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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China Uptown Group Company Limited**, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer, other licensed corporation or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**GENERAL MANDATES TO REPURCHASE  
AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION  
AND THE ARTICLES OF ASSOCIATION,  
PROPOSED ADOPTION OF NEW MEMORANDUM OF ASSOCIATION  
AND THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the annual general meeting of the Company 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. is set out on pages 15 to 33 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's head office and principal place of business at Suite 1501, 15th Floor, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting and at any adjournment thereof, should you so wish.



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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

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| “AGM”                                      | the annual general meeting of the Company 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. to consider and, if appropriate, to approve the resolutions contained in the notice of AGM which is set out on pages 15 to 33 of this circular, or any adjournment thereof |
| “Articles” or “Articles of Association”    | the articles of association of the Company as amended from time to time, and “Articles” shall mean an article thereof   |
| “associate(s)”                             | has the meaning ascribed to this term under the Listing Rules   |
| “Board”                                    | the board of Directors  |
| “Company”                                  | China Uptown Group Company Limited, (Stock Code: 2330) a company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on the Main Board  |
| “Convertible Redeemable Preference Shares” | 375,000,000 non-voting redeemable convertible preference shares of the Company, which is convertible into 394,736,842 Shares  |
| “Directors”                                | the directors of the Company  |
| “Group”                                    | the Company and its subsidiaries  |
| “HK\$”                                     | Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region   |
| “Hong Kong”                                | the Hong Kong Special Administrative Region of the PRC  |
| “Issue Mandate”                            | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM                             |

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## DEFINITIONS

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|---------------------------|--|
| “Latest Practicable Date” | 12 April 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Listing Rules”           | The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited   |
| “Memorandum”              | the memorandum of association of the Company, as amended from time to time   |
| “New M&A”                 | the amended and restated memorandum of association and articles of association proposed to be adopted by the Company at the AGM  |
| “PRC”                     | The People’s Republic of China   |
| “Repurchase Mandate”      | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares                                  |
| “SFO”                     | Securities and Futures Ordinance (Chapter 571 of Hong Kong Laws)   |
| “Share(s)”                | ordinary share(s) of HK\$0.10 each in the share capital of the Company   |
| “Shareholder(s)”          | holder(s) of the Share(s)  |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”          | Hong Kong Code on Takeovers and Mergers  |
| “%”                       | per cent   |

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LETTER FROM THE BOARD

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*Executive Directors:*

Mr. LIU Feng (*Chairman*)  
Mr. CHEN Xian (*Vice-Chairman*)  
Mr. LAU Sai Chung (*Chief Executive Officer*)  
Ms. XIA Dan

*Registered office:*

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent Non-Executive Directors:*

Mr. POON Lai Yin, Michael  
Mr. CHAN Chun Fai  
Mr. NG Kwok Chu, Winfield

*Head Office and Principal Place  
of Business in Hong Kong:*

Suite 1501, 15th Floor  
Tower 1, Silvercord  
30 Canton Road  
Tsimshatsui, Kowloon  
Hong Kong

17 April 2013

*To the Shareholders and, for information only,  
to the holders of the Convertible Redeemable Preference Shares*

Dear Sirs,

**GENERAL MANDATES TO REPURCHASE  
AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION  
AND THE ARTICLES OF ASSOCIATION,  
PROPOSED ADOPTION OF NEW MEMORANDUM OF ASSOCIATION  
AND THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed to seek approval of the Shareholders at the AGM in respect of, among other matters, (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) general mandate to extend the Issue Mandate; (iv) the re-election of retiring Directors; (v) the proposed

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## **LETTER FROM THE BOARD**

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amendments to the Memorandum and the Articles and (vi) the adoption of the New M&A. In compliance with the Listing Rules, this circular contains an explanatory statement which provides all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate and other relevant information.

### **GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 15 June 2012, an ordinary resolution was passed by the then Shareholders granting the existing issue mandate to the Directors, which is due to expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Issue Mandate i.e. a general and unconditional mandate to allot, issue and deal with additional Shares with an aggregate nominal value not exceeding 20% of the aggregate of the total nominal value of the share capital of the Company in issue at the date of the passing of such resolution.

On the basis of a total of 941,453,683 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are allotted, issued or repurchased prior to the AGM, the maximum number of Shares which may fall to be issued under this proposed Issue Mandate will be 188,290,736 Shares.

