



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)

6 October 2016

To the Independent Shareholders

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY CASH OFFER BY
DELOITTE & TOUCHE CORPORATE FINANCE LIMITED
ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF
U BANQUET GROUP HOLDING LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY
THE OFFEROR AND PARTIES ACTING IN CONCERT WITH HIM)**

We refer to the composite offer and response document dated 6 October 2016 jointly issued by the Offeror and the Company (the “**Composite Document**”), of which this letter forms part. Unless the context otherwise requires, terms used in this letter shall have the same meanings as those defined in the Composite Document.

We have been appointed to constitute the Independent Board Committee to consider the terms of the Offer and to advise you as to whether, in our opinion, the terms of the Offer are fair and reasonable and as to the acceptance of the Offer. Octal Capital has been appointed as the independent financial adviser to advise us in this respect. Details of its advice and the principal factors taken into consideration in arriving at its recommendation are set out in the “Letter from Octal Capital” on pages 23 to 41 of the Composite Document.

We also wish to draw your attention to the “Letter from the Board”, the “Letter from Deloitte Corporate Finance” and the additional information set out in the appendices to this Composite Document.

Taking into account the terms of the Offer and the advice from Octal Capital, we consider that the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned and recommend the Independent Shareholders to accept the Offer.

However, for those Independent Shareholders who are considering to realise all or part of their holdings in the Shares, they should closely monitor the market price and liquidity of the Shares during the period of the Offer. Should the market price of the Shares exceed the Offer Price during the period of the Offer, and the sale proceeds (net of transaction costs) exceed the net proceeds receivable under the Offer, the Independent Shareholders may wish to consider selling their Shares in the market instead of accepting the Offer.

In any case, the Independent Shareholders are strongly advised that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders should consult their own professional advisers for advice. Furthermore, the Independent Shareholders who wish to accept the Offer are recommended to read carefully the procedures for accepting the Offer as detailed in this Composite Document and the Form(s) of Acceptance.

Your faithfully,
**Independent Board Committee of
U Banquet Group Holding Limited**



Mr. Chung Kong Mo *JP*

Ms. Wong Tsip Yue, Pauline
Independent Non-executive Directors

Mr. Wong Sui Chi

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