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U BANQUET GROUP HOLDING LIMITED
譽宴集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1483)

MR. SANG KANGQIAO

JOINT ANNOUNCEMENT

- (1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY
DELOITTE & TOUCHE CORPORATE FINANCE LIMITED
ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES OF
U BANQUET GROUP HOLDING LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED
BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH HIM);**
- (2) RESULTS OF THE OFFER;**
- (3) CHANGE OF BOARD COMPOSITION;**
- (4) CHANGE OF COMPOSITION OF THE AUDIT, REMUNERATION
AND NOMINATION COMMITTEES;**
- AND**
- (5) CHANGE OF AUTHORISED REPRESENTATIVE**

Financial Adviser to
U Banquet Group Holding Limited
 **Lego Corporate
Finance Limited**
力高企業融資有限公司

Financial Adviser to the Offeror
Deloitte.
德勤
Deloitte & Touche Corporate Finance Limited

CLOSE OF THE OFFER

The Company and the Offeror jointly announce that the Offer made by Deloitte & Touche Corporate Finance Limited (“**Deloitte Corporate Finance**”) on behalf of the Offeror was closed at 4:00 p.m. on Thursday, 27 October 2016, and was not revised or extended.

RESULTS OF THE OFFER

As at 4:00 p.m. on Thursday, 27 October 2016, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror has received valid acceptances in respect of a total of 4,463,250 Shares (representing approximately 0.96% of the issued share capital of the Company as at the date of this joint announcement) under the Offer.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the commencement of the Offer Period, the Offeror and parties acting in concert with him (including Mr. Xu and Mr. Cui) did not hold, control or have direction over any Shares or any rights over the Shares. Immediately following the Completion and before the commencement of the Offer, the Offeror and parties acting in concert with him (including Mr. Xu and Mr. Cui) held, controlled or directed 289,288,750 Shares, representing approximately 62.21% of the then issued share capital of the Company.

Upon the close of the Offer, taking into account the valid acceptances in respect of a total of 4,463,250 Shares (representing approximately 0.96% of the issued share capital of the Company) under the Offer (subject to completion of the transfer of those Shares to the Offeror), the Offeror and parties acting in concert with him (including Mr. Xu and Mr. Cui) held, controlled or directed 293,752,000 Shares, representing approximately 63.17% of the issued share capital of the Company as at the date of this joint announcement.

PUBLIC FLOAT

Based on information available to the Company, 171,248,000 Shares, representing approximately 36.83% of the issued share capital of the Company was in the hands of the public upon the close of the Offer with effect from 4:01 p.m. on Thursday, 27 October 2016, subject to the completion of the transfer of those Shares acquired under the Offer to the Offeror (in respect of which valid acceptances were received). Accordingly, the Company fulfils the minimum public float requirement under Rule 8.08 of the Listing Rules.

CHANGE OF COMPOSITION OF THE BOARD AND THE AUDIT, REMUNERATION AND NOMINATION COMMITTEES

Immediately after the close of the Offer, with effect from 4:01 p.m. on Thursday, 27 October 2016, (i) Mr. Cheung has resigned as an executive Director, the chairman of the Board and the chief executive officer of the Company; (ii) Mr. Cheung Ka Kei has resigned as an executive Director; (iii) Mr. Kan Yiu Pong has resigned as an executive Director and the compliance officer of the Company; and (iv) each of Mr. Chung Kong Mo *JP*, Ms. Wong Tsip Yue, Pauline and Mr. Wong Sui Chi has resigned as an independent non-executive Director.

The resignation of the above Directors was due to the change in control of the Company. Each of the above resigning Directors has confirmed that he or she has no disagreement with the Board and there is nothing to be brought to the attention of the Shareholders and the Stock Exchange in relation to his or her resignation.

In place of the above resigning Directors, six Directors have been nominated by the Offeror: (a) Mr. Sang has been appointed as an executive Director and the chairman of the Board; (b) each of Mr. Xu and Mr. Cui has been appointed as an executive Director; and (c) each of Mr. Xu Zhihao, Mr. Lam Ka Tak and Ms. Liu Yan has been appointed as an independent non-executive Director, all with effect from 4:01 p.m. on Thursday, 27 October 2016.

The biographical information of each of the newly appointed Directors is set out under “Change of Board Composition” in this joint announcement.

