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UDL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)
(Stock Code: 620)

HARBOUR FRONT LIMITED

(incorporated in the British Virgin Islands with limited liability)

CLOSE OF OFFERS

Mandatory conditional cash offers by



ACCESS
CAPITAL

on behalf of

Harbour Front Limited

to acquire all the issued shares and to cancel all the outstanding options of

UDL Holdings Limited

(other than those shares and options already owned by Harbour Front Limited and parties acting in concert with it)

Financial Adviser to Harbour Front Limited



AMS Corporate Finance Limited

As at 4:00 p.m. on 2 November 2005:

- (1) valid acceptances in respect of a total of 88,212,288 Shares under the Share Offer, representing approximately 8.92% of the existing issued share capital of the Company (as enlarged by the allotment and issue of 7,168,000 new Shares pursuant to the exercise of certain Outstanding Options by some of the Optionholders during the Offer Period) and of the voting rights which may be exercised at general meetings of the Company, had been received by Harbour Front; and
- (2) valid acceptances for cancellation in respect of a total of 163,000 Outstanding Options under the Option Offer had been received.

During the period from 7 September 2005, being the date on which the Offer Period commenced, up to the date of this announcement, save for the acceptance of the 88,212,288 Shares under the Share Offer and the acceptance of the 163,000 Outstanding Options under the Option Offer, none of the members of the Harbour Front Concert Group had dealt in any Shares or Outstanding Options.

Following the valid acceptance of 7,873,000 Shares under the Share Offer up to the close of business on 13 October 2005, the Offers were declared unconditional on 13 October 2005 and have remained open for acceptance until 4:00 p.m. on 2 November 2005, being the date of this announcement. The Offers closed at 4:00 p.m. on 2 November 2005.

The issued share capital of the Company as at the date of this announcement is HK\$9,892,223.02 divided into 989,222,302 Shares, including the 7,168,000 new Shares allotted and issued pursuant to the exercise of certain Outstanding Options by some of the Optionholders during the Offer Period. Taking into account the 88,212,288 Shares accepted under the Share Offer and the 487,179,999 Shares held by the Harbour Front Concert Group as at the commencement of the Offer Period, the Harbour Front Concert Group in aggregate holds 575,392,287 Shares, representing approximately 58.17% of the issued share capital of the Company as at the date of this announcement and of the voting rights which may be exercised at general meetings of the Company. Upon closing of the Offers, the balance of approximately 41.83% of the existing issued share capital of the Company (other than the 4,800 Shares held by the spouse of Professor Yuen Ming Fai, Matthew, an independent non-executive Director) remains to be held by the public. Accordingly, the minimum public float of the Company as required under Rule 8.08 of the Listing Rules is maintained.

INTRODUCTION

Reference is made to the composite offer and response document regarding the Offers ("Composite Document") despatched to the Independent Shareholders and the Optionholders on 12 October 2005 and the joint announcement by the Company and Harbour Front Limited dated 13 October 2005. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFERS AND RESULTS OF ACCEPTANCES

As at 4:00 p.m. on 2 November 2005:

- (1) valid acceptances in respect of a total of 88,212,288 Shares under the Share Offer, representing approximately 8.92% of the existing issued share capital of the Company (as enlarged by the allotment and issue of 7,168,000 new Shares pursuant to the exercise of certain Outstanding Options by some of the Optionholders during the Offer Period) and of the voting rights which may be exercised at general meetings of the Company, had been received by Harbour Front; and
- (2) valid acceptances for cancellation in respect of a total of 163,000 Outstanding Options under the Option Offer had been received.

The Company wishes to state that among the 88,212,288 Shares tendered acceptances under the Share Offer, 7,168,000 Shares are new Shares issued pursuant to the exercise of certain Outstanding Options by the relevant Optionholders during the Offer Period. As at the date of this announcement, the Company has a total of 989,222,302 Shares in issue (as enlarged by the allotment and issue of the new Shares pursuant to the exercise of the Outstanding Options by the Optionholders as described above) and a total of 1,745,000 Outstanding Options.

