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**Xiabuxiabu Catering Management (China) Holdings Co., Ltd.**  
**呷哺呷哺餐飲管理(中國)控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 520)**

**DISCLOSEABLE TRANSACTIONS AND MAJOR TRANSACTIONS**  
**SUBSCRIPTION OF FINANCIAL PRODUCTS**

**(1) DISCLOSEABLE TRANSACTION: SUBSCRIPTION OF FINANCIAL PRODUCT ISSUED BY BOCOM**

On 6 February 2016, the Company subscribed for a Financial Product issued by BoCom with a principal amount of RMB170.0 million.

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Subscription Agreement entered into between the Company and BoCom are more than 5% but less than 25%, the Subscription of the Financial Product issued by BoCom constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules.

**(2) DISCLOSEABLE TRANSACTIONS: SUBSCRIPTION OF FINANCIAL PRODUCTS ISSUED BY CMB**

On 13 May 2016, 14 June 2016 and 4 July 2016, the Company subscribed for Financial Products issued by CMB with principal amounts of RMB113.9 million, RMB100.6 million and RMB148.2 million, respectively.

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of each of the Subscription Agreements entered into between the Company and CMB are more than 5% but less than 25%, each of the Subscription of Financial Products issued by CMB constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules. The Subscription of these three Financial Products issued by CMB, even if aggregated, would only constitute a discloseable

transaction of the Company under Chapter 14 of the Listing Rules as the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Subscriptions, when aggregated, are more than 5% but less than 25%.

**(3) DISCLOSEABLE TRANSACTIONS: SUBSCRIPTION OF FINANCIAL PRODUCTS ISSUED BY SPD BANK**

During the period from 22 March 2016 to 1 April 2016, the Company subscribed for six Group I Financial Products issued by SPD Bank with an aggregate principal amount of RMB127.1 million.

During the period from 13 April 2016 to 5 May 2016, the Company subscribed for five Group II Financial Products issued by SPD Bank with an aggregate principal amount of RMB114.9 million.

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Subscription Agreements entered into between the Company and SPD Bank concerning the Group I Financial Products and the Group II Financial Products, each group when aggregated, are more than 5% but less than 25%, each of the Subscription of the Group I Financial Products and the Subscription of the Group II Financial Products constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules.

**(4) MAJOR TRANSACTIONS: SUBSCRIPTION OF FINANCIAL PRODUCTS ISSUED BY SPD BANK**

On 5 January 2016 and 6 January 2016, the Company subscribed for two Group A Financial Products issued by SPD Bank with an aggregate principal amount of RMB510.0 million. The Subscription of each of the Group A Financial Products constituted a Discloseable Subscription.

During the period from 2 February 2016 to 16 February 2016, the Company subscribed for four Group B Financial Products issued by SPD Bank with an aggregate principal amount of RMB501.9 million. The Subscription of two of the Group B Financial Products constituted Discloseable Subscriptions.

During the period from 23 February 2016 to 21 March 2016, the Company subscribed for five Group C Financial Products issued by SPD Bank with an aggregate principal amount of RMB513.0 million. The Subscription of two of the Group C Financial Products constituted Discloseable Subscriptions.

During the period from 1 April 2016 to 12 April 2016, the Company subscribed for seven Group D Financial Products issued by SPD Bank with an aggregate principal amount of RMB430.8 million. The Subscription of three of the Group D Financial Products constituted Discloseable Subscriptions.

During the period from 13 July 2016 to 2 September 2016, the Company subscribed for nine Group E Financial Products issued by SPD Bank with an aggregate principal amount of RMB511.2 million. The Subscription of one of the Group E Financial Products constituted a Discloseable Subscription.

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of each of the Discloseable Subscriptions entered into between the Company and SPD Bank are more than 5% but less than 25%, each of the Discloseable Subscriptions constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules.

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Subscription Agreements entered into between the Company and SPD Bank concerning the Group A Financial Products, Group B Financial Products, Group C Financial Products, Group D Financial Products and Group E Financial Products, each group when aggregated, are more than 25% but less than 100%, each of the Subscription of the Group A Financial Products, Group B Financial Products, Group C Financial Products, Group D Financial Products and Group E Financial Products constituted a major transaction of the Company under Chapter 14 of the Listing Rules and was subject to the notification, announcement and the shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Company acknowledged that the notification and announcement and/or Shareholder's approval in respect of the Subscriptions as required under Chapter 14 of the Listing Rules has been delayed due to its inadvertent oversight. The failure to make timely disclosure was due to a misunderstanding by the management of the Company, that as the Financial Products had substantially the same characteristics as high interest deposits with banks, the Subscriptions are part of the Company's treasury activities as opposed to "acquisitions" under Chapter 14 of the Listing Rules. Based on the foregoing, the Company did not previously consider that the Subscriptions would constitute notifiable transactions under the Listing Rules and hence had omitted to timely comply with the Listing Rules in respect of the Subscriptions as disclosed above.

