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Unless the context otherwise requires or specifically defined herein, terms used in this announcement shall have the same meaning as in the prospectus of Ultra Group Holdings Limited dated 31st December, 2003 (the “Prospectus”).



ULTRA GROUP HOLDINGS LIMITED

歐美集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PUBLIC OFFER

Number of Offer Shares : 135,000,000 Shares
Offer Price : HK\$0.21 per Share
Nominal value : HK\$0.01 each
Stock Code : 8203

Sponsor

**Deloitte & Touche
Corporate Finance Ltd**

Lead Manager



Upbest Securities Company Limited

Co-lead manager



Japan Asia Securities Limited

Underwriters

Upbest Securities Company Limited

Grand Investment (Securities) Limited

Japan Asia Securities Limited

Financial adviser



CM-CCS Securities Limited

Application has been made to the GEM Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus, including any Shares which may fall to be issued upon the exercise of any options which may be granted under the Share Option Scheme. Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Tuesday, 20th January, 2004. Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or such other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

The Company is offering 135,000,000 Offer Shares for subscription at the Offer Price under the Public Offer.

Multiple or suspected multiple applications and any application on a **WHITE** or **YELLOW** application form for more than 100 per cent. of the Offer Shares initially available under pool A or pool B as provided in the Prospectus and the application forms will be rejected and only one application on a **WHITE** or **YELLOW** application form may be made for the benefit of any person.

Applications for the Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related application forms. Applicants who would like to be allotted and issued Offer Shares in their own names should complete and sign the **WHITE** application forms. Applicants who would like to be allotted and issued Offer Shares in the name of HKSCC Nominees Limited and deposit directly into CCASS for credit to their CCASS investor participant stock accounts or the stock accounts of their designated CCASS participants maintained in CCASS should complete and sign the **YELLOW** application forms, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 31st December, 2003 until 12:00 noon on Thursday, 8th January, 2004 at the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or the Customer Services Centre of HKSCC at Upper Ground Floor, V-Heun Building, 128-140 Queen's Road Central, Hong Kong.

The Public Offer is conditional on the conditions as stated in the paragraph headed "Conditions of the Public Offer" in the section headed "Structure and conditions of the Public Offer" in the Prospectus. If the Public Offer does not become unconditional on or before the 30th day from the date of the Prospectus, all application monies received from applicants under the Public Offer will be refunded, without interest, on the terms set out under the paragraph headed "Refund of your money" on the application forms.

Copies of the Prospectus, together with the **WHITE** application forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 31st December, 2003 until 12:00 noon on Thursday, 8th January, 2004 from:

1. Any member of the Stock Exchange; or

2. **Deloitte & Touche Corporate Finance Ltd** at 21st Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong; or
3. **Upbest Securities Company Limited** at 2nd Floor, Wah Kit Commercial Centre, 300–302 Des Voeux Road Central, Hong Kong; or
4. **Japan Asia Securities Limited** at 11th Floor, No. 8 Queen’s Road Central, Hong Kong; or
5. **Grand Investment (Securities) Limited** at 22nd Floor, 30 Queen’s Road Central, Hong Kong; or
6. any of the following branches of **Wing Hang Bank, Limited**:

Hong Kong Island:	Main Branch	161 Queen’s Road Central
	Causeway Bay Branch	82 Percival Street
	Central Branch	B2 New Henry House
		10 Ice House Street
	North Point Branch	Shop A & B, G/F,
		441–443 King’s Road
Kowloon:	Kwun Tong Branch	22–24 Fu Yan Street
	Mongkok Road Branch	16 Mong Kok Road
	Tsim Sha Tsui Branch	71 Granville Road
	Yaumati Branch	507 Nathan Road
New Territories:	Tsuen Wan Branch	35 Chung On Street
	Yuen Long Branch	62 Castle Peak Road

