

FORM OF ACCEPTANCE AND CANCELLATION OF THE OUTSTANDING OPTIONS

THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to any aspect of this form of acceptance and cancellation of the outstanding options or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

Terms used herein shall have the same meanings as defined in the composite offer and response document dated 12 October 2005 jointly issued by UDL Holdings Limited ("Company") and Harbour Front Limited ("Harbour Front") relating to the mandatory conditional cash offers made by Access Capital Limited ("Access Capital") on behalf of Harbour Front to acquire all the issued Shares and to cancel all the Outstanding Options (other than those Shares and Outstanding Options already owned by Harbour Front and parties acting in concert with it).

To: Harbour Front, Access capital and the Company

I _____ of _____¹ (the "Optionholder") hereby irrevocably accept the Option Offer made by Access Capital on behalf of Harbour Front and agree to the cancellation of _____ Outstanding Option(s) granted to me to subscribe for _____² Share(s) at the exercise price of HK\$0.024 per Share at the price of HK\$0.016 per Outstanding Option. The Option certificate(s) (if any) relating to such Outstanding Option(s) is/are enclosed herewith for the Company's cancellation³.

Dated this _____ day of _____ 2005

Signature of the Optionholder

Notes:

1. Please insert full name and address in **BLOCK CAPITALS**.
2. Please insert the number of Shares that may be allotted and issued upon exercise in full of the Option(s) that is/are surrendered for cancellation. If no number is inserted or a number in excess of your registered holding of the Outstanding Options(s) is/are inserted, you will be deemed to have accepted the Option Offer in respect of your entire holding of Outstanding Option(s).
3. If the number of Shares that may be allotted and issued upon exercise in full of the Outstanding Option(s) that is/are surrendered for cancellation is less than the number of Outstanding Options(s) held by the Optionholder, the Company will provide a confirmation letter in relation to the balance of the Outstanding Options(s) to such Optionholder.
4. The completed form of acceptance and cancellation of the Outstanding Options together with the relevant Option certificate(s) (if any) for the whole of your holding of the Outstanding Options(s), or for not less than the number of the Outstanding Option(s) in respect of which you accept the Option Offer, should be sent by post or by hand to the Company Secretary of the Company at Room 702, 7th Floor, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong, marked "**Option Offer**" on the envelope, as soon as practicable after receipt of this form and in any event so as to reach the Company Secretary of the Company at the aforesaid address no later than 4:00 p.m. on Wednesday, 2 November 2005, or such later time and/or date as Harbour Front may determine and announce with the consent of the Executive. No acknowledgment of receipt of any form of acceptance and cancellation of the Outstanding Options or Option certificate(s) will be given.

接納及尚未行使購股權註銷表格

本表格乃要件，請即處理。如閣下對本接納及尚未行使購股權註銷表格任何方面或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

本表格所用詞彙與太元集團有限公司（「公司」）與Harbour Front Limited（「Harbour Front」）就卓怡融資有限公司（「卓怡融資」）代表Harbour Front收購所有已發行股份及註銷所有尚未行使購股權（該等已由Harbour Front及與其一致行動人士持有之股份及尚未行使購股權除外）所作出之強制性有條件現金收購建議聯合刊發日期為二零零五年十月十二日之綜合收購建議及回應文件所界定者具有相同涵義。

致：Harbour Front、卓怡融資及本公司

本人 _____ 地址為 _____

_____ ¹（「購股權持有人」）

謹此不可撤回地接納卓怡融資代表Harbour Front作出之購股權收購建議，並同意按每份尚未行使購股權港幣0.016元之價格，註銷本人所獲授可按每股股份港幣0.024元之行使價認購 _____

²股股份之 _____ 份尚未行使購股權。隨附有關該（等）尚未行使購股權之購股權證書（如有）以供公司註銷³。

日期：二零零五年 _____

購股權持有人簽署

附註：

1. 請以正楷填寫全名及地址。
2. 請填上所交回以供註銷購股權獲悉數行使可予配發及發行之股份數目。如無填上任何數目，或填上之數目超過閣下登記持有之尚未行使購股權數目，閣下將被視為就閣下持有之全數尚未行使購股權接納購股權收購建議。
3. 倘所交回以供註銷尚未行使購股權獲悉數行使可能配發及發行之股份數目，少於購股權持有人所持尚未行使購股權數目，本公司將向該購股權持有人就剩餘尚未行使購股權發出確認書。
4. 務請於接獲本表格後，盡快填妥接納及尚未行使購股權註銷表格，連同閣下持有之所有有關尚未行使購股權或不少於閣下接納購股權收購建議所涉及及尚未行使購股權數目之有關購股權證書（如有），郵寄或親身送交公司之本公司秘書，地址為香港九龍觀塘開源道61號金米蘭中心7樓702室，信封面請註明「購股權收購建議」，惟無論如何不得遲於二零零五年十一月二日星期三下午四時正或Harbour Front獲執行理事同意後可能決定及宣佈之較後日期及／或時間。本公司不會就接獲任何接納及尚未行使購股權註銷表格或購股權證書發出任何收據。