The Company has obtained a confirmation from each of Ying Qi Investments Limited and General Atlantic Singapore Fund Pte. Ltd., each a Controlling Shareholder of the Company and holding approximately 42.24% and 31.98% of the total issued share capital of the Company respectively as at the date of this announcement, that Ying Qi Investments

Limited and General Atlantic Singapore Fund Pte. Ltd. have approved, confirmed and ratified the Major Subscriptions. In addition, the Directors have been informed by each of Ying Qi Investments Limited and General Atlantic Singapore Fund Pte. Ltd. that each of them would vote in favour of the Major Subscriptions if they were requested to vote at a general meeting for approving the Major Subscriptions. None of them is required to abstain from voting if the Company were to convene a general meeting for the approval of each of the Major Subscriptions. Based on their existing shareholdings in the Company and their confirmation that they would vote in favour of each of the Major Subscriptions, even if a general meeting is to be convened for the purpose of considering and approving an ordinary resolution with regard to each of the Major Subscriptions, more than 50% of votes will be casted in favour of each of the ordinary resolutions and therefore each of the Major Subscriptions would be duly approved. Notwithstanding the above, given that the Major Subscriptions have been made already and all Major Subscriptions had expired as at the date of this announcement and the Group had totally recovered the principal and received the expected returns upon maturity, no circular will be despatched to the shareholders of the Company and no extraordinary general meeting of the Company will be convened for the purposes of consideration and approving the Major Subscriptions.

**(1) DISCLOSEABLE TRANSACTION: SUBSCRIPTION OF FINANCIAL PRODUCT ISSUED BY BOCOM**

On 6 February 2016, the Company subscribed for a Financial Product issued by BoCom with a principal amount of RMB170.0 million. The Group has received the principal and the return as expected for the Financial Product issued by BoCom upon its maturity as set forth below. The major terms of the Subscription Agreement with BoCom are set out as follows:

No.	Product name	Principal amount subscribed (in RMB)	Expected annual return rate (%)	Investment Term (days)	Subscription date	Redemption date	Actual amount received upon redemption (in RMB)
1	Daily Profit 365 (生息365) <sup>(a)</sup>	170,000,000	3.00	9 <sup>(a)</sup>	6 February 2016	15 February 2016	170,125,753

*Note a:* Such Financial Product had no fixed term of investment under the Subscription Agreement and is redeemable by the Company on any business day after the Subscription, subject to conditions as disclosed herein. The Investment Term represents the term commencing from the date of Subscription of the Financial Product and up to but excluding the date of redemption of the Financial Product by the Company.

## **Other salient terms of the Subscription Agreement with BoCom**

The Investment Term of the Financial Product issued by BoCom commenced on the date of the Subscription Agreement. The Company funded the Subscription utilizing idle cash of the Group and the Subscription amount was transferred to BoCom on the date of the Subscription Agreement. Pursuant to the Subscription Agreement, BoCom may from time to time adjust the expected return rate in accordance with the return of the underlying investment portfolio and the change of the deposit interest rate during the Investment Term.

Pursuant to the Subscription Agreement, BoCom invested the investment amount of the Financial Product into various underlying investments in accordance to the plans and in manners as agreed and authorized by the Company. The underlying investments of the Financial Product were primarily corporate and government bonds with AA rating if a rating has been obtained, deposits and other money market funds.

Pursuant to the Subscription Agreement, the Company may redeem all or part of the investment on any business day after the commencement of Investment Term provided that the total amount of investments to be redeemed on that business day does not exceed 30% of the total subscription amount of such Financial Product on the previous business day, in which case BoCom may decide whether to approve such redemption in full or in part on a pro rata basis, whereas BoCom may terminate the Subscription Agreement and the Financial Product during the Investment Term as required by laws, regulations or regulatory administrations, or when there is an undersubscription of such Financial Product by the general public to the effect that the minimum targeted total subscription amount of such Financial Product could not be reached by the subscription deadline specified by BoCom. BoCom did not early terminate the Subscription Agreement for such Financial Product.

The Company bore the custodian fee that equaled 0.05% of the principal amount per annum and assignment fee that equaled 0.5% of the principal amount. In addition, the Company also bore investment management fees to the extent that (1) the actual investment return on the Financial Product net of the custodian fee and the assignment fee exceed (2) the expected return of the Financial Product.

Pursuant to the Subscription Agreement, the principal amount of and the return on the Financial Product shall be paid by BoCom to the Company to the designated bank account of the Company maintained at BoCom on the date the Company redeems the Financial Product or upon the expiry of the Financial Products. The Company had fully recovered all the principal and received the return, which was no less than the expected return initially stipulated for the Financial Product, net of all relevant fees upon the redemption of the Financial Product.

## Listing Rules implications

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Subscription Agreement entered into between the Company and BoCom are more than 5% but less than 25%, the Subscription of the Financial Product issued by BoCom constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules.

