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GLORY FUTURE GROUP LIMITED

光彩未來集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8071)

TOP-UP PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE AND RESUMPTION OF TRADING

On 13 April 2007, the Agreement was entered into between the Vendor, the Company, the Purchaser and the Covenantor, pursuant to which the Vendor has agreed to sell 13,566,960 Placing Shares held by the Vendor to the Purchaser who is an Independent Third Party. The placing price is HK\$0.49 per Placing Share. Completion of the Placing is not subject to any condition precedent.

Under the Agreement, the Vendor has conditionally agreed to subscribe for the Subscription Shares (the number of which is equal to the number of Placing Shares sold by the Vendor) at HK\$0.49 per Subscription Share. The Subscription is subject to various conditions set out below under the heading "Conditions of the Subscription".

The price per Placing Share represents (i) a discount of approximately 19.67% to the closing price of HK\$0.61 per Share as quoted on the Stock Exchange on 12 April 2007 (being the Last Trading Day); (ii) a discount of approximately 5.77% to the average closing price of HK\$0.52 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day; and (iii) a premium of approximately 14.62% over the average closing price of HK\$0.4275 per Share as quoted on the Stock Exchange for the last ten trading days up to and including the Last Trading Day.

The Placing Shares represent (i) 18% of the existing issued share capital of the Company and (ii) approximately 15.25% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The Placing will reduce the aggregate shareholding of the Vendor and parties acting in concert with it from approximately 28.81% to approximately 10.81% of the existing issued share capital of the Company.

The Subscription will then increase the aggregate shareholding of the Vendor to approximately 24.41% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. An application will be made to the Stock Exchange for the listing of and permission to deal in the Subscription Shares.

The Subscription Shares will be allotted and issued pursuant to the general mandate granted to the Directors at the annual general meeting of the Company held on 28 June 2006.

The gross proceeds and net proceeds from the Subscription will amount to approximately HK\$6.6 million and HK\$6.4 million respectively. The Company intends to use (i) as to approximately HK\$4 million out of the proceeds for the repayment of loans of the Group, and (ii) as to approximately HK\$2.4 million for general working capital of the Group.

At the request of the Company, trading in the Shares on GEM was suspended from 9:30 a.m. on Friday, 13 April 2007 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on GEM with effect from 9:30 a.m. on 17 April 2007.

1. THE PLACING

The Agreement dated 13 April 2007 was entered into between the Vendor, the Company, the Purchaser and the Covenantor.

Vendor:

Speedy Well Investments Limited, a company incorporated in the British Virgin Islands and whose entire issued share capital is held by Mr. Leung Ngai Man (an executive Director). Speedy Well is a substantial shareholder of the Company. As confirmed by Speedy Well, Speedy Well, together with parties acting in concert with it, owned 21,714,400 Shares, representing approximately 28.81% of the existing issued share capital of the Company of 75,372,000 Shares as at the Last Trading Day.

Purchaser:

Payton Place Limited, a company incorporated in the British Virgin Islands and whose entire issued share capital is held by Cyber Discovery Enterprises Limited. Cyber Discovery Enterprises Limited is a company incorporated in the British Virgin Islands and is wholly owned by the Covenantor.

Prior to the completion of the Placing, each of the Purchaser and its ultimate beneficial owner is an Independent Third Party.

Number of Placing Shares:

The Purchaser has agreed to purchase 13,566,960 Shares owned by the Vendor, representing 18% of the existing issued share capital of 75,372,000 Shares as at the date of this announcement or approximately 15.25% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares pursuant to the Subscription.

Placing price:

HK\$0.49 per Placing Share.

This price was agreed after arm's length negotiations between the Vendor, the Company, the Purchaser and the Covenantor with reference to recent market prices of the Shares. This price represents (i) a discount of approximately 19.67% to the closing price of HK\$0.61 per Share on the Last Trading Day; (ii) a discount of approximately 5.77% to the average closing price of HK\$0.52 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day; and (iii) a premium of approximately 14.62% over the average closing price of HK\$0.4275 per Share as quoted on the Stock Exchange from 22 March 2007 to 12 April 2007, both dates inclusive, being the last ten trading days up to and including the Last Trading Day.

