING AGREEMENT

Date: 27 August 2007

Parties: (i) Issuer: the Company
(ii) Subscriber: the Subscriber
(iii) Guarantor: Mr. Chong

Information on the Subscriber

Big Well Investments Limited, being the Subscriber, is a company incorporated in the British Virgin Islands carrying on the principal business of investment holding and is wholly and beneficially owned by Mr. Chong. Apart from the entering into of the Warrant Placing Agreement, Big Well Investments Limited has not conducted any business activity since its incorporation.

Mr. Chong is a merchant and a private investor who has extensive experience in the management, operation and strategic planning in various corporations engaging in a variety of business activities in Hong Kong and the PRC.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Subscriber and its ultimate beneficial owner, being Mr. Chong, are third parties independent of the Company and connected persons of the Company (as defined under the GEM Listing Rules). Prior to the entering into of the Warrant Placing Agreement, neither the Subscriber nor Mr. Chong has any interests in or business dealings/transactions with the Group.

In addition, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Subscriber and its ultimate beneficial owner, being Mr. Chong, are also third parties independent of and not connected nor are they parties acting in concert with Rich Regent Inc., being the subscriber to 93,000,000 non-listed warrants of the Company as disclosed in the announcement of the Company dated 13 October 2006, and Mr. Ng Sze Hoi, Danny, the ultimate beneficial owner of Rich Regent Inc..

Number of Warrants

Pursuant to the Warrant Placing Agreement, the Subscriber has agreed to subscribe for and the Company has agreed to issue 223,000,000 Warrants, representing 100% of the aggregate number of Warrants to be issued.

Warrant Issue Price

The Warrant Issue Price is HK\$0.007 per Warrant. Taking into account, among other fees, legal fees, printing expenses and the fees for the application of listing of the New Shares, the net Warrant Issue Price is approximately HK\$0.005 per Warrant.

Subscription Price

The Subscription Price is HK\$0.543 per New Share, which is same as the net Subscription Price and is subject to adjustment based on the prescribed formulas as set out in the instrument creating the Warrants for the happening of the following adjustment events:

- (i) an alteration of the nominal amount of each Share by reason of any consolidation or subdivision;
- (ii) an issue (other than pursuant to a scrip dividend scheme in lieu of a cash dividend) by the Company of Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
- (iii) a capital distribution in cash or in specie other than out of distributable profits of the Company being made by the Company, whether on a reduction of capital or otherwise, to Shareholders (in their capacity as such);
- (iv) a grant by the Company to Shareholders (in their capacity as such) of rights to acquire for cash assets of the Company or any of its subsidiaries;
- (v) an offer of new Shares for subscription by way of rights, or a grant of options or warrants to subscribe for new Shares, at a price which is less than 80 per cent. of the average market price of one Share for the five consecutive dealings days ending on such last dealing day immediately preceding the day on which the market price is to be ascertained (the “**market price**”) being made by the Shareholders (in their capacity as such);
- (vi) an issue wholly for cash being made by the Company or any of its subsidiaries of securities convertible into or exchangeable for or carrying rights of subscription for new Shares, if in any case the total effective consideration per new Share is less than 80 per cent. of the market price, or the conversion, exchange or subscription rights of any such issue are altered so that the said total effective consideration is less than 80 per cent. of such market price;

- (vii) an issue of Shares being made wholly for cash at a price less than 80 per cent. of the market price; and
- (viii) the purchase by the Company of Shares or securities convertible into Shares or any rights to acquire Shares (excluding any such purchase made on the Stock Exchange or any recognised stock exchange, being a stock exchange recognised for this purpose by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and the Stock Exchange) in circumstances where the Directors consider that it may be appropriate to make an adjustment to the Subscription Price.

Every adjustment to the Subscription Price shall be certified either (at the option of the Company) by the auditors of the Company or by an approved merchant bank.

