

IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



U BANQUET GROUP HOLDING LIMITED

譽宴集團控股有限公司

(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 PLACING

Number of Placing Shares : 100,000,000 Shares comprising 50,000,000 New Shares and 50,000,000 Sale Shares
Placing Price : Not more than HK\$1.20 per Placing Share and expected to be not less than HK\$1.00 per Placing Share (payable in full on application in Hong Kong dollars and subject to refund), plus brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%
Nominal Value : HK\$0.01 per Share
Stock Code : 8107

Sponsor



Joint Lead Managers



Joint Bookrunners



Co-Managers

**Astrum Capital
Management Limited**

**Convoy Investment
Services Limited**

**Great Roc Capital
Securities Limited**

**RHB OSK Securities
Hong Kong Limited**

**Goldin Equities
Limited**

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in Appendix V to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Placing Price is expected to be fixed by agreement between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company (for itself and on behalf of U Banquet (Cheung's)) on the Price Determination Date, which is expected to be on or around Wednesday, 4 December 2013 or such later date as the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company (for itself and on behalf of U Banquet (Cheung's)) may agree. The Placing Price will not be more than HK\$1.20 per Placing Share and is currently expected to be not less than HK\$1.00 per Placing Share. If, for any reason, the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company (for itself and on behalf of U Banquet (Cheung's)) are unable to reach an agreement on the Placing Price by the Price Determination Date, the Placing will not become unconditional and will lapse. In the case of such event, a notice will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of our Company at www.u-banquetgroup.com.

The Joint Lead Managers (for themselves and on behalf of the Underwriters) may, with the consent of our Company, reduce the number of Placing Shares being offered under the Placing and/or the estimated Placing Price range below that stated in this prospectus at any time on or prior to the Price Determination Date. In the case of such reduction, a notice will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of our Company at www.u-banquetgroup.com. Details of the arrangement will then be announced by us as soon as practicable.

Prior to making any investment decision, prospective investors should consider carefully all the information set out in this prospectus, including the risk factors set out in "Risk Factors".

Prospective investors of the Placing Shares should note that the Sponsor and/or the Joint Lead Managers (for themselves and on behalf of the Underwriters) may in their/its absolute discretion, upon giving notice in writing to our Company (for itself and on behalf of U Banquet (Cheung's)), terminate the Underwriting Agreement with immediate effect if any of the events set out in "Underwriting — Underwriting arrangements, commissions and expenses — Grounds for termination" occurs at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

28 November 2013