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U-HOME HOLDINGS

U-HOME GROUP HOLDINGS LIMITED

宇業集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2327)

COMPLETION OF A MAJOR TRANSACTION

Financial adviser to U-Home Group Holdings Limited



References are made to (i) the announcements of U-Home Group Holdings Limited (the “**Company**”) dated 7 December 2015 and 6 April 2016; and (ii) the circular of the Company dated 24 May 2016 (the “**Circular**”), in relation to, among other things, the Acquisition which constituted a major transaction of the Company. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all of the conditions precedent to Completion have been fulfilled or waived and the Completion took place on 27 May 2016 in accordance with the terms and conditions of the Sale and Purchase Agreement.

A total of 116,619,718 Consideration Shares, representing approximately 4.53% of the enlarged total issued share capital of the Company, were allotted and issued to the Vendors, at the issue price of HK\$0.284 per Share. The Consideration Shares were allotted and issued pursuant to the General Mandate. The following table sets out the shareholding structure of the Company immediately before the issue of the Consideration Shares, and immediately after the issue of the Consideration Shares and as at the date of this announcement:

	Immediately before the issue of the Consideration Shares		Immediately after the issue of the Consideration Shares and as at the date of this announcement	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
U-Home Group International Limited	935,126,530	38.01	935,126,530	36.29
U-Home Group Investment Limited	499,653,000	20.31	499,653,000	19.39
Mr. Zhou Xuzhou	15,954,000	0.65	15,954,000	0.62
Ms. Zhou Wen Chuan	1,332,000	0.05	1,332,000	0.05
Mr. Chen Xuejun (<i>Note 1</i>)	136,704,000	5.56	136,704,000	5.31
Professor Chau Chi Wai, Wilton (<i>Note 2</i>)	600,000	0.02	600,000	0.02
Eagle Best Limited (<i>Note 3</i>)	100,000,000	4.07	100,000,000	3.88
Vendors:				
— Taiyue Inc.	—	—	79,499,384	3.09
— Other Vendors	—	—	37,120,334	1.44
Other public Shareholders	770,630,470	31.33	770,630,470	29.91
Total	2,460,000,000	100.00	2,576,619,718	100.00

Notes:

1. Mr. Chen Xuejun resigned as a non-executive Director on 2 October 2015. As Mr. Chen Xuejin is a connected person (as defined in the Listing Rules) of the Company given that he was a Director within the past 12 months, he is not regarded as a public shareholder of the Company.
2. Professor Chau Chi Wai, Wilton, an independent non-executive Director, is not regarded as a public shareholder of the Company.
3. Eagle Best Limited is wholly-owned by Zhongchengxin (HK) Investment Services Limited (“**Zhongchengxin HK**”), a company incorporated in Hong Kong with limited liability. Zhongchengxin HK is wholly-owned by 中誠信投資有限公司 (Zhongchengxin Investment Company Limited*) (“**Zhongchengxin Investment**”), a company established in the PRC with limited liability. Zhongchengxin Investment is owned as to 60% by 湖北東亞實業有限公司 (Hubei East Asia Enterprise Company Limited*) (“**Hubei East Asia**”), a company established in the PRC with limited liability. Hubei East Asia is owned as to 50% by Dr. Mao Zhenhua, a non-executive Director. Hence, Eagle Best Limited is not regarded as a public shareholder of the Company.

By order of the Board
U-Home Group Holdings Limited
Zhou Wen Chuan

Executive Director and Chief Executive Officer

Hong Kong, 27 May 2016

* *for identification purpose only*

As at the date of this announcement, the Board comprises Mr. Zhou Xuzhou, Mr. Liu Lailin and Ms. Zhou Wen Chuan as executive Directors, Dr. Mao Zhenhua as non-executive Director and Mr. Gao Guanjiang, Professor Wilton Chi Wai Chau and Ms. Jing Zhang Brogle as independent non-executive Directors.