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## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting of China Uptown Group Company Limited (the “**Company**”) will be held at Fountains Room 5, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 14 January 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT** the conditional agreement dated 3 December 2010 (the “**Agreement**”) entered into between Seaton Limited as vendor (the “**Vendor**”) and Boom Lotus Holdings Limited (the “**Purchaser**”) pursuant to which the Purchaser agrees to acquire the entire issued share capital of Armando Investments Limited from the Vendor at a consideration of HK\$230,000,000 (the “**Acquisition**”), upon the terms and subject to the conditions set out in the Agreement, be and is hereby approved, ratified and confirmed;”
2. “**THAT** subject to and conditional upon the passing of resolution no.1 above, the board of directors (the “**Board**”) be and is hereby authorised to issue the zero coupon rate convertible bonds (the “**Convertible Bonds**”) for a term of 3 years in the principal amount of HK\$230,000,000 upon the terms and subject to the conditions set out in the Agreement to the Vendor (or its nominee) for the purpose of satisfying the consideration for the Acquisition;”

3. “**THAT** subject to and conditional upon the passing of resolution no.1 above, the Board be and is hereby authorised to allot and issue 283,425,754 conversion shares (the “**Conversion Shares**”) at an initial conversion price of HK\$0.8115 upon exercise of the conversion right attaching to the Convertible Bonds; and”
4. “**THAT** any one director of the Company be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Agreement, the issue of the Convertible Bonds and the issue and allotment of the Conversion Shares as he/she/they may consider necessary, desirable or expedient.”

By order of the Board  
**China Uptown Group Company Limited**  
**Chen Xian**  
*Chairman*

Hong Kong, 22 December 2010

*Head office and principal place of business in Hong Kong:*

Suite 1501, 15/F.

Tower 1, Silvercord

30 Canton Road

Tsimshatsui

Kowloon

Hong Kong

*Notes:*

1. A form of proxy for use at the meeting is enclosed with the circular despatched on 22 December 2010 to the members of the Company.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a member.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the principal place of business of the Company in Hong Kong at Suite 1501, 15th Floor, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
7. The Register of Members of the Company will be closed for a period commencing from Monday, 10 January 2011 to Friday, 14 January 2011, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited at 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Friday, 7 January 2011.

*As at the date of this announcement, the executive Directors are Mr. Chen Xian, Mr. Lau Sai Chung, Mr. Xiong Jianrui and Ms. Xia Dan; and the independent non-executive Directors are Mr. Poon Lai Yin, Michael, Mr. Chong Yiu Chik and Mr. Choi Kai Ming, Raymond.*