## (2) DISCLOSEABLE TRANSACTIONS: SUBSCRIPTION OF FINANCIAL PRODUCTS ISSUED BY CMB

On 13 May 2016, 14 June 2016 and 4 July 2016, the Company subscribed for Financial Products issued by CMB with principal amounts of RMB113.9 million, RMB100.6 million and RMB148.2 million, respectively. The Group has received the principal and the return as expected for the third (3) Financial Product issued by CMB the Investment Term of which had expired as set forth below. As the date of this announcement, the other two of the Subscription Agreements with CMB and the underlying Financial Products remain outstanding, according to which the Company expects to receive the principals with the expected returns upon the maturity of the underlying Financial Products. The major terms of these Subscription Agreements with CMB are set out as follows:

No.	Product name	Principal amount subscribed (in RMB)	Expected annual return rate (%)	Investment Term (days)	Subscription date	Mature/ Redemption date	Actual amount received upon maturity/ redemption/ market value (in RMB)
1	Small Entrepreneur (小企業E家) <sup>(b)</sup>	113,900,000	4.00	180	13 May 2016	9 November 2016	115,684,433 <sup>(1)</sup>
2	Small Entrepreneur (小企業E家) <sup>(b)</sup>	100,600,000	4.05	180	14 June 2016	11 December 2016	101,833,608 <sup>(1)</sup>
3	Daily Profit (日日盈滙金池) <sup>(a)</sup>	148,200,000	2.61	8 <sup>(a)</sup>	4 July 2016	12 July 2016	148,284,900

*Note 1:* Financial Products which remain outstanding as at the date of this announcement and the amount represent the market value of the relevant Financial Product.

*Note a:* Such Financial Product had no fixed term of investment under the Subscription Agreement and is redeemable by the Company on any business day after the Subscription, subject to conditions as disclosed herein. The Investment Term represents the term commencing from the date of Subscription of the Financial Product and up to but excluding the date of redemption of the Financial Product by the Company.

*Note b:* Non-redeemable and cannot be early withdrawn by the Company prior to its maturity.

### **Other salient terms of the Subscription Agreements with CMB**

The Investment Term of the Financial Products issued by CMB commenced on the date of the Subscription Agreement. The Company funded the Subscriptions utilizing idle cash of the Group.

Pursuant to the Subscription Agreements for the Financial Products named Small Entrepreneur (小企業E家), the Subscription amounts were transferred to the third party escrow and payment platform designated by CMB on the date of the commencement of the Investment Term. The Company authorized the investment and finance platform managed by CMB to invest the principal amount of the Financial Product in various underlying investments, including debts and wealth management plans provided by third party enterprises or individuals. The underlying investments were evaluated by CMB as risk level of R1, which is the lowest level of risk for financial products offered by CMB. During the Investment Term, the Company could not redeem or withdraw the principal amount prior to the maturity date of the Financial Product. The principal amount of and the expected return on the Financial Products shall be paid to the designated bank account of the Company through the third party escrow and payment platform on the date of or the next business day after the expiration or the termination of the Investment Term, whichever is earlier. The recovery of the principal amount and the actual return to be received by the Company under the Financial Products are subject to the due repayment of the principal and expected return by the third party enterprise or individual offering the underlying investment. In the event of a default on the payment by the relevant third party enterprise or individual, the Company is entitled to receive, and the enterprise or individual offering the underlying investment is obligated to pay, a penalty through the third party escrow and payment platform designated by CMB.

Pursuant to the Subscription Agreement for the Financial Product named Daily Profit (日日盈 金池), the Subscription amount was transferred to CMB on the date of the Subscription Agreement. CMB invest the investment amount of the Financial Product into various underlying investments which were primarily corporate and government bonds with AA rating if a rating has been obtained, deposits and other money market funds. Pursuant to the Subscription Agreement, the Company may redeem all or part of the investment on any business day after the commencement of Investment Term provided that the total amount of investments to be redeemed on that business day does not exceed 30% of the total subscription amount of such Financial Product on the previous business day, in which case CMB may reject such redemption. CMB may terminate the Subscription Agreement and the Financial Product during the Investment Term (i) if the macro policy, relevant laws, regulations and policies, or the financial market of the PRC experienced significant change, (ii) for other reasons CMB could not offer the Financial Product as usual, or (iii) when there is an undersubscription of such Financial Product by the general public to the effect that the minimum targeted total subscription amount of such Financial Product could not be reached by the subscription deadline specified by CMB. CMB did not early terminate the Subscription Agreement for such Financial

Product. The principal amount of and the return on the Financial Product shall be paid by CMB to the Company to the designated bank account of the Company maintained at CMB on the date the Company redeems the Financial Product or upon the expiry of the Financial Products. The Company had fully recovered all the principal and received the return, which was no less than the expected return initially stipulated for the Financial Product, net of all relevant fees upon the redemption of the Financial Product.

CMB has undertaken in writing that the underlying investment and/or asset of each Financial Product consists different investment portfolios.

### **Listing Rules implications**

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of each of the Subscription Agreements entered into between the Company and CMB are more than 5% but less than 25%, each of the Subscription of Financial Products issued by CMB constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules. The Subscription of these three Financial Products issued by CMB, even if aggregated, would only constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules as the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Subscriptions, when aggregated, are more than 5% but less than 25%.



