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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: 8107)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of U Banquet Group Holding Limited (the “**Company**”) will 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. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions:

ORDINARY RESOLUTIONS

1. **THAT:**

- (a) the sale and purchase agreement dated 4 July 2014 (the “**General Corporation Agreement**”) entered into among Mr. Yip Wang Kwong (the “**Vendor**”), Modern Management (Restaurant) Limited, a wholly-owned subsidiary of the Company, (“**Modern Management**”) and the Company in relation to, among other matters, the acquisition of approximately 49.995% interest in General Corporation Limited (“**General Corporation**”) at a consideration of HK\$20,240,000 (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the issue and allotment of 36,800,000 shares of HK\$0.01 each of the Company (the “**General Corporation Shares**”), credited as fully paid at an issue price of HK\$0.55 per share, by the Company as consideration shares pursuant to the terms and conditions of the General Corporation Agreement be and is hereby approved and confirmed; and
- (c) the directors of the Company (the “**Directors**”) be and are hereby authorized to execute such all other documents, do all other acts and things and take such action as may in the opinion of the Directors be necessary, desirable or expedient to implement and give effect to the General Corporation Agreement and the issue and allotment of the General Corporation Shares and any other transactions contemplated under or incidental to the General Corporation Agreement.

2. **THAT:**

- (a) the sale and purchase agreement dated 4 July 2014 (the “**Smart Award Agreement**”) entered into among the Vendor, Modern Management and the Company in relation to, among other matters, the acquisition of approximately 49.995% interest in Smart Award Limited (“**Smart Award**”) at a consideration of HK\$11,660,000 (a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the issue and allotment of 21,200,000 shares of HK\$0.01 each of the Company (the “**Smart Award Shares**”), credited as fully paid at an issue price of HK\$0.55 per share, by the Company as consideration shares pursuant to the terms and conditions of the Smart Award Agreement be and is hereby approved and confirmed; and
- (c) the Directors be and are hereby authorized to execute such all other documents, do all other acts and things and take such action as may in the opinion of the Directors be necessary, desirable or expedient to implement and give effect to the Smart Award Agreement and the issue and allotment of the Smart Award Shares and any other transactions contemplated under or incidental to the Smart Award Agreement.

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

Hong Kong, 18 August 2014

Notes:

1. All resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Company in accordance with the GEM Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
3. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, 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, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.

5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 1 September 2014 to Wednesday, 3 September 2014 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Friday, 29 August 2014.

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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the Growth Enterprise Market website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.u-banquetgroup.com.