During the Offer Period, in addition to the valid acceptances referred to above, a form of acceptance in respect of 50,000 Shares was delivered to the Registrar by an Independent Shareholder. However, given that the accepting Independent Shareholder has failed to provide the requisite title document to such 50,000 Shares and satisfactory indemnity required by Harbour Front to the Registrar up to the close of the Offers at 4:00 p.m. on 2 November 2005, such 50,000 Shares have not been taken into account in calculating the number of Shares accepted under the Share Offer as stated above.

During the period from 7 September 2005, being the date on which the Offer Period commenced, up to the date of this announcement, save for the acceptance of the 88,212,288 Shares under the Share Offer and the acceptance of the 163,000 Outstanding Options under the Option Offer, none of the members of the Harbour Front Concert Group had dealt in any Shares or Outstanding Options. Nor had there been any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with Harbour Front or parties acting in concert with it in relation to the shares of Harbour Front or of the Company.

Following the valid acceptance of 7,873,000 Shares under the Share Offer up to the close of business on 13 October 2005, the Offers were declared unconditional on 13 October 2005 and have remained open for acceptance until 4:00 p.m. on 2 November 2005, being the date of this announcement. The Offers closed at 4:00 p.m. on 2 November 2005.

Remittance in respect of valid acceptances under the Share Offer and the Option Offer referred to above have been or, as the case may be, will be posted to the relevant Shareholders or Optionholders by ordinary post at their own risk within 10 days from the date on which all valid requisite documents from the accepting Shareholders or Optionholders in respect of the acceptance of the Share Offer or the Option Offer were received by the Registrar or in the case of the Option Offer, by the Company Secretary.

Pursuant to the terms of the Share Option Scheme, the 1,745,000 Outstanding Options not accepted under the Option Offer and remain unexercised will lapse automatically following the expiry of one month from 13 October 2005, being the date on which the Offers were declared unconditional.

AGGREGATE SHAREHOLDING OF THE HARBOUR FRONT CONCERT GROUP AND MINIMUM PUBLIC FLOAT

The issued share capital of the Company as at the date of this announcement is HK\$9,892,223.02 divided into 989,222,302 Shares, including the 7,168,000 new Shares allotted and issued pursuant to the exercise of certain Outstanding Options by some of the Optionholders during the Offer Period. Taking into account the 88,212,288 Shares accepted under the Share Offer and the 487,179,999 Shares held by the Harbour Front Concert Group as at the commencement of the Offer Period, the Harbour Front Concert Group in aggregate holds 575,392,287 Shares, representing approximately 58.17% of the issued share capital of the Company as at the date of this announcement and of the voting rights which may be exercised at general meetings of the Company. Save as disclosed herein, the Harbour Front Concert Group does not have any other Shares or Options or right to acquire any Shares as at the date of this announcement.

Upon closing of the Offers, the balance of approximately 41.83% of the existing issued share capital of the Company (other than the 4,800 Shares held by the spouse of Professor Yuen Ming Fai, Matthew, an independent non-executive Director) remains to be held by the public. Accordingly, the minimum public float of the Company as required under Rule 8.08 of the Listing Rules is maintained.

By Order of the Board
UDL Holdings Limited
Lee Ka Lun, Stephen
Director

By Order of the Board
Harbour Front Limited
Leung Yu Oi Ling, Irene
Director

Hong Kong, 2 November 2005

As at the date of this announcement, the Board comprises three executive Directors namely Mrs. Leung Yu Oi Ling, Irene, Ms. Leung Chi Yin, Gillian, Mr. Lee Ka Lun, Stephen and three independent non-executive Directors, namely Mr. Pao Ping Wing, JP, Professor Yuen Ming Fai, Matthew and Ms. Tse Mei Ha.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

The directors of Harbour Front jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that in relation to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement (other than those in relation to the Group) the omission of which would make any statement in this announcement misleading.

“Please also refer to the published version of this announcement in The Standard.”