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U-RIGHT INTERNATIONAL HOLDINGS LIMITED
佑威國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00627)

CLARIFICATION ON PROFIT WARNING ANNOUNCEMENT

Reference is made to the announcement of U-RIGHT International Holdings Limited (the "**Company**") dated 16 June 2015 in relation to an expected profit warning (the "**Profit Warning**") for the year ended 31 March 2015 of the Group (the "**Profit Warning Announcement**"). The Profit Warning Announcement did not comply with the requirements under Rule 10 and Practice Note 2 of the Takeovers Code as it did not contain the appropriate warnings and caution statements as required therein due to the oversight by the Company that the Offer Period has commenced from 24 April 2015, being the date of the Holding Announcement (as defined herein below).

References are also made to the announcement of the Company dated 15 April 2015 regarding the suspension of trading in the shares of the Company (the "**Shares**") pending the release of an announcement containing inside information of the Company and the holding announcement of the Company dated 24 April 2015 (the "**Holding Announcement**"). Capitalised terms used herein shall have the same meaning as those defined in the Holding Announcement unless stated otherwise.

As mentioned in the Holding Announcement, upon Completion, the shareholding of the Vendor, its ultimate beneficial owners and parties acting in concert with any of them is expected to increase to an extent require the Vendor and parties acting in concert with it to make an unconditional mandatory general offer for all the issued Shares not already owned or agreed to be acquired by the Vendor, its ultimate beneficial owners and parties acting in concert with any of them under Rule 26.1 of the Takeovers Code, unless a waiver from strict compliance with Rule 26.1 of the Takeovers Code has been obtained from the Executive. Accordingly, the Offer Period (as defined in the Takeovers Code) commenced when the Company made the Holding Announcement.

The Board would like to clarify that the Profit Warning issued during the Offer Period is regarded as a profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by the Company's financial adviser and auditors or accountants in accordance with Rule 10 of the Takeovers Code, and their reports must be included in the next

* *For identification purposes only*

document sent to the Shareholders under Rule 10.4 of the Takeovers Code. Since the Profit Warning Announcement is required to made pursuant to Rule 13.09 of the Listing Rules, which requires the Company to issue a profit warning announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code. The Company would like to draw the attention of the Shareholders and potential investors of the Company that the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on such forecasts in assessing the merits and demerits of the transactions contemplated under the SP Agreement. Normally, the reports from the Company's auditor and financial adviser on this profit warning are required to be included in the next document to be sent to the Shareholders. As the annual results announcement of the Company for the year ended 31 March 2015 (the "**Annual Results**") is expected to be published prior to the despatch of the document, the requirement of "reporting on" under Rule 10 of the Takeovers Code for the Profit Warning will be superseded by the publication of the Annual Results.

Save for the clarification stated in this announcement, all the information in the Profit Warning Announcement remains unchanged.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

Trading in the Shares will remain suspended pending the publication of the announcement in respect of the details of the transactions mentioned in the Holding Announcement.

By order of the Board
U-RIGHT International Holdings Limited
TANG Kwok Hung
Executive Director

Hong Kong, 18 June 2015

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. TANG Kwok Hung and Mr. NG Cheuk Fan, Keith and three independent non-executive Directors, namely Mr. XIE Tom, Mr. MAK Ka Wing, Patrick and Mr. CHAN Chi Yuen.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and the Profit Warning Announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement and the Profit Warning Announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement and the Profit Warning Announcement, the omission of which would make any statement contained in this announcement and the Profit Warning Announcement misleading.

The English text of this announcement shall prevail over its Chinese text.