The Subscription Price represents (i) a premium of approximately 9.70% over the closing price of HK\$0.495 per Share as quoted on GEM on 24 August 2007, being the last trading day before the date of the Warrant Placing Agreement; (ii) a premium of approximately 12.89% over the average closing price of HK\$0.481 per Share as quoted on GEM for the last five trading days up to and including 24 August 2007; (iii) a premium of approximately 10.59% over the average closing price of HK\$0.491 per Share as quoted on GEM for the last ten trading days up to and including 24 August 2007; and (iv) a premium of approximately 654.22% over the latest published audited net asset value per Share of approximately HK\$0.083 as shown in the Group's audited consolidated financial statements for the financial year ended 31 March 2007 (on the basis of 1,118,967,500 total existing issued Shares as at the date of this announcement).

The aggregate of the Warrant Issue Price and the Subscription Price represents (i) a premium of approximately 11.11% over the closing price of HK\$0.495 per Share as quoted on GEM on 24 August 2007, being the last trading day before the date of the Warrant Placing Agreement; (ii) a premium of approximately 14.35% over the average closing price of HK\$0.481 per Share as quoted on GEM for the last five trading days up to and including 24 August 2007; (iii) a premium of approximately 12.02% over the average closing price of HK\$0.491 per Share as quoted on GEM for the last ten trading days up to and including 24 August 2007; and (iv) a premium of approximately 662.65% over the latest published audited net asset value per Share of approximately HK\$0.083 as shown in the Group's audited consolidated financial statements for the financial year ended 31 March 2007 (on the basis of 1,118,967,500 total existing issued Shares as at the date of this announcement).

Having considered that (i) there is a premium of the aggregate of the Warrant Issue Price and Subscription Price over the recent trading prices of the Shares and the net asset value per Share as at 31 March 2007; and (ii) the value of the Warrants the Subscriber is subscribing, the Board considers that both the Subscription Price and the aggregate of it with the Warrant Issue Price are fair and reasonable, which were determined after arm's length negotiations between the Company and the Subscriber, and are in the interests of the Company and the Shareholders as a whole.

Transferability

The Warrants are transferable only to third parties independent of the Company and connected persons (as defined under the GEM Listing Rules) of the Company, in integral multiples of 1,000,000 Warrants (or if at the time of transfer, the outstanding number of Warrants are less than 1,000,000 Warrants, the whole but not in part of the outstanding Warrants). Apart from the aforesaid, there are no restrictions on the transfer of the Warrants from the Subscriber to other parties, and no consent from the Company is required before such transfer is to take place.

Completion Date

Completion will take place within three Business Days after the fulfillment of the conditions referred to in the section headed “Conditions of the Warrant Placing” below. HK\$1,561,000, being the aggregate Warrant Issue Price for 223,000,000 Warrants, shall be payable by the Subscriber at Completion. The Subscription Price shall be payable by holder(s) of Warrants upon the exercise of the subscription rights attaching to the Warrants.

Information of the Warrants

The Warrants will be issued to the Subscriber upon Completion in registered form and constituted by deed poll. The Warrants will rank *pari passu* in all respects among themselves.

Each Warrant carries the right to subscribe for one New Share at the Subscription Price and is issued at the Warrant Issue Price.

The subscription rights attaching to the Warrants may be exercised at any time during a period of 30 months commencing from the date of issue of the Warrants at integral multiples of 1,000,000 Warrants. Where the number of outstanding Warrants is less than 1,000,000 Warrants, the Subscriber shall have the right to exercise the whole but not in part of the outstanding number of Warrants to subscribe for the New Shares in cash at the Subscription Price per New Share. The New Shares, when fully paid and allotted, will rank *pari passu* in all respects with the then existing issued Shares. The integral multiple of 1,000,000 Warrants for the transfer of and exercise of the subscription rights under the Warrants was arrived at by the parties to the Warrant Placing Agreement after taking into consideration of the costs and expenses for transferring or exercising the subscription rights under the Warrants.

Any subscription rights attaching to the Warrants which have not been exercised upon the expiration of the 30-month subscription period shall lapse.

