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**COMPLETION OF PRIVATE PLACING
OF NON-LISTED WARRANTS**

The Board is pleased to announce that completion of the Warrant Placing took place on 27 October 2006 in accordance with the terms of the Warrant Placing Agreement. 93,000,000 Warrants had been issued to the Subscriber at the Warrant Issue Price of HK\$0.015 per Warrant in material terms as set out in the Announcement.

Reference is made to the announcement of the Company dated 13 October 2006 (the “**Announcement**”) in relation to the Warrant Placing. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

The Board is pleased to announce that, with all conditions of the Warrant Placing being fulfilled, completion of the Warrant Placing took place on 27 October 2006 in accordance with the terms of the Warrant Placing Agreement. 93,000,000 Warrants had been issued to the Subscriber at the Warrant Issue Price of HK\$0.015 per Warrant in material terms as set out in the Announcement.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner are third parties independent of the Company and connected persons of the Company and neither the Subscriber nor its ultimate beneficial owner falls under any of the categories of persons set out in Note 1 to Rule 10.12(4) of the GEM Listing Rules.

* *for identification purpose only*

As at the date of this announcement, the Company has 465,000,000 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 attached to the Warrants	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Starryland Profits Limited (<i>Note 1</i>)	202,500,000	43.55%	202,500,000	36.29%
Union Bridge Power Systems Limited (<i>Notes 2 & 4</i>)	75,000,000	16.13%	75,000,000	13.44%
Wan Kin Chung (<i>Note 3</i>)	300,000	0.06%	300,000	0.05%
Wong Tak Shing (<i>Note 3</i>)	3,750,000	0.81%	3,750,000	0.67%
Cheng Kwong Chung (<i>Note 3</i>)	3,750,000	0.81%	3,750,000	0.67%
Lo Ka Tong (<i>Notes 2 & 3</i>)	3,750,000	0.81%	3,750,000	0.67%
Subscriber (<i>Notes 2 & 4</i>)	–	–	93,000,000	16.67%
Public	175,950,000	37.83%	175,950,000	31.53%
Total	<u>465,000,000</u>	<u>100.00%</u>	<u>558,000,000</u>	<u>100.00%</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. Union Bridge Power Systems Limited is beneficially interested in 75,000,000 Shares and 48,947,368 Shares to be issued pursuant to the conversion of the convertible notes issued by the Company (the “**Conversion Shares**”). If 48,947,368 Conversion Shares are issued, Union Bridge Power Systems Limited will be interested in 24.12% of the total issued Shares as enlarged by the allotment of the Conversion Shares. Union Bridge Power Systems Limited is beneficially owned as to 51.82% by Mr. Lo Ka Tong and Ms. Cheng Pui Ping collectively and 48.18% by the Twelve Shareholders. The identity of the Twelve Shareholders are set out under the section headed “Definitions” in the Announcement.
3. Messrs Wan Kin Chung, Wong Tak Shing, Cheng Kwong Chung and Lo Ka Tong are executive Directors.
4. Rich Regent Inc., being the Subscriber, is wholly and beneficially owned by Mr. Ng Sze Hoi, Danny. The Subscriber and Mr. Ng Sze Hoi, Danny are independent of and not connected with Union Bridge Power Systems Limited and its connected persons (as defined under the GEM Listing Rules).

By order of the Board
Union Bridge Holdings Limited
Wan Kin Chung
Director

Hong Kong, 27 October 2006

As at the date of this announcement, Mr. Wan Kin Chung, Mr. Cheng Kwok Chung, Mr. Lo Ka Tong and Mr. Wong Tak Shing are executive Directors, 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 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.

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