The Issue Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting is required to be held by any applicable laws of the Cayman Islands or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 15 June 2012, an ordinary resolution was passed by the then Shareholders granting the existing repurchase mandate to the Directors, which is due to expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution. The Repurchase Mandate will remain in effect until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting is required to be held by any applicable laws of the Cayman Islands or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in the Appendix I to this circular.

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## **LETTER FROM THE BOARD**

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### **GENERAL MANDATE TO EXTEND THE ISSUE MANDATE**

An ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the issued share capital of the Company at the date of passing the resolution approving the Issue Mandate.

### **RE-ELECTION OF RETIRING DIRECTORS**

In relation to the ordinary resolution No. 2 set out in the notice of the AGM regarding the re-election of retiring Directors, Mr. Chen Xian and Ms. Xia Dan shall retire from office by rotation at the AGM pursuant to article 87(1) of the Articles, and being eligible, offer themselves for re-election at the AGM.

In addition, Mr. Liu Feng shall retire from office as Director at the AGM pursuant to article 86(3) of the Articles, and being eligible, offer himself for re-election at the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES**

The Board proposes to make certain amendments to the Memorandum and the Articles in order to bring the Articles up to date and in line with the revised requirements of the Listing Rules which came into effect on 1 January 2012 and on 1 April 2012. Accordingly, the Directors propose to seek the approval of the Shareholders by way of special resolutions for the amendments to the Memorandum and the Articles so as to bring the constitution of the Company in line with the revised requirements of the Listing Rules and to incorporate other housekeeping amendments. The major proposed amendments are as follows:

1. to allow the chairman of a general meeting, acting in good faith and in compliance with the Listing Rules, to allow resolutions to be voted on by the shareholders on a show of hands;
2. to remove the 5 per cent. interest exemption for voting by a Director on a board resolution in which he has an interest; and
3. to require physical Board meetings in lieu of written resolutions where a Director or substantial shareholder has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material.

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## LETTER FROM THE BOARD

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Details of the amendments to the Memorandum and the Articles are set out in the notice of the AGM.

The legal adviser to the Company as to Hong Kong laws has confirmed that the proposed amendments comply with the requirements of the Listing Rules. The legal adviser to the Company as to Cayman Islands law has confirmed that the proposed amendments do not contravene or violate Cayman Islands law. The Company confirms that there is nothing unusual about the proposed amendments for a company listed on the Stock Exchange.

Shareholders are advised that the Memorandum and the Articles are available only in English and the Chinese translation of the amendments to the Memorandum and the Articles provided in the notice of the AGM in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

### **PROPOSED ADOPTION OF NEW M&A**

The Board would like the Company to adopt the New M&A incorporating all previous amendments passed by shareholders at general meetings and the amendments to be proposed at the AGM, in substitution for and to the exclusion of the Memorandum and the Articles, instead of amending the existing Memorandum and the Articles on a piecemeal basis, which may lead to confusion and complication in the future.

Pursuant to the Articles, the proposed adoption of the New M&A shall be subject to the approval of the Shareholders by way of a special resolution at the AGM.

### **ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages 15 to 33 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, the grant of the Issue Mandate, the Repurchase Mandate and the general mandate to extend the Issue Mandate to the Directors and the re-election of retiring Directors. Special resolutions will also be proposed to approve the amendments to the Memorandum and the Articles and to adopt the New M&A.

A form of proxy for use at the AGM is enclosed herewith. If you are unable to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's principal place of business in Hong Kong at Suite 1501, 15/F, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.



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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders has a material interest in the amendments to the Articles as at the Latest Practicable Date and as such, none of the Shareholders will be required to abstain from voting at the AGM in respect of the resolutions relating to the amendments to the Memorandum and the Articles.

### RECOMMENDATIONS AND DOCUMENTS FOR INSPECTION

The Board considers that the resolutions in relation to the Issue Mandate, the Repurchase Mandate, the general mandate to extend the Issue Mandate, the re-election of retiring Directors, the proposed amendments to the Memorandum and the Articles and the adoption of the New M&A to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

Copies of the Memorandum and the Articles and the proposed New M&A are available for inspection at the head office and principal place of business of the Company in Hong Kong at Suite 1501, 15/F., Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong during normal business hours (from 9:30 a.m. to 5:00 p.m.) on any business day (excluding Saturdays, Sundays and public holidays) from the date of this circular up to the including the date of the AGM.