**(3) DISCLOSEABLE TRANSACTIONS: SUBSCRIPTION OF FINANCIAL PRODUCTS ISSUED BY SPD BANK**

During the period from 22 March 2016 to 1 April 2016, the Company subscribed for six Group I Financial Products issued by SPD Bank with an aggregate principal amount of RMB127.1 million. The Group has received the principal and the return as expected for the Group I Financial Products upon maturity. The major terms of the Subscription Agreements with SPD Bank of these Group I Financial Products are set out as follows:

No.	Product name	Principal amount subscribed (in RMB)	Expected annual return rate (%)	Investment Term (days)	Subscription date	Mature date	Actual amount received upon maturity (in RMB)
1	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	1,700,000	4.30	30	22 March 2016	21 April 2016	1,706,008
2	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	25,000,000	4.10	90	24 March 2016	22 June 2016	25,252,740
3	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	30,000,000	4.10	90	29 March 2016	27 June 2016	30,303,288
4	Wealth Bus No. 2 財富班車進取2號) <sup>(b)</sup>	400,000	4.10	60	1 April 2016	31 May 2016	402,696
5	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	20,000,000	4.10	90	1 April 2016	30 June 2016	20,202,192
6	Wealth Bus No. 2 (財富班車進取2號) <sup>(b)</sup>	50,000,000	4.10	60	1 April 2016	31 May 2016	50,336,986
<b>Total</b>		<b>127,100,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>128,203,910</b>

*Note b:* Non-redeemable and cannot be early withdrawn by the Company prior to its maturity.

During the period from 13 April 2016 to 5 May 2016, the Company subscribed for five Group II Financial Products issued by SPD Bank with an aggregate principal amount of RMB114.9 million. The Group has received the principal and the return as expected for the Group II Financial Products upon maturity. The major terms of the Subscription Agreements with SPD Bank of these Group II Financial Products are set out as follows:

No.	Product name	Principal amount subscribed (in RMB)	Expected annual return rate (%)	Investment Term (days)	Subscription date	Mature date	Actual amount received upon maturity (in RMB)
1	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	3,200,000	4.10	90	13 April 2016	12 July 2016	3,232,351
2	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	1,700,000	3.90	91	25 April 2016	25 July 2016	1,716,530
3	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	10,000,000	3.70	90	5 May 2016	3 August 2016	10,091,233
4	Wealth Bus No. 2 (財富班車進取2號) <sup>(b)</sup>	50,000,000	3.70	60	5 May 2016	4 July 2016	50,304,110
5	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	50,000,000	3.70	90	5 May 2016	3 August 2016	50,456,164
<b>Total</b>		<b>114,900,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>115,800,387</b>

*Note b:* Non-redeemable and cannot be early withdrawn by the Company prior to its maturity.

For other salient terms of the Subscription Agreements entered into between the Company and SPD Bank, please refer to the section headed “Other salient terms of the Subscription Agreements with SPD Bank” below.

### **Listing Rules implications**

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Subscription Agreements entered into between the Company and SPD Bank concerning the Group I Financial Products and the Group II Financial Products, each group when aggregated, are more than 5% but less than 25%, each of the Subscription of the Group I Financial Products and the Subscription of the Group II Financial Products constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules.

**(4) MAJOR TRANSACTIONS: SUBSCRIPTION OF FINANCIAL PRODUCTS ISSUED BY SPD BANK**

On 5 January 2016 and 6 January 2016, the Company subscribed for two Group A Financial Products issued by SPD Bank with an aggregate principal amount of RMB510.0 million. The Subscription of each of the Group A Financial Products set out below constituted a Discloseable Subscription. The Group has received the principal and the return as expected for the Group A Financial Products upon maturity. The major terms of these Group A Financial Products are set out as follows:

No.	Product name	Principal amount subscribed (in RMB)	Expected annual return rate (%)	Investment Term (days)	Subscription date	Mature date	Actual amount received upon maturity (in RMB)
1	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	310,000,000	4.65	30	5 January 2016	4 February 2016	311,184,795 <sup>(2)</sup>
2	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	200,000,000	4.65	30	6 January 2016	5 February 2016	200,764,384 <sup>(2)</sup>
<b>Total</b>		<b>510,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>511,949,178</b>

*Note 2:* Financial Product that constituted a Discloseable Financial Product.

*Note b:* Non-redeemable and cannot be early withdrawn by the Company prior to its maturity.

During the period from 2 February 2016 to 16 February 2016, the Company subscribed for four Group B Financial Products issued by SPD Bank with an aggregate principal amount of RMB501.9 million. The Subscription of each of the third (3) and fourth (4) Group B Financial Products set out below constituted a Discloseable Subscription. The Group has received the principal and the return as expected for the Group B Financial Products upon maturity. The major terms of these Group B Financial Products are set out as follows:

No.	Product name	Principal amount subscribed (in RMB)	Expected annual return rate (%)	Investment Term (days)	Subscription date	Mature date	Actual amount received upon maturity (in RMB)
1	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	800,000	4.50	30	2 February 2016	2 March 2016	802,959
2	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	1,100,000	4.50	30	6 February 2016	7 March 2016	1,104,068
3	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	300,000,000	4.50	30	6 February 2016	7 March 2016	301,109,589 <sup>(2)</sup>
4	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	200,000,000	4.40	30	16 February 2016	17 March 2016	200,723,288 <sup>(2)</sup>
<b>Total</b>		<b>501,900,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>503,739,904</b>

*Note 2:* Financial Product that constituted a Discloseable Financial Product.