A total of 223,000,000 Warrants are proposed to be issued. Upon full exercise of the subscription rights attaching to the Warrants, a total of 223,000,000 New Shares (in aggregate nominal value of HK\$11,150,000), representing (i) 19.93% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.62% of the issued share capital of the Company as enlarged by the allotment and issue of the New Shares from the full exercise of the subscription rights attaching to the Warrants. Based on the closing price of HK\$0.495 per Share as quoted on GEM on 24 August 2007, the market value of the New Shares is HK\$110,385,000.

As at the date of this announcement, save for the Warrants to be issued and 22,000,000 share options outstanding, which were granted pursuant to the share option scheme adopted prior to the Shares becoming listed on GEM by a written resolution passed on 18 October 2001 by the then Shareholders, the Company does not have any other outstanding securities with subscription rights to subscribe for Shares. The Directors also confirm that they will exercise every caution in relation to any subsequent proposed issue of any securities to ensure compliance with Rule 21.02 of the GEM Listing Rules.

Apart from the restriction on Warrant transfer as set out under the heading “Transferability” above, subject to the relevant provisions under the GEM Listing Rules, there are no other prohibitions on the Company to issue further securities nor are there any limitation on the Subscriber to transfer the New Shares in the Warrant Placing Agreement.

Conditions of the Warrant Placing

Completion shall be subject to and conditional upon, among other things, the following:

- (1) (if required) the GEM Listing Committee of the Stock Exchange shall have approved the issue of the Warrants either unconditionally or subject to conditions to which neither the Company nor the Subscriber shall reasonably object and the satisfaction of such conditions; and
- (2) the GEM Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the New Shares.

If the conditions of the Warrant Placing Agreement are not fulfilled on or before 5:00 p.m. 7 September 2007 (or such later date as may be agreed between the Company and the Subscriber), the Warrant Placing Agreement will terminate and cease to have any effect and none of the parties shall have any claim against the other save for any antecedent breaches of the provisions thereof.

Voting rights for the holders of the Warrants

The holder of the Warrants will not have any right to attend or vote at any meeting of the Company by virtue of them being the holders of the Warrants. The holder of the Warrants shall not have the right to participate in any distributions and/or offers of further securities made by the Company.

Mandate to issue the New Shares

The New Shares will be allotted and issued under the General Mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 23 August 2007 to allot and issue up to HK\$11,189,675 divided into 223,793,500 Shares, being 20% of the aggregate nominal amount of the issued share capital of the Company on that date.

The 223,000,000 New Shares to be allotted and issued upon full exercise of the subscription rights attaching to the Warrants utilises 99.65% of the General Mandate. The General Mandate has not been previously utilised prior to the Warrant Placing.

Application for listing

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares which may fall to be allotted and issued upon exercise of the subscription rights attaching to the Warrants. No listing of the Warrants will be sought on GEM or any other stock exchanges.

REASONS FOR THE WARRANT PLACING

The Group is principally engaged in the research, development and provision of information-on-demand system solutions and the provision of related products and services as well as trading and manufacturing of electronics devices and components and the provision of a full range of design and engineering services to high-end brand-named users in the industry as well as the provision of diversified mobile payment gateway services.

As stated in the annual report of the Group for the financial year ended 31 March 2007, the Group intends to look for opportunities to diversify its revenue base, explore new markets and develop new products so as to optimize Shareholders' interests. The Group recorded net loss of approximately HK\$8.6 million for the year ended 31 March 2007 and a cash position of approximately HK\$33.78 million as at 31 March 2007.

On 15 June 2007, the Company entered into a Revolving Facility Letter with Multi Channel Technology Limited (“**Multi Channel**”), pursuant to the Revolving Facility Letter, the Company will grant up to maximum amount of HK\$22 million at any time for each of the three financial years ending 31 March 2010. On the same day, the Company also entered into a Sale and Purchase Agreement in relation to the acquisition of the entire equity interest of Palmpay (互聯視通). Details of such acquisition and Revolving Facility have been set out in the announcement and circular of the Company dated 21 June 2007 and 13 July 2007 respectively.

