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## **ULTRA GROUP HOLDINGS LIMITED**

**歐美集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(Stock Code: 8203)*

- (1) RESIGNATION OF EXECUTIVE DIRECTORS,  
CHANGE OF THE CHAIRMAN, QUALIFIED ACCOUNTANT, COMPANY  
SECRETARY, AUTHORIZED REPRESENTATIVES, COMPLIANCE OFFICER  
AND MEMBERS OF THE REMUNERATION COMMITTEE**
- (2) CHANGE OF HEAD OFFICE AND PRINCIPAL PLACE  
OF BUSINESS IN HONG KONG**
- (3) COMPLETION OF THE SALE AND PURCHASE OF THE ENTIRE ISSUED  
SHARE CAPITAL OF ULTRA GROUP COMPANY LIMITED**
- (4) UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS**

### **RESIGNATION OF EXECUTIVE DIRECTORS, CHAIRMAN, QUALIFIED ACCOUNTANT, COMPANY SECRETARY, AUTHORIZED REPRESENTATIVES, COMPLIANCE OFFICER AND MEMBERS OF THE REMUNERATION COMMITTEE**

As mentioned in the circular of the Company dated 28 September 2007 in respect of the disposal of the entire issued share capital of Ultra Group Company Limited (the "Disposal"), which constitutes a very substantial disposal transaction of the Company, Ms. Cho Yuen Yi, Wendy (曹婉兒) ("Ms. Cho") and Ms. Wong Ching Ngor (王清娥) ("Ms. Wong") will resign as executive directors of the Company at or before completion of the Disposal.

In light of the aforesaid, the board of directors (the "Board") of the Company is pleased to announce that (i) Ms. Cho has resigned as the Chairman, an executive director, a member of the remuneration committee and the authorized representative of the Company with effect from 1 November 2007 and (ii) Ms. Wong has resigned as an executive director, the qualified accountant, the company secretary, the committee secretary of the remuneration committee, the authorized representative and the compliance officer of the Company with effect from 1 November 2007 due to completion of the Disposal on 31 October 2007.

Each of Ms. Cho and Ms. Wong confirms that there is no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company in relation to their resignations.

The Company would like to express its gratitude to Ms. Cho and Ms. Wong for their valuable contributions during their directorships.

#### **APPOINTMENT OF CHAIRMAN, AUTHORIZED REPRESENTATIVES, COMPLIANCE OFFICER AND MEMBERS OF THE REMUNERATION COMMITTEE**

Mr. Tse Chun Sing (謝振聲), an executive director of the Company, has been appointed as the Chairman, an authorized representative and a member of the remuneration committee of the Company with effect from 1 November 2007.

Mr. Wu Kam Hung (胡錦洪), an executive director of the Company, has been appointed as an authorized representative, the compliance officer and a member of the remuneration committee of the Company with effect from 1 November 2007.

#### **APPOINTMENT OF QUALIFIED ACCOUNTANT, COMPANY SECRETARY AND COMMITTEE SECRETARY OF THE REMUNERATION COMMITTEE**

Ms. Leung Ngar Yee (梁雅儀) (“Ms. Leung”) has been appointed as the qualified accountant, the company secretary and the committee secretary of the remuneration committee of the Company with effect from 1 November 2007.

Ms. Leung is an associate member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom. She obtained her Bachelor degree in Accountancy from The University of Bolton (formerly known as Bolton Institute of Higher Education). Ms. Leung has over 15 years of experience in accounting and finance in the retailing service industry.

The Board would like to take this opportunity to welcome Ms. Leung in joining the Company.

#### **CHANGE OF HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board further announces that the head office and the principal place of business of the Company in Hong Kong is changed to Unit 203, 2/F, Block B, Sea View Estate, 2-8 Watson Road, North Point, Hong Kong with effect from 1 November 2007.

#### **COMPLETION OF THE DISPOSAL**

During the extraordinary general meeting of the Company held on 16 October 2007, the shareholders of the Company have approved the Disposal. Completion of the Disposal has taken place on 31 October 2007.

#### **UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS**

The Board also noted the increases in the price and trading volume of the shares of the Company today and wishes to state that, the Board is not aware of any reasons for such increases.

Save as disclosed above, the Board confirms that there are no negotiations or agreements relating to intended acquisitions, realizations or other transactions which are discloseable under Chapters 19 and 20 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 17.10 of the GEM Listing Rules, which is or may be of a price-sensitive nature.

Made by the order of the Board, the directors of which collectively and individually accept responsibility for the accuracy of this announcement.

By order of the Board  
**Wong Ching Ngor**  
Company Secretary

Hong Kong, 31 October 2007

*As of the date hereof, the executive directors of the Company are Ms. Cho Yuen Yi, Wendy, Ms. Wong Ching Ngor, Mr. Wu Kam Hung and Mr. Tse Chun Sing. The independent non-executive directors of the Company are Mr. Liew Swee Yean, Mr. Siu Siu Ling, Robert and Dr. Wong Yun Kuen.*

*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 of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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.*

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