

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of U Banquet Group Holding Limited (the “Company”) dated 28 November 2013.

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This announcement is for information purposes only and does not constitute an offer or invitation to acquire, purchase or subscribe for securities of the Company. Prospective investors should read the Prospectus for detailed information about the Company and the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



## U BANQUET GROUP HOLDING LIMITED

### 譽宴集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

#### LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

**Number of Placing Shares** : 100,000,000 Shares comprising 50,000,000 New Shares and 50,000,000 Sale Shares  
**Placing Price** : HK\$1.00 per Placing Share plus brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%  
**Nominal value** : HK\$0.01 per Share  
**Stock code** : 8107

#### Sponsor



#### Joint Lead Managers



#### Joint Bookrunners



#### Co-Managers

**Astrum Capital  
Management Limited**

**Convoy Investment  
Services Limited**

**Great Roc Capital  
Securities Limited**

**RHB OSK Securities  
Hong Kong Limited**

**Goldin Equities  
Limited**

- The Placing Price has been determined at HK\$1.00 per Placing Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).
- The net proceeds to be received by the Company from the placing of the New Shares, after deducting underwriting fees and other relevant fees and expenses, are estimated to be approximately HK\$27.3 million.
- The 100,000,000 Shares offered by the Company and U Banquet (Cheung's) under the Placing were slightly over-subscribed and have been conditionally allocated to a total of 293 selected professional, institutional and/or other investors.
- The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executives, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) or any person or group of persons as stated in notes 1 and 2 of Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and not employees of the Group or existing shareholders of the Company. No placee will, individually, be placed with more than 10% of the enlarged issued share capital of the Company immediately after the Placing and the Capitalisation Issue.
- The Directors confirm that immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be more than 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders at the time of the Listing.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 10 December 2013. Shares will be traded in board lots of 2,000 Shares each. The GEM stock code of the Shares is 8107.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## PLACING PRICE AND USE OF PROCEEDS

The Placing Price has been determined at HK\$1.00 per Placing Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the placing of the New Shares, after deducting underwriting fees and other relevant fees and expenses, are estimated to be approximately HK\$27.3 million. The Directors intend to apply such net proceeds in the following manner:

- approximately 62.3% of the net proceeds from the placing of New Shares, or approximately HK\$17.0 million, for the opening of more restaurants, among which;
  - approximately 31.2% of the net proceeds from the placing of New Shares, or approximately HK\$8.5 million, will be applied for the opening of the 2014 Restaurant; and
  - approximately 31.2% of the net proceeds from the placing of New Shares, or approximately HK\$8.5 million, will be applied for the opening of the 2015 Restaurant;

- approximately 28.4% of the net proceeds from the placing of New Shares, or approximately HK\$7.8 million, for refurbishing the Group's existing restaurants;
- approximately 6.2% of the net proceeds from the placing of New Shares, or approximately HK\$1.7 million, for strengthening the Group's marketing efforts; and
- approximately 3.1% of the net proceeds from the placing of New Shares, or approximately HK\$0.8 million, for continuing to strengthen the Group's quality control standards.

## LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 100,000,000 Shares offered by the Company and U Banquet (Cheung's) under the Placing were slightly over-subscribed.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 100,000,000 Shares have been conditionally allocated to a total of 293 selected professional, institutional and/or other investors. The distribution of the Placing Shares is set out below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Aggregate percentage of the total number of Placing Shares allocated</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue</b>
Top placee	19,500,000	19.50%	4.88%
Top 5 placees	47,500,000	47.50%	11.88%
Top 10 placees	67,300,000	67.30%	16.83%
Top 25 placees	91,488,000	91.49%	22.87%

### Number of Placing Shares allocated

### Number of placees

2,000 to 6,000	197
6,001 to 10,000	11
10,001 to 100,000	42
100,001 to 5,000,000	39
5,000,001 and above	4

The Directors confirm that, to the best of their knowledge and belief, all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executives, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) or any person or group of persons as stated in notes 1 and 2 of Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and not employees of the Group or existing shareholders of the Company. No placee will, individually, be placed with more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands will be owned by the three largest public Shareholders at the time of Listing. The Directors confirm that, immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be more than 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders at the time of the Listing.

## **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares in issue and to be issued on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as may be determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

**No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.**

Prospective investors of the Placing Shares should note that the Sponsor and/or the Joint Lead Managers (for themselves and on behalf of the Underwriters) may in their/its absolute discretion, upon giving notice in writing to the Company (for itself and on behalf of U Banquet (Cheung's)), terminate the Underwriting Agreement with immediate effect if any of the events set out in "Underwriting — Underwriting arrangements, commissions and expenses - Grounds for termination" of the Prospectus occurs at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the Underwriting Agreement is terminated, an announcement will be published by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.u-banquetgroup.com](http://www.u-banquetgroup.com) accordingly.

## **COMMENCEMENT OF DEALINGS**

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 10 December 2013. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.u-banquetgroup.com](http://www.u-banquetgroup.com). Shares will be traded on GEM in board lots of 2,000 Shares each. The GEM stock code for the Shares is 8107.

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

Hong Kong, 9 December 2013

*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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) 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 Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at [www.u-banquetgroup.com](http://www.u-banquetgroup.com).*