*Note b:* Non-redeemable and cannot be early withdrawn by the Company prior to its maturity.

During the period from 23 February 2016 to 21 March 2016, the Company subscribed for five Group C Financial Products issued by SPD Bank with an aggregate principal amount of RMB513.0 million. The Subscription of each of the fourth (4) and fifth (5) Group C Financial Products set out below constituted a Discloseable Subscription. The Group has received the principal and the return as expected for the Group C Financial Products upon maturity. The major terms of these Group C Financial Products are set out as follows:

No.	Product name	Principal amount subscribed (in RMB)	Expected annual return rate (%)	Investment Term (days)	Subscription date	Mature/ Redemption date	Actual amount received upon maturity/ redemption (in RMB)
1	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	30,000,000	4.40	30	23 February 2016	24 March 2016	30,108,493
2	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	30,000,000	4.30	33	3 March 2016	5 April 2016	30,116,630
3	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	800,000	4.30	30	7 March 2016	6 April 2016	802,827
4	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	252,200,000	4.30	30	9 March 2016	8 April 2016	253,091,337 <sup>(2)</sup>
5	Cash Management No. 2 (現金管理2號) <sup>(a)</sup>	200,000,000	3.50	9 <sup>(a)</sup>	21 March 2016	30 March 2016	200,172,603 <sup>(2)</sup>
<b>Total</b>		<b>513,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>514,291,890</b>

*Note 2:* Financial Product that constituted a Discloseable Financial Product.

*Note a:* Such Financial Product had no fixed term of investment under the Subscription Agreement and is redeemable by the Company on any business day after seven (7) days from the date of Subscription, subject to conditions as disclosed herein. The Investment Term represents the term commencing from the date of Subscription of the Financial Product and up to but excluding the date of redemption of the Financial Product by the Company.

*Note b:* Non-redeemable and cannot be early withdrawn by the Company prior to its maturity.

During the period from 1 April 2016 to 12 April 2016, the Company subscribed for seven Group D Financial Products issued by SPD Bank with an aggregate principal amount of RMB430.8 million. The Subscription of each of the second (2), sixth (6) and seventh (7) Group D Financial Products set out below constituted a Discloseable Subscription. The Group has received the principal and the return as expected for the Group D Financial Products upon maturity. The major terms of these Group D Financial Products are set out as follows:

No.	Product name	Principal amount subscribed (in RMB)	Expected annual return rate (%)	Investment Term (days)	Subscription date	Mature date	Actual amount received upon maturity (in RMB)
1	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	50,000,000	4.10	90	1 April 2016	30 June 2016	50,505,479
2	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	100,000,000	4.10	32	1 April 2016	3 May 2016	100,359,452 <sup>(2)</sup>
3	Wealth Bus No. 2 (財富班車進取2號) <sup>(b)</sup>	30,000,000	4.10	60	7 April 2016	6 June 2016	30,202,192
4	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	800,000	4.10	90	12 April 2016	11 July 2016	808,088
5	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	50,000,000	4.10	90	12 April 2016	11 July 2016	50,505,479
6	SPD Monthly Profit (Enterprising No. 1) (浦發月添利(原進取1號)) <sup>(b)</sup>	100,000,000	4.10	30	12 April 2016	12 May 2016	100,336,986 <sup>(2)</sup>
7	Wealth Bus No. 2 (財富班車進取2號) <sup>(b)</sup>	100,000,000	4.10	61	12 April 2016	12 June 2016	100,685,205 <sup>(2)</sup>
	Total	<b>430,800,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>433,402,882</b>

*Note 2:* Financial Product that constituted a Discloseable Financial Product

*Note b:* Non-redeemable and cannot be early withdrawn by the Company prior to its maturity.

During the period from 13 July 2016 to 2 September 2016, the Company subscribed for nine Group E Financial Products issued by SPD Bank with an aggregate principal amount of RMB511.2 million. The Subscription of the first (1) Group E Financial Product set out below constituted a Discloseable Subscription. As the date of this announcement, the Group has received the principal and the return as expected for the eighth (8) Group E Financial Product the Investment Term of which had expired as set forth below. As at the date of this announcement, the other eight Subscription Agreements with SPD Bank and the underlying Group E Financial Products remain outstanding, according to which the Company expects to receive the principals with the expected returns upon the maturity of the underlying Group E Financial Products. The major terms of these Group E Financial Products are set out as follows:

No.	Product name	Principal amount subscribed (in RMB)	Expected annual return rate (%)	Investment Term (days)	Subscription date	Mature/ Redemption date	Actual amount received upon maturity/ redemption/ market value (in RMB)
1	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	200,000,000	3.70	90	13 July 2016	10 October 2016	201,644,444 <sup>(1)(2)</sup>
2	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	800,000	3.70	90	14 July 2016	11 October 2016	806,496 <sup>(1)</sup>
3	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	10,000,000	3.70	90	14 July 2016	11 October 2016	10,081,194 <sup>(1)</sup>
4	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	50,000,000	3.70	90	27 July 2016	24 October 2016	50,339,167 <sup>(1)</sup>
5	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	85,000,000	3.70	90	1 August 2016	29 October 2016	85,532,903 <sup>(1)</sup>
6	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	50,000,000	3.60	90	5 August 2016	2 November 2016	50,285,000 <sup>(1)</sup>
7	Wealth Bus No. 2 (財富班車進取2號) <sup>(b)</sup>	30,000,000	3.60	60	12 August 2016	10 October 2016	30,150,000 <sup>(1)</sup>
8	Cash Management No. 2 (現金管理2號) <sup>(a)</sup>	35,000,000	3.05	7 <sup>(a)</sup>	31 August 2016	7 September 2016	35,020,473
9	Wealth Bus No. 3 (財富班車進取3號) <sup>(b)</sup>	50,400,000	3.60	90	2 September 2016	30 November 2016	50,546,160 <sup>(1)</sup>
<b>Total</b>		<b>511,200,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>514,405,837</b>

*Note 1:* Financial Products which remain outstanding as at the date of this announcement and the amount represent the market value of the relevant Financial Product.

*Note 2:* Financial Product that constituted a Discloseable Financial Product.

*Note a:* Such Financial Product had no fixed term of investment under the Subscription Agreement and is redeemable by the Company on any business day after seven (7) days from the date of Subscription, subject to conditions as disclosed herein. The Investment Term represents the term commencing from the date of Subscription of the Financial Product and up to but excluding the date of redemption of the Financial Product by the Company.

*Note b:* Non-redeemable and cannot be early withdrawn by the Company prior to its maturity.

### **Listing Rules implications**

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of each of the Discloseable Subscriptions entered into between the Company and SPD Bank are more than 5% but less than 25%, each of the Discloseable Subscriptions constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and are subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules.

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Subscription Agreements entered into between the Company and SPD Bank concerning the Group A Financial Products, Group B Financial Products, Group C Financial Products, Group D Financial Products and Group E Financial Products, each group when aggregated, are more than 25% but less than 100%, each of the Subscription of the Group A Financial Products, Group B Financial Products, Group C Financial Products, Group D Financial Products and Group E Financial Products constituted a major transaction of the Company under Chapter 14 of the Listing Rules and was subject to the notification, announcement and the shareholders' approval requirements under Chapter 14 of the Listing Rules.

### **Other salient terms of the Subscription Agreements with SPD Bank**

The Investment Term of the Financial Products issued by SPD Bank commenced one day after the date of the Subscription Agreement. The Company mainly funded the Subscriptions utilizing idle cash of the Group and the Subscription amounts were transferred to SPD Bank at least one day prior to the commencement of the Investment Term. During the Investment Term, SPD Bank may from time to time adjust the expected return rate in accordance with the return of the underlying investment portfolio and the change of the deposit interest rate.

During the Investment Term, the Company could not terminate the Subscription Agreement, redeem or withdraw the principal amount prior to the maturity date of the Financial Product, save that the Company could redeem or withdraw on any business day after seven (7) days from the commencement of the Investment Term pursuant to the Subscription Agreement for the Financial Products named Cash Management No. 2 (現金管理2號) provided that the total amount of investments to be redeemed on that business day does not exceed 30% of the total subscription amount of such Financial Product on the previous business day, in which case SPD Bank may reject such redemption. SPD Bank might terminate the Subscription Agreement and



the Financial Product during the Investment Term for certain reasons. For instance, if the financial policy of the PRC experienced significant change so that SPD Bank could not offer the Financial Product as usual, SPD Bank might terminate the Subscription Agreement and the Financial Product prior to the maturity date.

The principal amount of and the return on the Financial Products shall be paid by SPD Bank to the Company to the designated bank account of the Company maintained at SPD Bank on the next business day after the expiration or the termination of the Investment Term, whichever is earlier.

The underlying investments of the Financial Products issued by SPD Bank were primarily corporate and government bonds with AA rating if a rating has been obtained, deposits and other money market funds. Nonetheless, the respective individual portfolios of Financial Products consisted of various different underlying investments. In addition, SPD Bank undertook in writing that the underlying investment and/or asset of each Financial Product consists different investment portfolios.

The Company bore certain fees and expenses including custodian fee of the Financial Products, commission charges, and management fees. Such fees and charges were deducted from the returns, and the expected annual return rates of the Financial Products were the rate of return which the Company might receive taking into account such fees and charges.

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTION OF FINANCIAL PRODUCTS**

Subscriptions of Financial Products were made for treasury management purpose to maximize the return on the unutilized funds of the Company after taking into account, among others, the level of risk, return on investment and the term to maturity. Generally, the Company had in the past selected standard short-term financial products that were principal guaranteed and/or which had relatively low associated risk. Prior to making an investment, the Company had also ensured that there remains sufficient working capital for the Group's business needs, operating activities and capital expenditures even after making the investments in such financial products. However, in accordance with the relevant accounting standards, the Financial Products are accounted for as short-term investments in the consolidated financial statements of the Company.