Completion of the Placing:

Completion of the Placing will not be subject to any condition precedent. Under the Agreement, the Placing is agreed to be completed on the first business day on which the Shares resume trading immediately after the date of the Agreement, or such other time as the Vendor and the Purchaser shall agree, which in any event shall not be later than 26 April 2007.

Rights of the Placing Shares

The Placing Shares will be sold by the Vendor free of liens, charges, encumbrances and any third party rights and together with all rights attaching thereto at the date of completion of the Placing.

2. THE SUBSCRIPTION

The Agreement dated 13 April 2007 was entered into between the Vendor, the Company, the Purchaser and the Covenantor.

Subscriber: The Vendor

Issuer: The Company

Number of Subscription Shares:

The Company will allot and issue and the Vendor will subscribe for a total of 13,566,960 new Shares, representing 18% of the existing issued share capital of the Company as at the date of this announcement or approximately 15.25% of the issued share capital as enlarged by the allotment and issue of the Subscription Shares pursuant to the Subscription.

Subscription price:

HK\$0.49 per Subscription Share, which is the equivalent of the purchase price per Placing Share. The net price per Subscription Share is approximately HK\$0.475.

Mandate to allot and issue new Shares:

The Subscription Shares will be allotted and issued pursuant to the general mandate granted to the Directors by a resolution of the Shareholders passed at the annual general meeting of the Company held on 28 June 2006. The Company is authorised to issue 15,074,400 Shares under such mandate and the Company has not exercised the power to allot and issue any new Shares pursuant to such mandate prior to the date of the Agreement.

Ranking:

The Subscription Shares will rank equally in all respects among themselves and with all other Shares in issue as at the date of such allotment and issue pursuant to the Agreement.

Conditions of the Subscription:

The Subscription is conditional upon, among other conditions:

- (i) the GEM Listing Committee of the Stock Exchange agreeing to grant the listing of, and permission to deal in, the Subscription Shares; and
- (ii) completion of the Placing pursuant to the Agreement.

None of the above conditions can be waived by the parties to the Agreement.

The shareholding of the Vendor and parties acting in concert with it will decrease from approximately 28.81% to approximately 10.81% immediately after completion of the Placing and will increase to approximately 24.41% immediately after completion of the Subscription.

Completion of the Subscription:

Completion of the Subscription will take place on the next business day following the day on which the conditions referred to above are fulfilled.

If the conditions to the Subscription are not fulfilled by 26 April 2007 (or such later time or date as may be agreed by the Vendor and the Company in writing), the Subscription will lapse.

3. CHANGES TO THE SHAREHOLDINGS AS A RESULT OF THE PLACING AND THE SUBSCRIPTION

The shareholding structure of the Company immediately before the Placing, immediately after the Placing but before the Subscription, and immediately after the Placing and the Subscription are as follows:

Shareholder	Existing shareholding		Immediately after the Placing but before the Subscription		Immediately after the Placing and the Subscription	
	<i>(Note 1)</i>					
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Speedy Well and parties acting in concert with it <i>(Note 2)</i>	21,714,400	28.8	8,147,440	10.8	21,714,400	24.4
Glory Cyber Company Limited (“Glory Cyber”) <i>(Note 3)</i>	10,000,000	13.3	10,000,000	13.3	10,000,000	11.2
Ceroilfood Finance Limited <i>(Note 4)</i>	8,302,200	11.0	8,302,200	11.0	8,302,200	9.3
Tai Lee Assets Limited (“Tai Lee”) <i>(Note 5)</i>	665,600	0.9	665,600	0.9	665,600	0.8
Purchaser and parties acting in concert with it	–	–	13,566,960	18.0	13,566,960	15.3
Public	34,689,800	46.0	34,689,800	46.0	34,689,800	39.0
Total	75,372,000	100	75,372,000	100	88,938,960	100

Notes:

1. The number of existing Shares held by the Shareholders is based on the register of members of the Company as at 13 April 2007.
2. Speedy Well is a company incorporated in the British Virgin Islands and beneficially owned by Mr. Leung Ngai Man, an executive Director.

