



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: 8107)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING

I/We ⁽¹⁾ _____

of _____

being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.01 each in the capital of the U Banquet Group Holding Limited 譽宴集團控股有限公司 (the "Company") hereby appoint the Chairman of the Meeting, or ⁽³⁾ _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (and at any adjournment thereof) to be held at Units 2201-03, 22nd Floor, Tai Tung Building, 8 Fleming Road, Wanchai, Hong Kong on 3 September 2014, Wednesday, at 11:00 a.m. and to vote in respect of the resolutions set out in the notice convening the said meeting (the "Notice") as hereunder indicated:

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve, confirm and ratify the General Corporation Agreement and all transactions contemplated thereunder, including but not limited to the issue and allotment of the General Corporation Shares, and the grant of authorisation to the directors of the Company in connection therewith (Ordinary Resolution No. 1 as set out in the Notice).		
2.	To approve, confirm and ratify the Smart Award Agreement and all transactions contemplated thereunder, including but not limited to the issue and allotment of the Smart Award Shares, and the grant of authorisation to the directors of the Company in connection therewith (Ordinary Resolution No. 2 as set out in the Notice).		

Dated _____

Signature ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:—

1. Full name(s) and address(es) to be inserted in block capitals. The name of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. A proxy needs not be a member of the Company.**
4. **IMPORTANT:** If you wish to vote for any resolution, please indicate with a "✓" in the appropriate space marked "For" beside the resolution. If you wish to vote against any resolution, please indicate with a "✓" in the appropriate space marked "Against" beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the Notice convening the Extraordinary General Meeting.
5. In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the Extraordinary General Meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.