In addition, the composition of each of the audit, remuneration and nomination committees of the Company has been changed upon the above change of the Board composition, details of which are set out under “Change of Composition of the Audit, Remuneration and Nomination Committees” in this joint announcement.

CHANGE OF AUTHORISED REPRESENTATIVE

Immediately upon the close of the Offer with effect from 4:01 p.m. on 27 October 2016, Mr. Kan Yiu Pong ceased to be the authorised representative of the Company and Mr. Cui was appointed as the authorised representative of the Company.

Reference is made to the composite offer and response document (the “**Composite Document**”) dated 6 October 2016 jointly issued by and on behalf of Mr. Sang Kangqiao (the “**Offeror**” or “**Mr. Sang**”) and U Banquet Group Holding Limited (the “**Company**”) in relation to, among other things, the mandatory unconditional cash offer by Deloitte Corporate Finance on behalf of the

Offeror to acquire all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in connect with him). Capitalised terms used herein have the same meanings as those defined in the Composite Document unless the context requires otherwise.

CLOSE OF THE OFFER

The Company and the Offeror jointly announce that the Offer made by Deloitte Corporate Finance on behalf of the Offeror was closed at 4:00 p.m. on Thursday, 27 October 2016, and was not revised or extended.

RESULTS OF THE OFFER

As at 4:00 p.m. on Thursday, 27 October 2016, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror has received valid acceptances in respect of a total of 4,463,250 Shares (representing approximately 0.96% of the issued share capital of the Company as at the date of this joint announcement) under the Offer.

SETTLEMENT OF THE OFFER

Provided that a valid Form(s) of Acceptance and the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and in good order in all respects and have been received by the Registrar no later than the latest time for acceptance, a cheque for the amount due to each accepting Independent Shareholder less seller's Hong Kong ad valorem stamp duty in respect of the Offer Shares tendered by him/her/it or his/her/its agent(s) under the Offer will be despatched to such Independent Shareholder by ordinary post at his/her/its own risk as soon as possible but in any event within seven Business Days following the date of receipt of duly completed acceptances by the Registrar.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the commencement of the Offer Period, the Offeror and parties acting in concert with him (including Mr. Xu and Mr. Cui) did not hold, control or have direction over any Shares or any rights over the Shares. Immediately following the Completion and before the commencement of the Offer, the Offeror and parties acting in concert with him (including Mr. Xu and Mr. Cui) held, controlled or directed 289,288,750 Shares, representing approximately 62.21% of the then issued share capital of the Company.

Upon the close of the Offer, taking into account the valid acceptances in respect of a total of 4,463,250 Shares (representing approximately 0.96% of the issued share capital of the Company) under the Offer (subject to completion of the transfer of those Shares to the Offeror), the Offeror and parties acting in concert with him (including Mr. Xu and Mr. Cui) held, controlled or directed 293,752,000 Shares, representing approximately 63.17% of the issued share capital of the Company as at the date of this joint announcement.

Save for the aforesaid, neither the Offeror nor parties acting in concert with him (including Mr. Xu and Mr. Cui) had acquired or agreed to acquire any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

The Offeror and parties acting in concert with him (including Mr. Xu and Mr. Cui) had not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) or rights over shares of the Company during the Offer Period.

The following table sets out the shareholding structure of the Company (i) immediately following the Completion and before the commencement of the Offer; and (ii) immediately upon the close of the Offer (subject to completion of the transfer of those Shares acquired under the Offer to the Offeror):

Shareholders	Immediately after Completion but before the commencement of the Offer		Immediately after the close of the Offer (subject to completion of the transfer of those Shares acquired under the Offer to the Offeror)	
	<i>Approximate</i>		<i>Approximate</i>	
	<i>Number of Shares held</i>	<i>% of Shares in issue</i>	<i>Number of Shares held</i>	<i>% of Shares in issue</i>
Mr. Sang (the Offeror)	184,288,750	39.63%	188,752,000	40.59%
Mr. Xu	100,000,000	21.51%	100,000,000	21.51%
Mr. Cui	5,000,000	1.07%	5,000,000	1.07%
Sub-total of the Offeror and parties acting in concert with him	289,288,750	62.21%	293,752,000	63.17%
Mr. Cheung Ka Kei (<i>Note 2</i>)	3,281,250	0.71%	—	—
Mr. Kan Yiu Pong (<i>Note 2</i>)	370,000	0.08%	—	—
Public Shareholders	172,060,000	37.00%	171,248,000	36.83%
Total	465,000,000	100.00%	465,000,000	100.00%