Yours faithfully,  
By order of the Board  
**China Uptown Group Company Limited**  
**Fu Lui**  
*Company Secretary*

This appendix serves as an explanatory statement containing all the information required to be sent to the Shareholders under the Listing Rules in connection with the Repurchase Mandate proposed to be granted at the AGM.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company was HK\$94,145,368 comprising 941,453,683 Shares.

Assuming exercise in full of the Repurchase Mandate, on the basis of 941,453,683 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the AGM, the Directors would be authorised to repurchase up to 94,145,368 Shares during the period ending on the earliest of (i) the date of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands, or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

## **2. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

Repurchase made pursuant to the Repurchase Mandate must be funded out of funds which are legally available for the purpose and in accordance with the Memorandum and the Articles and the laws of Cayman Islands.

The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. The amount of premium payable on the repurchase may only be paid out of either funds of the Company which would otherwise be available for dividend or distribution or the share premium account.

**4. GENERAL**

The Directors consider that there might be a material adverse impact on the working capital or gearing position as disclosed in the audited financial statement of the Company for the year ended 31 December 2012 in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate.

**5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules) have any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any of its connected person (as defined in the Listing Rules) that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

**7. EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT**

If on the exercise of the power under the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such extent so as to result in triggering takeover obligation or the public float of Shares would be reduced below 25% of the issued share capital of the Company.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following Shareholders had beneficial interests representing 5% or more of the issued share capital of the Company within the meaning of Part XV of the SFO. In the event that the Repurchase Mandate is exercised in full, the interest of such persons will be increased to approximately the percentage set out in the last column as follows:

| Name of Shareholders                              | Number of Ordinary Shares held | Approximate percentage of existing shareholding | Approximate percentage shareholding if the Repurchase Mandate is exercised in full |
|---|--------------------------------|---|--|
| Mega Edge International Limited ( <i>Note 1</i> ) | 79,500,000                     | 8.44  | 9.38   |
| Ms. Xia Dan ( <i>Note 1</i> )                     | 79,500,000                     | 8.44  | 9.38   |
| Mr. Ho Man Hung ( <i>Note 2</i> )                 | 185,600,000                    | 19.71   | 21.90  |

*Notes:*

1. Mega Edge International Limited is 100% owned by Ms. Xia Dan, an executive Director. By virtue of the SFO, Ms. Xia is deemed to have interest of the Shares held by Mega Edge International Limited. Ms. Xia also has 4,000,000 share options of the Company.
2. Mr. Ho Man Hung has total interest in 535,508,338 Shares which comprise a personal interest in 185,600,000 Shares and convertible bonds of a principal amount of HK\$230,000,000 via Seaton Limited which can be converted into 349,908,338 Shares. Seaton Limited is legally and beneficially owned as to 100% by Leading Front Limited which in turn is legally and beneficially owned as to 100% by Mr. Ho.

The Directors are not aware of any consequences that may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

**8. SHARE REPURCHASES MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company during the six months preceding the Latest Practicable Date.

**9. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

|   | <b>Share</b>   |               |
|---|----------------|---------------|
|   | <b>Highest</b> | <b>Lowest</b> |
|   | <i>HK\$</i>    | <i>HK\$</i>   |
| <b>2012</b>                               |                |               |
| April                                     | 0.600          | 0.520         |
| May                                       | 0.680          | 0.460         |
| June                                      | 0.580          | 0.480         |
| July                                      | 0.550          | 0.460         |
| August                                    | 0.550          | 0.450         |
| September                                 | 0.510          | 0.480         |
| October                                   | 0.495          | 0.450         |
| November                                  | 0.570          | 0.440         |
| December                                  | 0.510          | 0.450         |
| <b>2013</b>                               |                |               |
| January                                   | 0.500          | 0.440         |
| February                                  | 0.475          | 0.445         |
| March                                     | 0.530          | 0.400         |
| April (up to the Latest Practicable Date) | 0.450          | 0.405         |

**PARTICULARS OF DIRECTORS FOR RE-ELECTION**

As required by the Listing Rules, the details of the Directors proposed to be re-elected at the AGM are set out below.