The Financial Products were standard short-term financial products that had relatively low associated risks issued by reputable commercial banks. Although the Financial Products were marketed as wealth management products which are not principal protected nor with pre-determined or guaranteed return, the underlying investments were considered to have relatively low risk and are also in line with the internal risk management, cash management and investment policies of the Group as the Company had totally recovered the principal and received the expected returns upon the maturity of the Financial Products. In addition, the Financial Products were with a relatively short term of maturity, and which were considered to akin to placing deposits with banks whilst enabling the Group to earn an attractive rate of return.

In view of an upside of earning a more attractive return than current saving or fixed deposit rate under the low interest rate trend, as well as the low risk nature and relatively short term of maturity of the Financial Products, the Directors are of the view that the Financial Products pose little risk to the Group and the terms and conditions of each of the Subscription Agreements are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS AND EXPLANATION**

The Company acknowledged that the notification and announcement and/or Shareholder's approval in respect of the Subscriptions as required under Chapter 14 of the Listing Rules has been delayed due to its inadvertent oversight. The failure to make timely disclosure was due to a misunderstanding by the management of the Company, that as the Financial Products had substantially the same characteristics as high interest deposits with banks, the Subscription Agreements and the Subscriptions are part of the Company's treasury activities as opposed to "acquisitions" under Chapter 14 of the Listing Rules. Based on the foregoing, the Company did not previously consider that the Subscriptions would constitute notifiable transactions under the Listing Rules and hence had omitted to timely comply with the Listing Rules in respect of the Subscriptions as disclosed above.

The Company deeply regrets that it has not duly complied with the Listing Rules in respect of the Subscriptions. As immediate remedial actions:

1. the Company has notified the Stock Exchange and published this announcement; and
2. the Company has obtained a confirmation from each of Ying Qi Investments Limited and General Atlantic Singapore Fund Pte. Ltd., each a Controlling Shareholder of the Company and holding approximately 42.24% and 31.98% of the total issued share capital of the Company respectively as at the date of this announcement, that Ying Qi Investments Limited and General Atlantic Singapore Fund Pte. Ltd. have approved, confirmed and ratified the Major Subscriptions. In addition, the Directors have been informed by each of Ying Qi Investments Limited and General Atlantic Singapore Fund Pte. Ltd. that each of them would vote in favour of the Major Subscriptions if they were requested to vote at a general meeting for approving the Major Subscriptions. None of them is required to abstain from voting if the Company were to convene a general meeting for the approval of each of the Major Subscriptions. Based on their existing shareholdings in the Company and their confirmation that they would vote in favour of each of the Major Subscriptions, even if a general meeting is to be convened for the purpose of considering and approving an ordinary resolution with regard to each of the Major Subscriptions, more than 50% of votes will be casted in favour of each of the ordinary resolutions and therefore each of the Major Subscriptions would be duly approved.

Notwithstanding the above, given that the Major Subscriptions have been made already and all Major Subscriptions had expired as at the date of this announcement and the Group had totally recovered the principal and received the expected returns upon maturity, no circular will be despatched to the shareholders of the Company and no extraordinary general meeting of the Company will be convened for the purposes of consideration and approving the Major Subscriptions.

## **REMEDIAL ACTIONS**

The Directors, having been fully informed of all the facts of the Subscriptions, consider that the failure to timely comply with the Listing Rules in respect of the Subscriptions was inadvertent and can be avoided going forward. The Company takes the incident seriously and has taken the following remedial measures to prevent the re-occurrence of similar incident:

1. adopted a Guidance that Relevant Staff who are responsible for purchasing financial products were required to report to the Accounting and Finance Department in advance about the proposed subscription of financial products no matter the financial products in question is “principal-guaranteed” or not, and shall only subscribe for these products after the Accounting and Finance Department has evaluated the implications of the Listing Rules and the Company has complied with the applicable requirements under the Listing Rules and in case of any doubt, they should seek guidance from the Accounting and Finance Department in advance;
2. issued warning to staff who are responsible for effecting the Subscriptions as disclosed in this announcement;
3. the Guidance, internal risk management, cash management and investment policies of the Group have been circulated to all Directors, senior management, accounting staff of the Group;
4. conducted an internal training session to explain the Listing Rules and the reporting procedure of notifiable transactions, and to emphasize the importance of identifying such transactions prior to execution; and
5. the internal control and compliance department of the Group will continue to perform quarterly check on whether the staff has complied with the Guidance, internal risk management, cash management and investment policies of the Group in relation to the subscription of financial products.

In addition, the Company will make prudent decision prior to the subscription of financial products on the principle of protecting the interests of the Company and the Shareholders as a whole.

Going forward, the Company will make such disclosure in a timely manner to ensure compliance with the Listing Rules.

## **GENERAL INFORMATION ON THE PARTIES**

### **The Company**

The Company is incorporated in the Cayman Islands as an exempted company with limited liability whose shares is listed on the main board of the Stock Exchange. The Group is a leading casual restaurant operator in China, focusing primarily on providing bar-style hotpot cuisine and offering customers a fast casual dining experience.

