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UNIONBRIDGE
UNION BRIDGE HOLDINGS LIMITED
聯僑集團控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock code: 8047)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Union Bridge Holdings Limited (the “**Company**”) will be held on Thursday, 23 August 2007 at 10:00 a.m. at 14/F., Printing House, 6 Duddell Street, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company with votes on resolutions numbered 1 and 2 to be taken by way of poll and resolutions numbered 3, 4, 5 and 6 to be taken by show of hands.

ORDINARY RESOLUTION 1

“**THAT** conditional upon the conditions set out in the revolving facility letter (the “**Revolving Facility Letter**”) dated 15 June 2007 entered into between the Company, as lender and Multi Channel, Technology Limited (“**Multi Channel**”), an indirect non wholly-owned subsidiary of the Company, as borrower in relation to the proposed grant of a revolving facility by way of the Revolving Facility Letter of up to a maximum amount of HK\$22 million at any time during the period commencing from the date of the Revolving Facility Letter and ending on the date 36 months from the date of the Revolving Facility Letter for financing the financial requirement of Multi Channel and its subsidiaries by the Company,

- (a) the Revolving Facility Letter and the transactions contemplated thereunder, be and are hereby ratified, approved and confirmed;
- (b) up to a maximum amount of HK\$22 million (the “**Cap**”) that may be drawn at any time for each of the three financial years ending 31 March 2010 by Multi Channel be and is hereby approved; and
- (c) any one or more directors of the Company (the “**Directors**”) be and is/are hereby authorized to implement and take all steps and do all acts and things and execute all such documents (including under seal) which he/she/they consider necessary or expedient to give effect to the Revolving Facility Letter (including the Cap) and all transactions contemplated thereunder.”

ORDINARY RESOLUTION 2

“**THAT** conditional upon the conditions set out in the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 15 June 2007 entered into among Multi Channel, as purchaser, Mr. Yuan Sheng Jun and Ms. Gao Xiu Yun, as vendors (“**Vendors**”) and PalmPay Technology Co. Ltd. (北京互聯視通科技有限公司) (“**PalmPay (互聯視通)**”), as the target whereby Multi Channel has agreed to acquire and the Vendors have agreed to dispose of their entire interests in PalmPay (互聯視通) at a total consideration of RMB9,978,000,

- (a) the Sale and Purchase Agreement and the transactions contemplated thereunder, be and are hereby ratified, approved and confirmed;
- (b) any one or more Directors be and is/are hereby authorized to implement and take all steps and do all acts and things and execute all such documents (including under seal) which he/she/they consider necessary or expedient to give effect to the Sale and Purchase Agreement and all transactions contemplated thereunder.”

ORDINARY RESOLUTION 3

“**THAT** Mr. Chan Hin Wing, James be re-elected as an executive Director.”

ORDINARY RESOLUTION 4

“**THAT** Mr. Chan Francis Ping Kuen be re-elected as an executive Director.”

ORDINARY RESOLUTION 5

“**THAT** Mr. Lo Ka Tong be re-elected as an executive Director.”

ORDINARY RESOLUTION 6

“**THAT** Dr. Ho Hoi Lap be re-elected as a non-executive Director.”

On behalf of the Board
Union Bridge Holdings Limited
Wan Kin Chung
Chairman

Hong Kong, 13 July 2007

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Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his/her/its stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 13 July 2007. In order to be valid, the form of proxy attached to this circular must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the offices of the branch share registrar of the Company in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the above Meeting or any adjournment thereof should he/she/it so wish.
3. Where there are joint holders of any share of the Company, any one of such holders may vote at the Meeting either personally or by proxy in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such holders be present at the Meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. 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.

* *For identification purpose only*