**Mr. Chen Xian**, aged 49, was appointed as an executive Director and vice-chairman of the Company on 12 October 2007 and was redesignated as Chairman of the Company on 30 November 2007. Mr. Chen was redesignated again as vice-chairman of the Company on 17 August 2012. He is also a director of several subsidiaries of the Company. Mr. Chen is one of the founders of a sizeable property development company in Zhuhai, the PRC and has been a member of the senior management of a subsidiary of that company. Mr. Chen was mainly responsible for the investment and development of real estate projects of such companies. Before joining those companies, Mr. Chen worked as a senior member of certain stated-owned companies and the local authority. He has more than 15 years of extensive experience in the investment and development of real estate projects. He holds a Master Degree of Business Administration from the Asia International Open University (Macau).

Mr. Chen has entered into a service contract with the Company without a fixed term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Chen is entitled to an annual remuneration of HK\$1,690,000, which is covered by his service contract, with discretionary bonus payment as determined by the Board based on Mr. Chen's and the Company's performance. The remuneration package of Mr. Chen is determined by reference to his duties, responsibilities and expected time commitment to the Company's affairs.

Save as disclosed above, Mr. Chen does not hold any other positions in the Company or any of its subsidiaries and is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Chen did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the Latest Practicable Date. As at the Latest Practicable Date, save for the 8,000,000 options granted to him, Mr. Chen was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters about Mr. Chen which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

**Ms. Xia Dan**, aged 45, was appointed as a non-executive Director on 21 August 2007 and was re-designated as an executive Director on 12 October 2007. Ms. Xia was redesignated as a non-executive Director on 31 December 2008 and re-designated as executive Director on 27 October 2010. Before Ms. Xia was appointed as a non-executive Director on 21 August 2007, she had been a member of the senior management of a sizeable property development company in Zhuhai, the PRC and was responsible for its project investments analysis. Ms. Xia also worked for various companies in the PRC and North America and has over 19 years of extensive experience in strategic planning and marketing in the fields of construction, financial and foreign trading industries. Ms. Xia graduated from Shenyang University with a Bachelor of Science in Architecture and holds a Master Degree of Business Administration from the New York Institute of Technology. Ms. Xia is a member of The Hong Kong Institute of Directors. She is currently also a director of several subsidiaries of the Company.

Ms. Xia has entered into a service contract with the Company without a fixed term and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Ms. Xia is entitled to an annual remuneration of HK\$650,000, which is covered by her service contract, with discretion bonus payment as determined by the Board based on Ms. Xia's and the Company's performance. The remuneration package of Ms. Xia is determined by reference to her duties, responsibilities and expected time commitment to the Company's affairs.

As at the Latest Practicable Date, Ms. Xia is the beneficial owner of Mega Edge International Limited which is a substantial shareholder of the Company holding 79,500,000 ordinary shares, representing 8.44% equity interest in the capital of the Company. Ms. Xia is deemed to be interested in 79,500,000 ordinary shares of the Company held by Mega Edge International Limited under Part XV of the SFO. As at the Latest Practicable Date, Ms. Xia has also been granted 4,000,000 options.

Save as disclosed above, Ms. Xia does not hold any other positions in the Company or any of its subsidiaries and is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Ms. Xia did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Ms. Xia was not interested or deemed to be interested in any other shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, there is no other matters about Ms. Xia which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

**Mr. Liu Feng**, aged 43, was appointed as Chairman and an executive Director on 17 August 2012. Mr. Liu has over twenty years' experience in the general management and sugars markets in the People's Republic of China (the "PRC"). Mr. Liu is Vice Director of Sugar Association of China\* (中國糖業協會). Mr. Liu is a founder of an enterprise engaged in the sugar and starch production business in the PRC. Mr. Liu was award as a "Distinct Entrepreneur" by China Economic Trading Promotion Agency\* (中國經濟貿易促進會) in 2011 and as a "Distinct Non-Government Entrepreneur of China" by China Non-Government Enterprise Directors Association\* (中國民營企業家協會) in 2009. He holds an Executive Master Degree of Business Administration from Cheung Kong Graduate School of Business.

Mr. Liu has entered into a service contract with the Company without a fixed term and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Liu is entitled to an annual remuneration of HK\$1,950,000, which is covered by his service contract, with discretionary bonus payment as determined by the Board based on Mr. Liu's and the Company's performance. The remuneration package of Mr. Liu is determined by reference to his duties, responsibilities and expected time commitment to the Company's affairs.