Note:

1. The aggregate of the percentage figures in the above table may not add up to 100% due to rounding of the percentage figures to two decimal places.
2. Mr. Cheung Ka Kei and Mr. Kan Yiu Pong were executive Directors immediately before the close of the Offer. Immediately after the close of the Offer, with effect from 4:01 p.m. on Thursday, 27 October 2016, they ceased to be executive Directors. Mr. Cheung Ka Kei and Mr. Kan Yiu Pong have accepted the Offer.

PUBLIC FLOAT

Based on information available to the Company, 171,248,000 Shares, representing approximately 36.83% of the issued share capital of the Company was in the hands of the public upon the close of the Offer with effect from 4:01 p.m. on Thursday, 27 October 2016, subject to the completion of the transfer of those Shares acquired under the Offer to the Offeror (in respect of which valid acceptances were received). Accordingly, the Company fulfils the minimum public float requirement under Rule 8.08 of the Listing Rules.

CHANGE OF BOARD COMPOSITION

Reference is made to the Composite Document in relation to the intended change in the Board composition.

The Board hereby announces that immediately after the close of the Offer, with effect from 4:01 p.m. on Thursday, 27 October 2016, (i) Mr. Cheung has resigned as an executive Director, the chairman of the Board and the chief executive officer of the Company; (ii) Mr. Cheung Ka Kei has resigned as an executive Director; (iii) Mr. Kan Yiu Pong has resigned as an executive Director and the compliance officer of the Company; and (iv) each of Mr. Chung Kong Mo *JP*, Ms. Wong Tsip Yue, Pauline and Mr. Wong Sui Chi has resigned as an independent non-executive Director.

The resignation of the above Directors was due to the change in control of the Company. Each of the resigning Directors has confirmed that he or she has no disagreement with the Board and there is nothing to be brought to the attention of the Shareholders in relation to his or her resignation.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Cheung, Mr. Cheung Ka Kei, Mr. Kan Yiu Pong, Mr. Chung Kong Mo *JP*, Ms. Wong Tsip Yue Pauline and Mr. Wong Sui Chi for their valuable contribution to the Company during their tenure of services.

In place of the above resigning Directors, six Directors have been nominated by the Offeror: (a) Mr. Sang has been appointed as an executive Director and the chairman of the Board; (b) each of Mr. Xu and Mr. Cui has been appointed as an executive Director; and (c) each of Mr. Xu Zhihao, Mr. Lam Ka Tak and Ms. Liu Yan has been appointed as an independent non-executive Director, all with effect from 4:01 p.m. on Thursday, 27 October 2016.

Each of the newly appointed Directors is subject to retirement by rotation in accordance with the articles of association of the Company and will hold his or her office as Director until the next annual general meeting of the Company and be subject to re-election at such meeting.

Set out below is the biographical details of each of the new Directors.

1. Mr. Sang, as an executive Director and the chairman of the Board

Mr. Sang, aged 41, is a Hong Kong resident. Mr. Sang obtained a bachelor's degree in electrical engineering from Beijing Institute of Technology. Mr. Sang has over 15 years of experience in the securities investment industry in Hong Kong and the PRC.

2. Mr. Xu, as an executive Director

Mr. Xu, aged 53, obtained a master's degree in business administration from Tsinghua School of Economics and Management. Mr. Xu has been the president of Guorun Construction Group Limited since 1996 and the general manager of Beijing Rixing Property Development Limited since 2004. From 2014 to present, Mr. Xu has been employed as the president of Guorun Holdings Group Limited. He is also the chairman and director of Asia Pacific Aviation Leasing Group from 2016.

3. Mr. Cui, as an executive Director

Mr. Cui, aged 43, obtained a bachelor's degree in money and banking from Beijing Business School in 1997. Mr. Cui was employed as the assistant general manager of Sinotrans & CSC Holdings Co., Ltd's finance department from 1997 to 2012. From 2012 to 2014, Mr. Cui was the managing director of capital operations of ABCI China Investment Corporation Limited. Mr. Cui has over 19 years of experience in the securities investment industry in PRC and over 10 years of experience in Hong Kong's securities industry.