The Revolving Facility of HK\$22 million part of which includes the remaining consideration of approximately HK\$5.5 million for the said acquisition will be settled by internal resources of the Group including but not limited to the net proceeds raised through a placing and top-up subscription (the “**Top-up Placement**”) completed in 23 April 2007. The total net proceeds raised in the Top-up Placement was approximately HK\$49.7 million of which up to approximately HK\$16.57 million was intended to be applied as general working capital of the Group and the remaining balance of approximately HK\$33.13 million for investments in the mobile value added service business of the telecommunication sector in the PRC and existing or future investment or business development of the Group when appropriate opportunity arises including possible payment for the Revolving Facility of HK\$22 million.

Upon the full exercise of the subscription rights attaching to the Warrants and taking into account the net proceeds from the Warrant Placing, the Company will receive gross proceeds of approximately HK\$120 million. It is intended that the net proceeds from the Warrant Placing of approximately HK\$1.1 million will be applied as general working capital of the Group and any proceeds of an aggregate of HK\$121,089,000 from the issue of New Shares upon full exercise of the subscription rights attaching to the Warrants in the future will be applied as to approximately HK\$2 million as general working capital of the Group and

the remaining balance will be applied for investments that will enhance the Group's future development, including but not limited to further investment in the mobile value added service business in the PRC. The Directors have always been active in seeking investment opportunities, whether within the existing principal line of business of the Company, that would increase the value of the Company. It is the intention of the Group to seek investment opportunities while keeping abreast with its existing principal line of business. As at the date of this announcement, no suitable investment has been identified nor had there been any concrete plan or arrangement made requiring disclosure pursuant to Rule 17.10 of the GEM Listing Rules.

Although there had been various equity fund raising activities conducted within 12 months immediately preceding the date of this announcement, which details are further elaborated under the paragraph headed "Summary of Fund Raising Activity in the Past 12 Months" below, the Directors are of the view that additional funding will strengthen the financial position of the Group for any future investment and development, which will be beneficial and in the interest of the Group and the Shareholders as a whole. The Board considered that the present Warrant Placing is appropriate as (i) it does not have any immediate dilution effect on the shareholding of the existing Shareholders while capital will be raised upon Completion; (ii) the Warrants are non-interest bearing; and (iii) the market sentiment for equity fund raising is favourable. In addition, further capital will be raised upon the exercise of the subscription rights attaching to the Warrants by the holder of the Warrants during the subscription period.

Immediately after Completion, there will be no change to the composition of the Board and the principal business engaged by the Group. Although the Subscriber will become a substantial Shareholder upon full exercise of the subscription rights attaching to the Warrants, the Subscriber has no current intention to nominate any persons to join the Board.

SUMMARY OF FUND RAISING ACTIVITY IN THE PAST 12 MONTHS

The following table summaries the fund raising activity of the Group for the 12 months immediately preceding the date of this announcement:

- (i) The Top-up Placement of 110,000,000 new Shares at a subscription price of HK\$0.47 per Share as stated in the announcement of the Company dated 13 April 2007. The net proceeds from such Top-up Placement of approximately HK\$49.70 million of which up to approximately HK\$16.57 million was intended to be applied as general working capital of the Group and the remaining balance of approximately HK\$33.13 million for investments in the mobile value added service business of the telecommunication sector in the PRC and existing or future investment or business development of the Group when appropriate opportunity arises. As at the date of this announcement, the Company has not utilised the net proceeds but intends to apply approximately HK\$22 million for the Revolving Facility to be granted by the Company to Multi Channel which includes approximately HK\$5.5 million as the remaining consideration for the acquisition of the entire interest of Palmpay (互聯視通) as disclosed in the announcement and the circular of the Company dated 21 June 2007 and 13 July 2007 respectively. After the utilisation of HK\$22 million, there will be approximately HK\$27.7 million net proceeds left from the Top-up Placement remained unutilised. Out of the unutilised net

proceeds from the Top-up Placement, the Company intends to apply them in the similar manner as disclosed in its announcement dated 21 June 2007, i.e. up to approximately HK\$16.57 million as working capital and the remaining balance of HK\$11.13 million for investments in the mobile value added service business of the telecommunication sector in the PRC and existing or future investment or business development of the Group when appropriate opportunity arises.