Save as disclosed above, Mr. Liu does not hold any other positions in the Company or any of its subsidiaries and is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Liu did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Liu does not have any interests or deemed interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters about Mr. Liu which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.



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## NOTICE OF AGM

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**NOTICE IS HEREBY GIVEN** that the Annual 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, Kowloon, Hong Kong on Friday, 7 June 2013 at 10:30 a.m. for the following purposes:

1. To receive and adopt the audited financial statements for the year ended 31 December 2012 and the Reports of the Directors and the Auditors thereon.
2. To re-elect retiring members of the Board of Directors and authorise the Directors to fix the remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditors and authorise the Directors to fix the remuneration.

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

### ORDINARY RESOLUTIONS

4. **“THAT:**
  - (a) subject to paragraph (c) below and in substitution for all previous authorities, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;

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- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
- (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company;
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company;
  - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, rights to subscribe or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or
  - (v) a specified authority granted by the shareholders of the Company in general meeting.

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares in the Company, open for a period fixed by the Directors to holders of shares in the Company on the registers of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited, subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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6. “**THAT** conditional upon the ordinary resolutions Nos. 4 and 5 above being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to ordinary resolution No. 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution No. 5 provided that such amount of Shares shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said resolution.”

and, as special business, to consider and, if thought fit, pass the following resolutions as special resolutions with or without modifications:

### SPECIAL RESOLUTIONS

7. “**THAT** the memorandum of association of the Company be amended in the following manners:

**(1) Clause 1**

The existing Clause 1 is proposed to be deleted in its entirety and substituted therefor by the following as the new Clause 1:

“The name of the Company is China Uptown Group Company Limited 中國上城集團有限公司.”

**(2) Clause 2**

The existing Clause 2 is proposed to be deleted in its entirety and substituted therefor by the following as the new Clause 2:

“The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.”

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8. “**THAT** the article of association of the Company (the “Articles”) be amended in the following manners:

**(1) Article 2(1)**

- (a) The existing Article 2(1) is proposed to be amended by insertion of the following new definitions in alphabetical order:

““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.

“substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”

- (b) The existing definitions of “capital”, “Company”, “ordinary resolution”, “special resolution” and “Subsidiary and Holding Company” are proposed to be deleted in their entirety and substituted therefor by the following new definitions:

““capital” the share capital of the Company from time to time.

“Company” China Uptown Group Company Limited 中國上城集團有限公司.

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“ordinary resolution”

a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.

“special resolution”

a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.

“subsidiary and holding company”

shall have the meanings ascribed to such terms in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules.”

### **(2) Article 2(2)**

The existing Article 2(2) is proposed to be amended by (a) replacement of the punctuation “.” at the end of paragraph (h) of this Article 2(2) with the punctuation “;”; and (b) insertion of the following new paragraph at the end of this Article 2(2):

“(i) Section 8 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”

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**(3) Article 3(2)**

The existing Article 3(2) is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 3(2):

“Subject to the Law, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.”

**(4) Article 3(3)**

The existing Article 3(3) is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 3(3):

“Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

**(5) Article 6**

The existing Article 6 is proposed to be deleted in its entirety and substituted therefor the following as the new Article 6:

“The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.”

**(6) Article 8(1)**

The existing Article 8(1) is proposed to be amended by deletion of the words “as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision,”.

**(7) Article 9**

The existing Article 9 is proposed to be amended by deletion of the sentence “Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder, if so

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authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine.”

### **(8) Article 10**

The existing Article 10 is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 10:

“Subject to the Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:

- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and
- (b) every holder of shares of the class shall be entitled to one vote for every such share held by him.”

### **(9) Article 16**

The existing Article 16 is proposed to be amended by insertion of the words “or with the Seal printed thereon” immediately after the phrase “Every share certificate shall be issued under the Seal or a facsimile thereof”.

### **(10) Article 23**

The existing Article 23 is proposed to be amended by insertion of the word “(14)” immediately after the word “fourteen”.

### **(11) Article 25**

The existing Article 25 is proposed to be amended by deletion of the word “member” and insertion of the word “Member” immediately after the phrase “postponed or revoked in whole or in part as the Board determines but no”.



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### **(12) Article 33**

The existing Article 33 is proposed to be amended by insertion of the word “(1)” immediately after the phrase “The Board may at any time repay the amount so advanced upon giving to such Member not less than one”.

