



CHINA UPTOWN  
**China Uptown Group Company Limited**  
 中國上城集團有限公司  
*(Incorporated in the Cayman Islands with limited liability)*  
 (Stock code: 2330)

**FORM OF PROXY FOR ANNUAL GENERAL MEETING**

Form of proxy for use by shareholders at the annual general meeting (the "Meeting") of China Uptown Group Company Limited (the "Company") to be convened at Fountains Room 5, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 7 June 2013 at 10:30 a.m.

I/We <sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of the Company HEREBY APPOINT the Chairman of the Meeting <sup>(note 3)</sup> or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy/proxies <sup>(note 3)</sup> to vote for me/us and/or my/our behalf at the Meeting to be held at Fountains Room 5, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 7 June 2013 at 10:30 a.m. and at any adjournment thereof, for the purpose of considering and, if thought fit, with or without modifications, passing the Resolutions set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the Resolutions as hereunder indicated.

Please indicate with a "/" in the boxes provided how you wish the proxy to vote on your behalf <sup>(note 4)</sup>. Should this form be returned duly signed, but without a specific direction, the proxy will vote or abstain at his/her/its discretion.

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and adopt the audited consolidated financial statements and reports of the directors (the "Director(s)") and auditors of the Company and its subsidiaries for the year ended 31 December 2012		
2.	(i) (a) To re-elect Mr. Chen Xian as executive Director		
	(b) To re-elect Ms. Xia Dan as executive Director		
	(c) To re-elect Mr. Liu Feng as executive Director		
	(ii) To authorise the board of Directors (the "Board") to fix the Directors' remuneration		
3.	To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company to hold office until the conclusion of next annual general meeting and authorise the Board to fix their remuneration		
4.	To grant a general unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution		
5.	To grant a general unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution		
6.	Conditional on the passing of resolutions 4 and 5, to extend the general mandate granted by resolution 4 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution 5		
SPECIAL RESOLUTIONS			
7.	To approve the amendments of the memorandum of association of the Company in the manners as proposed in the notice of the annual general meeting ("Notice of the Meeting")		
8.	To approve the amendments of the articles of association of the Company in the manners as proposed in the Notice of the Meeting		
9.	To approve the adoption of a new set of memorandum and articles of association of the Company, which consolidates all of the proposed amendments set out in the Notice of the Meeting and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings, as the amended and restated memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company		

Date this: \_\_\_\_\_ day of \_\_\_\_\_ 2013

Shareholder's Signature: \_\_\_\_\_ <sup>(note 5, 6, 7 and 8)</sup>

**Notes:**

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The name of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick (" / ") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint registered holder of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company's head office and principal place of business in Hong Kong at Suite 1501, 15th Floor, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.