3. *Glory Cyber is a company incorporated in Hong Kong with limited liability, the issued share capital of which is owned as to 70% by Mr. Luan Shusheng.*
4. *Ceroilfood Finance Limited is a wholly-owned subsidiary of China National Cereals Oils and Foodstuffs Import and Export Corporation, a state-owned enterprise, which is principally engaged in the import and export of cereals, oil and foodstuffs in the People's Republic of China.*
5. *Tai Lee is beneficially owned by Ms. Tsoi Siu Lan, Mazie, who is the sister of Mr. Choi Koon Ming, the Chairman of the Company.*

4. REASONS FOR THE SUBSCRIPTION

The Directors consider that it is in the interests of the Company to raise capital from the equity market in order to reduce the outstanding loan liability and maintain the cashflow position of the Group and to enhance the capital and shareholders' base of the Company. The Directors (including the independent non-executive Directors) consider the terms of the Agreement and the Agreement to be fair and reasonable and are in the best interests of the Company, as far as the Shareholders are concerned.

The Company has not conducted any equity fund raising exercises in the 12 months preceding the date of this announcement.

5. USE OF PROCEEDS

The gross proceeds under the Subscription are approximately HK\$6.6 million. The net proceeds, after deducting related professional fees and all related expenses which will be borne by the Company, under the Subscription are estimated to be approximately HK\$6.4 million. The Company intends to use (i) as to approximately HK\$4 million out of the proceeds for the repayment of loans of the Group, and (ii) as to approximately HK\$2.4 million for general working capital of the Group.

6. GENERAL INFORMATION

The Group is principally engaged in provision of web page design and website maintenance services, system integration services and information technology consultancy services in Hong Kong.

7. APPLICATION FOR LISTING

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

8. RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on GEM was suspended from 9:30 a.m. on Friday, 13 April 2007 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on GEM with effect from 9:30 a.m. on 17 April 2007.

9. DEFINITIONS

The following defined terms are used in this announcement:

“acting in concert”	has the meaning as ascribed to it under the Code on Takeovers and Mergers of Hong Kong
“Agreement”	the placing and subscription agreement dated 13 April 2007 and made between the Vendor, the Company, the Purchaser and the Covenantor
“associates”	having the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Glory Future Group Limited, a company incorporated in the Cayman Islands whose shares are listed on GEM
“Covenantor”	Ms. Lo Yuk Yee, the ultimate beneficial owner of the Purchaser
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	such person(s) who is(are) independent of and not connected nor acting in concert with the Directors, chief executive, management shareholders or substantial shareholders of the Company or its subsidiaries, or any of their respective associates, or the Vendor or parties acting in concert with any of them
“Last Trading Day”	12 April 2007, being the last trading day in the Shares pending the release of this announcement
“Placing”	the placing of the Placing Shares pursuant to the terms of the Agreement
“Placing Shares”	a total of 13,566,960 Shares beneficially owned by the Vendor to be sold to the Purchaser pursuant to the Agreement
“Purchaser”	Payton Place Limited, a company incorporated in the British Virgin Islands and whose entire issued share capital is held by Cyber Discovery Enterprises Limited. Cyber Discovery Enterprises Limited is a company incorporated in the British Virgin Islands and is wholly owned by the Covenantor
“Share(s)”	ordinary share(s) of HK\$0.01 in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Speedy Well” or “Vendor”	Speedy Well Investments Limited, a company incorporated in the British Virgin Islands and whose entire issued share capital is held by Mr. Leung Ngai Man (an executive Director)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Subscription Shares to be subscribed for by the Vendor pursuant to the Agreement

“Subscription Shares” a total of 13,566,960 new Shares, being the number of Shares placed pursuant to the Agreement

% per cent.

By order of the Board
Glory Future Group Limited
Choi Koon Ming
Chairman

Hong Kong, 16 April 2007

As at the date of this announcement, the executive Directors are Messrs. Choi Koon Ming, Ng Kam Yiu, Chow Yeung Tuen, Richard and Leung Ngai Man; and the independent non-executive Directors are Messrs. Wu Tak Lung, Phillip King, Ng Cheuk Tat, Ambrose and Chan Sing Fai.

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.

This announcement will remain on the “Latest Company Announcement” page of the GEM website at www.hkgem.com for a minimum period of seven days from the day of its posting.