## **BoCom**

BoCom is a joint-stock company incorporated in the PRC with limited liability and an independent third party. BoCom and its subsidiaries are principally engaged in the commercial banking business which provides services such as accepting deposits, making loans and offering basic investment products. BoCom is listed on the Stock Exchange (Stock Code: 03328) and the Shanghai Stock Exchange (Stock Code: 601328). The Company has subscribed for the Financial Products issued by BoCom through its Beijing Development Zone Branch.

## **CMB**

CMB is a joint-stock company incorporated in the PRC with limited liability and an independent third party. CMB and its subsidiaries are principally engaged in the commercial banking business which provides services such as accepting deposits, making loans and offering basic investment products. CMB is listed on the Stock Exchange (Stock Code: 03968) and the Shanghai Stock Exchange (Stock Code: 600036).

## **SPD Bank**

SPD Bank is a joint-stock company incorporated in the PRC with limited liability and an independent third party. SPD Bank and its subsidiaries are principally engaged in the commercial banking business which provides services such as accepting deposits, making loans and offering basic investment products. SPD Bank is listed on the Shanghai Stock Exchange (Stock Code: 600000). The Company has subscribed for the Financial Products issued by SPD Bank through its Sanlin Branch.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Banks and their respective ultimate substantial beneficial owners as publicly disclosed by the Banks are third parties independent of the Company and its connected persons.

## **DEFINITIONS**

In this announcement, the following expressions have the following meanings, unless the context requires otherwise:

“Accounting and Finance Department”	the accounting and finance department at the Group’s headquarters in Beijing
“Bank(s)”	BoCom, CMB and SPD Bank, from which the Company subscribed Financial Products
“BoCom”	Bank of Communications Co., Ltd., a joint stock company incorporated in the PRC with limited liability, and an independent third party

“Board”	the board of Directors
“CMB”	China Merchants Bank Co., Ltd., a joint stock company incorporated in the PRC with limited liability, and an independent third party
“Company”	Xiabuxiabu Catering Management (China) Holdings Co., Ltd. (呷哺呷哺餐飲管理(中國)控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on May 14, 2008
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Discloseable Financial Product”	a Financial Product issued by SPD Bank and subscribed by the Company which at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules are more than 5% but less than 25%
“Discloseable Subscription”	the subscription of a Discloseable Financial Product, which constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements set out under Rule 14.34 of the Listing Rules
“Financial Product(s)”	the financial product(s) issued by the Banks and subscribed for by the Company in accordance with relevant Subscription Agreements
“Group”	the Company and its subsidiaries
“Group I Financial Products”	the Financial Products issued by SPD Bank and subscribed for by the Company during the period from 22 March 2016 to 1 April 2016
“Group II Financial Products”	the Financial Products issued by SPD Bank and subscribed for by the Company during the period from 13 April 2016 to 5 May 2016
“Group A Financial Products”	the Financial Products issued by SPD Bank and subscribed for by the Company on 5 January 2016 and 6 January 2016

“Group B Financial Products”	the Financial Products issued by SPD Bank and subscribed for by the Company from 2 February 2016 to 16 February 2016
“Group C Financial Products”	the Financial Products issued by SPD Bank and subscribed for by the Company from 23 February 2016 to 21 March 2016
“Group D Financial Products”	the Financial Products issued by SPD Bank and subscribed for by the Company from 1 April 2016 to 12 April 2016
“Group E Financial Products”	the Financial Products issued by SPD Bank and subscribed for by the Company from 13 July 2016 to 2 September 2016
“Guidance”	the guidance in connection with procedures to be taken before the Relevant Staff subscribe for any financial products
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“independent third party(ies)”	an individual(s) or a company(ies) who or which is(are) independent of and not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial shareholders, of the Company, its subsidiaries or any of their respective associate(s)
“Investment Term”	the term of the relevant Financial Product, during which the Financial Product was/is expected to generate return, if any
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Major Subscriptions”	a series of subscriptions of certain Financial Products issued by SPD Bank which, when aggregated, at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules are more than 25% but less than 100% and therefore constitute a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification, announcement and shareholders’ approval requirements set out under Chapter 14 of the Listing Rules
“PRC”	The People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Relevant Staff”	all staff who are responsible for subscribing for and managing the portfolio of the financial products of the Company

“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“SPD Bank”	Shanghai Pudong Development Bank Co., Ltd., a joint stock company incorporated in the PRC with limited liability, and an independent third party
“Subscription”	the subscription by the Company of a Financial Product in accordance with the relevant Subscription Agreement
“Subscription Agreement”	the subscription agreement entered into between the Company and relevant Bank in respect of the Subscription
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board  
**Xiabuxiabu Catering Management (China) Holdings Co., Ltd.**  
**HO Kuang-Chi**  
*Chairman*

Hong Kong, 30 September 2016

*As at the date of this announcement, the Board comprises Mr. HO Kuang-Chi and Ms. YANG Shuling as executive directors of the Company; Ms. CHEN Su-Yin and Mr. WEI Ke as non-executive directors of the Company; and Ms. HSIEH Lily Hui-yun, Mr. HON Ping Cho Terence and Ms. CHEUNG Sze Man as independent non-executive directors of the Company.*