### **(13) Article 44**

The existing Article 44 is proposed to be amended by deleting the words “on every business day” and replacing it with the words “during business hours”.

### **(14) Article 55(2)**

The existing Article 55(2) is proposed to be amended by (a) deletion of the words “of the Company” in paragraph (a); and (b) insertion of the word “(12)” immediately after the phrase “means the period commencing twelve” in the last paragraph.

### **(15) Article 59(1)**

The existing Article 59(1) is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 59(1):

“An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

### **(16) Article 59(2)**

The existing Article 59(2) is proposed to be amended by insertion of the words “particulars of resolutions to be considered at the meeting and” immediately after the phrase “The notice shall specify the time and place of the meeting and”.

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**(17) Article 61(1)(f)**

The existing Article 61(1)(f) is proposed to be amended by deletion of the words “20 per cent.” and insertion of the words “twenty per cent. (20%)” immediately after the words “representing not more than”.

**(18) Article 61(2)**

The existing Article 61(2) be amended by deleting the word “member” immediately after the words “(in the case of a” and replacing it with the word “Member”.

**(19) Article 63**

The existing Article 63 is proposed to be amended by adding the words “or (in the case of a Member being a corporation) by its duly authorised representative” immediately after the words “or, if the chairman chosen shall retire from the chair, the Members present in person”.

**(20) Article 66**

The existing Article 66 is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 66:

“(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

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- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
  - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
  - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”

### **(21) Article 67**

The existing Article 67 is proposed to be deleted in its entirety and substituted therefor by the following:

“67. Intentionally deleted.”

### **(22) Article 68**

The existing Article 68 is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 68:

“Where a resolution is voted on by a show of hands as permitted under the rules of the Designated Stock Exchange, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

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### **(23) Article 69**

The existing Article 69 is proposed to be deleted in its entirety and substituted therefor by the following:

“69. Intentionally deleted.”

### **(24) Article 74**

The existing Article 74 is proposed to be amended by (a) deletion of the word “holder” and insertion of the word “holders” immediately after the phrase “Where there are joint holders of any share any one of such joint”; and (b) insertion of the word “holder” immediately after the phrase “at any meeting the vote of the senior”.

### **(25) Article 75(1)**

The existing Article 75(1) is proposed to be amended by (a) insertion of the words “(where applicable)” immediately after the phrase “persons incapable of managing their own affairs may vote, whether on a show of hands”; (b) deletion of the words “on a poll” appearing immediately after the words “curator bonis or other person may vote”; and (c) deletion of the words “or poll” immediately after the words “or adjourned meeting”.

### **(26) Article 80**

The existing Article 80 is proposed to be amended by (a) deletion of the words “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid” immediately after the phrase “at which the person named in the instrument proposes to vote”; and (b) deletion of the words “or on a poll demanded at a meeting or an adjourned meeting” immediately after the phrase “as the date of its execution, except at an adjourned meeting”.

### **(27) Article 81**

The existing Article 81 is proposed to be amended by deletion of the words “to demand or join in demanding a poll and” in the fourth line of Article 81.

### **(28) Article 82**

The existing Article 82 is proposed to be amended by deletion of the words “or the taking of the poll,” in the last line of Article 82.

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**(29) Article 84(2)**

The existing Article 84(2) is proposed to be deleted in its entirety and substituted therefor the following as the new Article 84(2):

“If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.”

**(30) Article 86(1)**

The existing Article 86(1) is proposed to be deleted in its entirety and substituted therefor the following as the new Article 86(1):

“Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 87 called for such purpose and who shall hold office for such term as the Members may determines or, in the absence of such determination, in accordance with Article 87 or until their successors are elected or appointed or their office is otherwise vacated.”

**(31) Article 89(3)**

The existing Article 89(3) is proposed to be amended by deletion of the word “or” at the end of this Article 89(3).

**(32) Article 92**

The existing Article 92 is proposed to be amended by deleting the word “we” immediately after “until the happening of any event which, if” and replacing it with the word “he”.

**(33) Article 101**

The existing Article 101 is proposed to be amended by deletion of the word “whatever” and insertion of the word “whatsoever” immediately after the phrase “purchaser or in any other manner”.

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### (34) Article 103

The existing Article 103 is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 103:

“(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or
- (v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.