- (ii) An open offer of 318,472,500 offer Shares at HK\$0.06 per offer Share on the basis of one offer Share for every two Shares held on the record date payable in full on application which has become unconditional on 28 February 2007. The net proceeds of the open offer was approximately HK\$17.50 million, of which approximately HK\$12 million was intended to be applied towards the expansion of the existing businesses of the Group and repayment of long-term liabilities of the Group, approximately HK\$2 million towards general working capital of the Group and the remaining balance of approximately HK\$3.5 million towards future investments in the mobile value-added service business of the telecommunication sector in the PRC, if appropriate opportunity arises. In the event that no appropriate investment opportunity is identified by the Group, the remaining balance will be retained by the Group for general working capital purpose. Out of the net proceeds of approximately HK\$17.50 million, HK\$11.82 million has been utilised for repayment of the promissory notes issued by the Company in favour of Mr. Hsu Tung Sheng and Union Bridge Power Systems Limited while the balance of approximately HK\$5.68 million remains un-utilised as at the date of this announcement. The aforementioned promissory notes, which had been classified as long-term liabilities of the Group at the time of issued, were issued as part of the consideration for respectively the investment in Media Magic Technology Limited which has been disclosed in the announcement of the Company dated 23 November 2006 and the investment in Union Bridge Group Limited which has been disclosed in the announcement of the Company dated 23 January 2006.
- (iii) The private placing of 93,000,000 non-listed warrants at an issue price of HK\$0.015 per warrant and a subscription price of HK\$0.15 per new Share as stated in the announcement of the Company dated 13 October 2006. Upon the full exercise of the subscription rights attaching to the warrants and issue of the relevant new Shares on 11 January 2007 and taking into account the net proceeds from the exercise of the warrants, the Company would receive proceeds of approximately HK\$13.95 million. The net proceeds from the warrant placing of approximately HK\$1.1 million were intended to be applied as general working capital of the Group and any proceeds from the issue of new Shares upon full exercise of the subscription rights attaching to the warrants will be applied for investments or future development of the Group, including but not limited to further investments in the mobile value-added service business in the PRC. As at the date of this announcement, the net proceeds from warrant placing of HK\$1.1 million had been utilized as general working capital of the Group. As at the date of this announcement, the Company has received gross proceeds of approximately HK\$13.95 million from the full exercise of rights attached to the warrants. Out of the gross proceeds, HK\$7 million has been utilized for the repayment of the promissory notes (considerations for investments as stated above) issued by the Company in favour of Mr. Hsu Tung Sheng and Union Bridge Power Systems Limited on respectively 5 January 2007 and 20 March 2006 while the remaining balance of approximately HK\$6.95 million has not been utilized as at the date of this announcement.

The Company considers that the actual application of the proceeds from the above fund raising activities as stated has been used as intended and there had not been and the Company does not intend to change any intended use of the remaining proceeds from the above fund raising activities as stated in the relevant announcements.

CHANGES OF SHAREHOLDING STRUCTURE

As at the date of this announcement, the Company has 1,118,967,500 Shares in issue. The shareholding structure of the Company before and after the full exercise of the subscription rights attaching to the Warrants are as follows:

Shareholders	As at the date of this announcement		Immediately after full exercise of the subscription rights attaching to the Warrants	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Starryland Profits Limited (Note 1 & 4)	322,795,000	28.85%	322,795,000	24.05%
Chan Hin Wing, James (Note 2)	9,550,000	0.85%	9,550,000	0.71%
Ho Hoi Lap (Notes 2)	2,120,000	0.19%	2,120,000	0.16%
Cheng Kwong Chung (Note 3)	5,625,000	0.50%	5,625,000	0.42%
Wong Tak Shing (Note 3)	10,395,000	0.93%	10,395,000	0.77%
Subscriber (Note 4)	–	–	223,000,000	16.62%
Public	<u>768,482,500</u>	<u>68.68%</u>	<u>768,482,500</u>	<u>57.27%</u>
Total	<u><u>1,118,967,500</u></u>	<u><u>100.00%</u></u>	<u><u>1,341,967,500</u></u>	<u><u>100.00%</u></u>

