



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 ANNUAL 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 Annual General Meeting of the Company (and at any adjournment thereof) to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 18 May 2015, Monday, at 10:00 a.m. and to vote in respect of the following resolutions as indicated:

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and adopt audited consolidated financial statements and the reports of the directors of the Company ("Directors") and the independent auditors of the Company ("Auditors") for the year ended 31 December 2014		
2.	(a) To re-elect Mr. CHEUNG Ka Kei as a Director		
	(b) To re-elect Ms. WONG Tsip Yue, Pauline as a Director		
3.	To authorize the board of Directors to fix the Directors' remunerations		
4.	To re-appoint PricewaterhouseCoopers as the Auditors and to authorise the Board of Directors to fix their remuneration		
5.	(A) To grant a general mandate to the Directors to issue shares (Ordinary Resolution No. 5(A) of the Notice)		
	(B) To grant a general mandate to the Directors to repurchase shares (Ordinary Resolution No. 5(B) of the Notice)		
	(C) To extend the general mandate to the Directors to issue shares (Ordinary Resolution No. 5(C) of the Notice)		
SPECIAL RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
6.	To approve the proposed amendment to the articles of association of the Company.		
7.	Subject to the passing of the resolution number 6, to approve the adoption of the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.		

Dated _____

Signature ^{(5)/(6)/(7)/(8)} _____

Notes:—

- Full name(s) and address(es) to be inserted in block capitals. The name of all joint holders should be stated.
- 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).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting, or" 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 INITIALLED BY THE PERSON WHO SIGNS IT. A proxy needs not be a member of the Company.**
- 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 Annual General Meeting other than those referred to in the Notice convening the Annual General Meeting.
- 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.
- 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.
- 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, A18/F., Asia Orient Tower, 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 Annual General Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.