



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.01 each in the capital of U Banquet Group Holding Limited
譽宴集團控股有限公司 (the “Company”) hereby appoint the Chairman of the Meeting, or⁽³⁾ _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (and at any adjournment thereof) to
be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Monday, 16 July 2018, at 10:30 a.m. and to vote
in respect of the following resolutions as indicated, and if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolutions	For ⁽⁴⁾	Against ⁽⁴⁾
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.”		

Dated _____

Signature⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:-

- Full name(s) and address(es) to be inserted in block capitals. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If you wish to appoint one or more proxies other than the Chairman of the Meeting, please strike out “the Chairman of the Meeting, or” and insert the name(s) and address(es) of the person(s) you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN IT.**
- IMPORTANT:** If you wish to vote for any resolution, please indicate with a “✓” in the appropriate space marked “For” beside the resolution. If you wish to vote against any resolution, please indicate with a “✓” in the appropriate space marked “Against” beside the resolution. In the absence of any such indication, your proxy will vote for or against on any resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the Notice convening the Extraordinary General Meeting
- In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint shareholder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under its seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof 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 holding the Extraordinary General Meeting (or any adjournment thereof).
- Whether or not you intend to attend the Extraordinary General Meeting in person, you are urged to complete and return this form of proxy in accordance with the instructions printed thereon. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof, if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.