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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: 1483)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of U Banquet Group Holding Limited (the “**Company**”) will be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong at 10:30 a.m. on Monday, 16 July 2018 (the “**EGM**”) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company.

### **ORDINARY RESOLUTIONS**

#### **1. THE ACQUISITION**

**”THAT:**

- (a) the stock purchase agreement dated 9 February 2018 (the “**Stock Purchase Agreement**”) and the supplemental agreements to the Stock Purchase Agreement dated 29 May 2018 and 12 June 2018 respectively (the “**Acquisition Supplemental Agreements**”), (a copy of which is marked “A” and “B” respectively and both initialed by the chairman of the meeting for the purpose of identification) entered into between Wild South Limited, a wholly owned subsidiary of the Company, as purchaser and Mr. Wan Zhong (萬忠) as vendor with respect to the acquisition of 51% of the entire issued share capital of BYL Property Holdings Group Limited (寶潤來置業控股集團有限公司) for a maximum consideration of RMB132,600,000 and all the transactions contemplated thereunder be and are hereby approved, confirmed and/or ratified (as the case may be); and

- (b) any one of the directors of the Company (the “**Directors**”) be and is hereby authorised to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Stock Purchase Agreement, the Acquisition Supplemental Agreements and the transactions contemplated thereunder.”

## 2. THE SUBSCRIPTION

”**THAT:**

- (a) the subscription agreement dated 15 March 2018 (the “**Subscription Agreement**”) and the supplemental agreement to the Subscription Agreement dated 29 May 2018 (the “**Subscription Supplemental Agreement**”) entered into between the Company and CASIC Investment Fund Management (Beijing) Limited Company\* (航天科工投資基金管理(北京)有限公司) (the “**Subscriber**”) (a copy of which is marked “C” and “D” respectively and both initialed by the chairman of the meeting for the purpose of identification) in relation to the subscription of 180,000,000 new shares of the Company (the “**Subscription Shares**”) by the Subscriber at the subscription price of HK\$1.80 per Subscription Share and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon Stock Exchange granting the listing of and permission to deal in the Subscription Shares on the Stock Exchange, the Directors be and are hereby granted a specific mandate to issue and allot the Subscription Shares in accordance with the terms of the Subscription Agreement and the Subscription Supplemental Agreement, provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) any one of the Directors be and is hereby authorised to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Subscription Agreement, the Subscription Supplemental Agreement and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the Subscription Shares.”

By order of the Board  
**U Banquet Group Holding Limited**  
**Sang Kangqiao**  
*Chairman*

Hong Kong, 15 June 2018

*Principal Place of Business in Hong Kong:*

Suite 1307  
Cityplaza Four  
12 Taikoo Wan Road  
Taikoo Shing  
Hong Kong

*Registered Office:*

Offshore Incorporations (Cayman) Limited  
Floor 4, Willow House, Cricket Square  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

*Notes:*

1. All resolutions set out in this notice of the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**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 Listing Rules.
2. Each shareholder of the Company (“**Shareholder**”) who are entitled to attend and vote at the EGM 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 Shareholder of the Company.
3. Whether or not you intend to attend the EGM 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 and voting in person at the EGM or any adjournment thereof, if you so wish. In such event, the instrument appointing a proxy shall be deemed to be 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, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time fixed for the EGM or any adjournment thereof.
5. Shareholder(s) or his/her/their proxy(ies) must present proof of their identities upon attending the EGM.
6. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointor, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the EGM.
7. Where there are joint registered holders of any share of the Company ("Share"), any one of such persons may vote at the EGM, 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 EGM 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.
8. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 11 July 2018 to Monday, 16 July 2018 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder to be eligible to attend and vote at the EGM, 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, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration by no later than 4:00 p.m. on Tuesday, 10 July 2018.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:30 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at [www.u-banquetgroup.com](http://www.u-banquetgroup.com) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.

*As at the date of this notice, the Executive Directors are Mr. Sang Kangqiao, Mr. Xu Wenzhe and Mr. Cui Peng; the Independent Non-executive Directors are Mr. Xu Zhihao, Mr. Lam Ka Tak and Ms. Liu Yan.*

\* *For identification purposes only*