Completed **WHITE** and **YELLOW** application forms (to which cheques or banker’s cashier orders should be securely stapled) should be deposited in the special collection boxes provided at any one of the branches of Wing Hang Bank, Limited referred to above on the following dates during the following times:

Wednesday, 31st December, 2003	—	9:00 a.m. to 4:00 p.m.
Friday, 2nd January, 2004	—	9:00 a.m. to 4:00 p.m.
Saturday, 3rd January, 2004	—	9:00 a.m. to 12:00 noon
Monday, 5th January, 2004	—	9:00 a.m. to 4:00 p.m.
Tuesday, 6th January, 2004	—	9:00 a.m. to 4:00 p.m.
Wednesday, 7th January, 2004	—	9:00 a.m. to 4:00 p.m.
Thursday, 8th January, 2004	—	9:00 a.m. to 12:00 noon

The application lists will open from 11:45 a.m. to 12:00 noon on Thursday, 8th January, 2004.

Subject to the terms and conditions set out in the Prospectus and the application forms, applications must be received by no later than 12:00 noon on Thursday, 8th January, 2004 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal being in force in Hong Kong as described in the paragraph headed “Effect of bad weather on the opening of the application lists” in the section headed “How to apply for the Offer Shares” in the Prospectus). It is expected that the results of applications and the basis of allotment of the Offer Shares, the identification numbers of successful applicants in the Offer Shares, and the procedure for collecting share certificates and/or refund cheques will be published on the GEM website at www.hkgem.com on Wednesday, 14th January, 2004.

If you do not receive any Offer Shares for any of the reasons as set out in the **WHITE** or **YELLOW** application forms, the application monies, or the appropriate portion thereof, together with the related brokerage, Stock Exchange trading fee, investor compensation levy and SFC transaction levy, will be refunded, without interest (all interest will be retained for the benefit of the Company).

No temporary document of title will be issued in respect of the Offer Shares. No receipt will be issued for application monies paid.

If you have applied for 1,000,000 Offer Shares or more on a **WHITE** application form and have indicated on your application form that you wish to collect your share certificate(s) and/or refund cheque(s) (if any) in person, you may collect it/them from Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong between 9:00 a.m. and 1:00 p.m. on Thursday, 15th January, 2004. You must show your identification documents to collect your share certificate(s) and refund cheque(s) (if any). If you do not collect your share certificate(s) and/or refund cheque(s) (if any) in person within the time specified for collection, they will be sent to the address on your application form shortly after the time specified for collection on the date of despatch, by ordinary post and at your own risk. If you have applied for less than 1,000,000 Offer Shares or you have applied for 1,000,000 Offer Shares or more but have not indicated on your application form that you will collect your share certificate(s) and/or refund cheque(s) (if any) in person, then your share certificate(s) and/or refund cheque(s) (if any) will be sent on the date of despatch of share certificate(s) to the address on your application form by ordinary post and at your own risk on or around Thursday, 15th January, 2004.

If you have applied for the Offer Shares on a **YELLOW** application form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to your CCASS investor participant stock account or your designated CCASS participant’s stock account as instructed by you at the close of business on Thursday, 15th January, 2004 or under contingent situations on any other date as shall be determined by HKSCC or HKSCC Nominees Limited. If you are applying through a designated CCASS participant (other than a CCASS investor participant), you can check the number of Offer Shares allotted to you with that CCASS participant. If you are applying as a CCASS investor participant, the Company will publish the results of the CCASS investor participant’s application together with the results of the Public Offer on the GEM website on Wednesday, 14th January, 2004, you can check your new account balance via the “CCASS Phone System” or the “CCASS

Internet System” (under the procedures contained in HKSCC’s “An operating guide for investor participants” in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Offer Shares credited to your stock account.

By order of the Board
Ultra Group Holdings Limited
Cho Yuen Yi, Wendy
Chairman

Hong Kong, 31st December, 2003

This announcement and a copy of the Prospectus will appear on the GEM website at www.hkgem.com for at least 7 days from the day of its posting.