4. Mr. XU Zhihao, as an independent non-executive Director

Mr. XU Zhihao, aged 45, graduated with a bachelor's degree in laws from Guangzhou Jinan University in 1994 and obtained a master of laws from the graduate school of China University of Political Science and Law in 2004. Mr. XU Zhihao was employed by a real estate company prior to working at Huabang (Guangdong) Century law firm. From 2001 to 2003, Mr. XU Zhihao worked in Guang Dong Rong Guan law firm. Mr. XU Zhihao is currently a senior partner in Jincheng Tongda & Neal (Shenzhen) and has extensive experience in the operation of banks and non-bank financial institutions, including trusts, securities and financing leasing institutions. Mr. XU Zhihao is skilled in various real estate financing, including trust support and equity financing.

5. Mr. LAM Ka Tak, as an independent non-executive Director

Mr. LAM Ka Tak, aged 35, graduated from Hong Kong Polytechnic University with a bachelor's degree in accounting in 2003 and obtained a master of business administration from the Hong Kong University in 2013. Mr. LAM Ka Tak was employed by RSM Nelson Wheeler (currently known as RSM Hong Kong) before working as an audit manager at KPMG. Mr. LAM Ka Tak currently serves as the chief financial officer of Beijing Enterprises Medical and Health Industry Group Limited (Stock Code: 2389), a company listed on the Main Board of the Stock Exchange. Mr. LAM Ka Tak is also employed as an executive director by Beijing Sports and Entertainment Industry Group Limited (Stock Code: 1803), a company listed on the Main Board of the Stock Exchange. Mr. LAM Ka Tak has over 13 years of experience in accounting and financial matters.

6. Ms. LIU Yan, as an independent non-executive Director

Ms. LIU Yan, aged 45, graduated with a bachelor's degree in economics from Central University of Finance and Economics in 1992. Ms. LIU Yan passed all three levels of the Chartered Financial Analyst (CFA) Program. From 1992 to 1994, Ms LIU Yan was employed as an analyst at Brilliance Group Holdings Limited. From 1994 to 2001, Ms. LIU Yan worked at PricewaterhouseCoopers as an audit manager. In 2005, Ms. LIU Yan joined Barclays Bank (New York) global risk division as an investment manager. She worked as a vice president of Angelo, Gordon & Co from 2007 to 2010. From 2010 to 2015, Ms. LIU Yan was a managing director of Fund Management Department and Strategic Investment Department in China Everbright Limited (Hong Kong). Currently, Ms. LIU Yan is an independent non-executive director of Tai United Holdings Limited (Stock Code: 718), a company listed on the Main Board of the Stock Exchange.

As at the date of this joint announcement:

- (a) none of these newly appointed Directors holds any position in the Group prior to their appointment as Directors;
- (b) save as disclosed above, none of these newly appointed Directors held any other directorships in the last three years in any publicly listed companies in Hong Kong, the PRC or other places;
- (c) save as disclosed above, none of these newly appointed Directors is related to any Directors, senior management or substantial or controlling shareholders of the Company;
- (d) save as disclosed above, none of these newly appointed Directors has any interest in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO;
- (e) each of the newly appointed Directors has entered into service contracts with the Company, the particulars of which are set out under “Particulars of Directors’ service contracts” below; and
- (f) save as disclosed above, there is no other information in relation to the appointment of each of the newly appointed Directors that is required to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Particulars of Directors’ service contracts

Executive Directors

Each of Mr. Sang, Mr. Xu and Mr. Cui has entered into a service contract with the Company for an initial term of three years with effect from 27 October 2016, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by him by giving not less than three months’ written notice expiring at the end of the initial term of his appointment or any time thereafter to the Company, or by the Company by giving not less than three months’ written notice expiring at the first anniversary of the initial term of his appointment or any time thereafter to him. The appointments are subject to the provisions of the articles of association of the Company with regard to vacation of office, removal and retirement by rotation of Directors.

Each of Mr. Sang, Mr. Xu and Mr. Cui will receive remuneration comprising a director's fee of HK\$260,000 per annum during the term of his appointment as an executive Director pursuant to the respective service contracts entered into by each of them with the Company.

