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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: 627)

- DESPATCH OF CIRCULAR IN RELATION TO**
- (1) VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION;**
 - (2) REVERSE TAKEOVER INVOLVING A NEW LISTING APPLICATION;**
 - (3) APPLICATION FOR WHITEWASH WAIVER;**
 - (4) VERY SUBSTANTIAL DISPOSALS;**
 - (5) PLACING OF SHARES AND CONVERTIBLE BONDS UNDER SPECIFIC MANDATE;**
 - (6) PROPOSED SHARE PREMIUM REDUCTION;**
 - (7) PROPOSED CHANGE OF NAME OF THE COMPANY; AND**
 - (8) PROPOSED ADOPTION OF SHARE OPTION SCHEME**

Joint Financial Advisers to the Company

 **KINGSTON CORPORATE FINANCE**

VEDA | CAPITAL
智略資本

References are made to the announcements of U-RIGHT International Holdings Limited (the “Company”) dated (i) 27 October 2015 in relation to, among other things, the Acquisition and the Disposals; (ii) 15 February 2017 in relation to, among other things, the supplemental agreement to the Acquisition, the new listing application, the application for Whitewash Waiver, the Share Premium Reduction, the Name Change, the Share Placing, the CB Placing, the Disposals and the adoption of the Share Option Scheme; (iii) 20 October 2017 in relation to, among other things, the Share Placing and the CB Placing; (iv) 23 February 2016, 29 July 2016, 28 October 2016 and 26 January 2017 in relation to, among other things, the Supplemental Agreements entered into between the Company and the Vendor in relation to the amendment and supplement of certain terms of the SP Agreement; (v) 30 June 2017 and 29 September 2017 in relation to the further delay in despatch of Circular and the entering into of the supplemental agreements in relation to the Acquisition and the

* For identification purposes only

Disposals; (vi) 28 July 2017 and 30 August 2017 in relation to the progress update of the Transactions; and (vii) the circular of the Company dated 27 October 2017 (the “**Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

The Board announces that the Circular containing, among other things, further details of (i) the SP Agreement and the Acquisition; (ii) the application for the Whitewash Waiver; (iii) the Disposals; (iv) the Share Placing and CB Placing; (v) the Share Premium Reduction; (vi) the Name Change; (vii) the proposed adoption of the Share Option Scheme; (viii) the recommendation of the IBC and the letter of advice from the Independent Financial Adviser to the IBC and the Independent Shareholders in relation to the Acquisition, the application for the Whitewash Waiver, the Share Placing, the Disposals and the transactions contemplated thereunder; (ix) details of the proposed appointment of the new Directors, together with the form of proxy for use at the SGM has been despatched to the Shareholders on 27 October 2017.

The SGM will be held at 10:30 a.m. on Monday, 20 November 2017 at 14/F., Fairmount House, 8 Cotton Tree Drive, Central, Hong Kong, details of which were set out in the notice of the SGM contained in the Circular.

WARNINGS

The Acquisition is subject to a number of conditions precedent in the SP Agreement, including but not limited to, the Independent Shareholders’ approval of the Whitewash Waiver, and is inter-conditional with the Share Placing and the Disposals which will be subject to a number of conditions, which may or may not be fulfilled. In addition, the Whitewash Waiver may or may not be granted. As the Acquisition may or may not proceed, Shareholders and potential investors are advised to exercise caution when they deal or contemplate dealing in the Shares or other securities of the Company.

The granting of the Whitewash Waiver is a non-waivable condition precedent to the SP Agreement. In the event that the Whitewash Waiver is not granted by the Executive or approved by the Independent Shareholders, the SP Agreement will not become unconditional and the Transactions will not proceed.

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

Hong Kong, 27 October 2017

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 confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.

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