

Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of U Banquet Group Holding Limited (the “Company”) dated 28 November 2013.

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This announcement is for information purposes only and does not constitute an offer or invitation to acquire, purchase or subscribe for securities of the Company. Prospective investors should read the Prospectus for detailed information about the Company and the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



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**

As required by the GEM Listing Rules and the Companies Ordinance, printed copies of the Prospectus are available, for information purposes only, at the offices of (1) Quam Securities Company Limited at 18/F, China Building, 29 Queen's Road Central, Hong Kong; (2) Brilliant Norton Securities Company Limited at Room 804, 8/F, Jubilee Centre, 46 Gloucester Road, Wan Chai, Hong Kong; (3) SBI E2-Capital Financial Services Limited at Unit A2, 32/F, United Centre, 95 Queensway, Hong Kong; (4) Astrum Capital Management Limited at 11/F, 122 QRC, Nos. 122-126 Queen's Road Central, Hong Kong; (5) Convoy Investment Services Limited at 1/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong; (6) Great Roc Capital Securities Limited at Suite 3712, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong; (7) RHB OSK Securities Hong Kong Limited at 12th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong; and (8) Goldin Equities Limited at 23/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. from Thursday, 28 November 2013 up to and including Friday, 6 December 2013 (both dates inclusive).

Pursuant to the Underwriting Agreement, 100,000,000 Placing Shares (comprising 50,000,000 New Shares and 50,000,000 Sale Shares) are offered for subscription or purchase (as the case may be) by way of Placing at the Placing Price on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus.

Application has been made to the Listing Division for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus pursuant to the Placing and the Capitalisation Issue and any new Shares that may be issued upon exercise of any options that may be granted under the Share Option Scheme, on GEM.

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Underwriting Agreement and the Prospectus.

The Placing is conditional upon the fulfillment of the conditions as set out in "Structure and Conditions of the Placing — Conditions of the Placing" of the Prospectus. If such conditions are not fulfilled (or where applicable, waived) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will lapse and thereafter, all monies received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.u-banquetgroup.com on the next business day following such lapse.

Prospective investors of the Placing 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 the Company (for itself and on behalf of U Banquet (Cheung's)), terminate the Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in "Underwriting — Underwriting arrangements, commissions and expenses — Grounds for termination" of the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

The Placing Price is expected to be fixed by agreement between 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)) on the Price Determination Date, which is expected to be on or before Wednesday, 4 December 2013 or such later date as may be agreed. The Placing Price will be not more than HK\$1.20 per Placing Share and is expected to be not less than HK\$1.00 per Placing Share unless otherwise announced.

The Joint Lead Managers (for themselves and on behalf of the Underwriters) may, with the consent of the Company, reduce the indicative Placing Price range below that stated in the Prospectus at any time prior to the Price Determination Date. If this occurs, notice of reduction of the indicative Placing Price range will as soon as practicable be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.u-banquetgroup.com, and in any event not later than 9:00 a.m. on the Price Determination Date.

If, for whatever reason, the Company (for itself and on behalf of U Banquet (Cheung's)) and the Joint Lead Managers (for themselves and on behalf of the Underwriters) 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 such event, the Company will issue an announcement on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.u-banquetgroup.com.

No receipt will be issued for application monies paid for the Placing Shares. The Company will not issue temporary documents of title. Share certificates for the Placing Shares will only become valid certificates of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that (a) the Placing has become unconditional in all respects; and (b) the Underwriting Agreement has not been terminated in accordance with its terms.

The announcement of the final Placing Price and the indication of level of interests in the Placing will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.u-banquetgroup.com on or before Monday, 9 December 2013.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 10 December 2013. The Shares will be traded in board lots of 2,000 Shares each. The GEM stock code for the Shares is 8107.

By order of the Board
U Banquet Group Holding Limited
Cheung Ka Ho
Chairman and Executive Director

Hong Kong, 28 November, 2013

As at the date of this announcement, the executive Directors are Mr. Cheung Ka Ho, Mr. Cheung Ka Kei and Mr. Kan Yiu Pong, and the independent non-executive Directors are Mr. Chung Kong Mo JP, Ms. Wong Tsip Yue, Pauline and Mr. Wong Sui Chi.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and, in the case of this announcement, on the "Latest Listed Company Information" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the website of the Company at www.u-banquetgroup.com.