Independent non-executive Directors

Each of Mr. Xu Zhihao, Mr. Lam Ka Tak and Ms. Liu Yan has been appointed for an initial term of three years commencing from 27 October 2016 which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated either by him or her by giving not less than three months' written notice expiring at the end of the initial term of his or her appointment or any time thereafter to the Company, or by the Company by giving not less than three months' written notice expiring at the first anniversary of the initial term of his or her appointment or any time thereafter to him or her. The appointments are subject to the provisions of the articles of association of the Company with regard to vacation of office of Directors, removal and retirement by rotation of Directors. Each of Mr. Xu Zhihao, Mr. Lam Ka Tak and Ms. Liu Yan is entitled to a director's fee of HK\$120,000 per annum with effect from 27 October 2016. Save for directors' fees, none of Mr. Xu Zhihao, Mr. Lam Ka Tak and Ms. Liu Yan is expected to receive any other remuneration for holding their office as an independent non-executive Director.

Save as aforesaid, none of the new Directors has or is proposed to have a service contract with the Company or any of its subsidiaries other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

CHANGE OF COMPOSITION OF THE AUDIT, REMUNERATION AND NOMINATION COMMITTEES

The Board announces that the composition of each of the audit, remuneration and nomination committees of the Company has been changed as follows with effect immediately after the close of the Offer as at 4:01 p.m. on Thursday, 27 October 2016:

Audit Committee

- (i) Mr. Lam Ka Tak has been appointed as the chairman of the audit committee of the Company;

- (ii) Each of Ms. Liu Yan and Mr. Xu Zhihao has been appointed as a member of the audit committee of the Company;
- (iii) Mr. Wong Sui Chi has resigned as the chairman of the audit committee of the Company; and
- (iv) Each of Mr. Chung Kong Mo *JP* and Ms. Wong Tsip Yue, Pauline has resigned as a member of the audit committee of the Company.

Remuneration Committee

- (i) Ms. Liu Yan has been appointed as the chairwoman of the remuneration committee of the Company;
- (ii) Each of Mr. Lam Ka Tak and Mr. Sang has been appointed as a member of the remuneration committee of the Company;
- (iii) Mr. Wong Sui Chi has resigned as the chairman of the remuneration committee of the Company; and
- (iv) Each of Mr. Cheung and Ms. Wong Tsip Yue, Pauline has resigned as a member of the remuneration committee of the Company.

Nomination Committee

- (i) Mr. Sang has been appointed as the chairman of the nomination committee of the Company;
- (ii) Each of Ms. Liu Yan and Mr. Xu Zhihao has been appointed as a member of the nomination committee of the Company;
- (iii) Mr. Cheung has resigned as the chairman of the nomination committee of the Company; and
- (iv) Each of Mr. Chung Kong Mo *JP* and Ms. Wong Tsip Yue, Pauline has resigned as a member of the nomination committee of the Company.

CHANGE OF AUTHORISED REPRESENTATIVE

Immediately upon the close of the Offer with effect from 4:01 p.m. on 27 October 2016, Mr. Kan Yiu Pong ceased to be the authorised representative of the Company and Mr. Cui was appointed as the authorised representative of the Company.

By order of the board of
U Banquet Group Holding Limited
Sang Kangqiao
Executive Director

Sang Kangqiao

Hong Kong, 27 October 2016

As at the date of this joint announcement, the Board comprises (1) Mr. Cheung Ka Ho, Mr. Cheung Ka Kei and Mr. Kan Yiu Pong as the executive Directors and Mr. Chung Kong Mo JP, Ms. Wong Tsip Yue Pauline and Mr. Wong Sui Chi as the independent non-executive Directors, all of whom have resigned with effect from 4:01 p.m. on 27 October 2016; and (2) Mr. Sang Kangqiao, Mr. Xu Wenze and Mr. Cui Peng as the executive Directors and Mr. Xu Zhihao, Mr. Lam Ka Tak and Ms. Liu Yan as the independent non-executive Directors, all of whom have been appointed with effect from 4:01 p.m. on 27 October 2016.

The Directors (including those who have resigned with effect from 4:01 p.m. on 27 October 2016) jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with him (including Mr. Xu and Mr. Cui)) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with him (including Mr. Xu and Mr. Cui)) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, the Vendors and parties acting in concert with any one of them) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, the Vendors and parties acting in concert with any one of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.