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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 at 14/F., Printing House, 6 Duddell Street, Central, Hong Kong on Wednesday, 3 January 2007 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company.

ORDINARY RESOLUTION

“THAT

- (a) the allotment and issue to the Vendor (as defined below) of an aggregate of 30,000,000 ordinary shares (the “**Consideration Shares**” and each a “**Consideration Share**”) of HK\$0.05 each in the capital of the Company credited as fully paid at an issue price of HK\$0.20 per Consideration Share as part of the consideration for and pursuant to the conditional sale and purchase agreement dated 16 November 2006 and entered into between Upper Power Limited, a wholly-owned subsidiary of the Company, as purchaser and Mr. Hsu Tung Sheng (the “**Vendor**”) as vendor in relation to the sale and purchase of 17,222 shares of US\$1.00 each in the share capital of Media Magic Technology Limited at a total consideration of HK\$16,120,000, a copy of which has been produced to this Meeting marked “A” and signed by the chairman of this Meeting for the purpose of identification be and is hereby approved; and
- (b) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider(s) necessary or expedient for giving effect to the allotment and issue of the Consideration Shares and the matters contemplated thereunder.”

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

Hong Kong, 14 December 2006

* *For identification purpose only*

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Room 1805-06
18/F., Riley House
88 Lei Muk Road
Kwai Chung
New Territories
Hong Kong

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 in the circular of the Company dated 14 December 2006 sent to the members. In order to be valid, the form of proxy attached to the 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 Board comprises five executive directors of the Company, namely Mr. Wan Kin Chung, Mr. Wong Tak Shing, Mr. Lo Ka Tong, Mr. Cheng Kwong Chung and Mr. Chan Hin Wing, James and three independent non-executive directors of the Company, namely Mr. Kwok Chi Sun, Vincent, Mr. Yeung Kam Yan and Mr. Chan Wing Chiu.

This announcement, for which the directors of the Company 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 for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquires, confirm that, to the best of their knowledge and belief that: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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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