Notes:

1. Starryland Profits Limited is wholly and beneficially owned by Mr. Lau Kim Hung, Jack who does not hold any positions in the Group.
2. Mr. Chan Hin Wing, James is executive Director and Mr. Ho Hoi Lap is non-executive Director and non-executive chairman of the Company.
3. Mr. Cheng Kwong Chung and Mr. Wong Tak Shing are former executive Directors.
4. The Subscriber and its ultimate beneficial owner, Mr. Chong, are independent of and not connected nor are they parties acting in concert with Starryland Profits Limited or its ultimate beneficial owner, Mr. Lau Kim Hung, Jack.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was suspended with effect from 9:30 a.m. on 27 August 2007 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 28 August 2007.

DEFINITIONS

Terms or expressions used in this announcement shall, unless the context otherwise requires, have the meanings ascribed to them below:

“Board”	the board of Directors
“Business Day”	any day (not being a Saturday, Sunday and public or statutory holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	Union Bridge Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on GEM
“Completion”	completion of the Warrant Placing in accordance with the terms and conditions of the Warrant Placing Agreement
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company convened and held on 23 August 2007
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Mr. Chong”	Mr. Chong Tin Lung, the ultimate beneficial owner of the Subscriber
“New Share(s)”	new Share(s) which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Warrant(s)

“PalmPay (互聯視通)”	PalmPay Technology Co. Ltd. (北京互聯視通科技有限公司), a privately-owned enterprise established in the PRC
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Revolving Facility”	up to a maximum amount of HK\$22 million to be drawn pursuant to the Revolving Facility Letter at any time during the period commencing from the date of the Revolving Facility Letter and ending on the date 36 months therefrom
“Revolving Facility Letter”	the conditional revolving facility letter dated 15 June 2007 entered into among the Company, as lender, and Multi Channel, as borrower, pursuant to which, the Company agreed to provide the Revolving Facility to Multi Channel
“Share(s)”	ordinary share(s) of HK\$0.05 each in the capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Big Well Investments Limited, the subscriber to the Warrant Placing Agreement, is a company incorporated in the British Virgin Islands and the ultimate beneficial owner of which is Mr. Chong Tin Lung
“Subscription Price”	an initial Subscription Price of HK\$0.543 per New Share (subject to adjustment) at which holder of the Warrants may subscribe for the New Shares
“Warrant(s)”	223,000,000 non-listed warrants to be issued by the Company at the Warrant Issue Price, each entitles the holder thereof to subscribe for one New Share at the Subscription Price of HK\$0.543 (subject to adjustment) at any time during a period of 30 months commencing from the date of issue of the Warrants
“Warrant Issue Price”	HK\$0.007 per unit of Warrant to be issued pursuant to the Warrant Placing
“Warrant Placing”	a private placing of the Warrants at the Warrant Issue Price pursuant to the Warrant Placing Agreement

“Warrant Placing Agreement”	the conditional subscription agreement dated 27 August 2007 and entered into between the Company and the Subscriber in relation to the subscription of 223,000,000 Warrants by the Subscriber
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
Union Bridge Holdings Limited
Ho Hoi Lap
Chairman

Hong Kong, 27 August 2007

As at the date of this announcement, Mr. Chan Francis Ping Kuen, Mr. Lo Ka Tong and Mr. Chan Hin Wing, James are executive Directors, Dr. Ho Hoi Lap is non-executive Director, and Mr. Kwok Chi Sun, Vincent, Mr. Yeung Kam Yan and Mr. Chan Wing Chiu are independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and the Company’s website at <http://www.unionbridgeholdings.com>.