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- (2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”

**(35) Article 104(3)**

The existing Article 104(3) is proposed to be amended by (a) deletion of the word “To” at the beginning of paragraphs (a), (b) and (c) and substituted therefor by the word “to” in each of these paragraphs; (b) replacement of the punctuation “.” with the punctuation “;” at the end of paragraph (a); and (c) deletion of the punctuation “.” and insertion of the word “; and” immediately after the phrase “for a salary or other remuneration” at the end of paragraph (b).

**(36) Article 104(4)(iii)**

The existing Article 104(4)(iii) is proposed to be amended by deleting the word “indirectly” appearing immediately after the words “(jointly or severally or” and replacing it with the word “directly”.

**(37) Article 115**

The existing Article 115 is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 115:

“A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director.”

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**(38) Article 122**

The existing Article 122 is proposed to be amended by insertion of the following new paragraph at the end of this Article 122:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

**(39) Article 145(1)(a)(iv)**

The existing Article 145(1)(a)(iv) is proposed to be amended by insertion of the words “(as defined below)” immediately after the words “Subscription Rights Reserve”.

**(40) Article 145(1)(b)(iv)**

The existing Article 145(1)(b)(iv) is proposed to be amended by insertion of the words “(as defined below)” immediately after the words “Subscription Rights Reserve”.

**(41) Article 146(1)**

The existing Article 146(1) is proposed to be amended by the deletion of the words “The Company” at the beginning of the second sentence of this Article and replacing it with the words “Unless otherwise provided by the provision of these Articles, the Board”.

**(42) Article 147**

The existing Article 147 is proposed to be amended by insertion of the words “or such other proportions as may be determined by ordinary resolution of Members” immediately after the phrase “if it were distributed by way of dividend and in the same proportions” in the seventh line of the Article 147.

**(43) Article 153**

The existing Article 153 is proposed to be amended by deletion of the words “a summary financial statement” and insertion of the words “summarised financial statements” immediately after each of the phrases “any manner not prohibited by Statutes,” in the eighth line and “in addition to” in the thirteenth line of this Article.

**(44) Article 160**

The existing Article 160 is proposed to be amended by deletion of the word “act” and insertion of the word “fact” immediately after the phrase “If so, the financial statements and the report of the Auditor should disclose this” in the last line of this Article.



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**(45) Article 162(a)**

The existing Article 162(a) is proposed to be amended by deletion of the word “notice” and insertion of the word “Notice” immediately after each of the phrases “shall be sufficient to prove that the envelope or wrapper containing the” and “appointed by the Board that the envelope or wrapper containing the”.

**(46) Article 162(b)**

The existing Article 162(b) is proposed to be amended by deletion of the word “notice” and insertion of the word “Notice” immediately after the words “which it is transmitted from the server of the Company or its agent. A”.

**(47) Article 163(1)**

The existing Article 163(1) is proposed to be amended by deletion of the word “notice” and insertion of the word “Notice” immediately after the phrase “at the time of the service or delivery of the” in the sixth line of this Article.

**(48) Article 163(2)**

The existing Article 163(2) is proposed to be amended by deletion of the words “A notice” and insertion of the words “A Notice” at the beginning of this Article 163(2).

**(49) Article 163(3)**

The existing Article 163(3) is proposed to be amended by deletion of the word “notice” and insertion of the word “Notice” immediately after the words “shall be bound by every”.

**(50) Article 164**

The existing Article 164 is proposed to be amended by deletion of the words “cable or telex or”.

**(51) Article 166**

The existing Article 166 is proposed to be amended by the deletion of the word “a” appearing immediately after the words “such assets shall be distributed so that,” and replacing it with the words “as”.

**(52) Article 166(3)**

The existing Article 166(3) is proposed to be amended by deletion of the word “14” and insertion of the words “fourteen (14)” immediately after the words “in Hong Kong shall be bound, within”.

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9. “**THAT** subject to the passing of special resolutions numbered 7 and 8 above, a new set of amended and restated memorandum of association and articles of association of the Company which consolidates all of the proposed amendments referred to in special resolutions numbered 7 and 8 above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings, a copy of which has been tabled at the meeting marked “A” and signed by the Chairman of the meeting for identification purpose, be and is hereby adopted as the amended and restated memorandum of association and the amended and restated articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and the articles of association of the Company with immediate effect.”

By Order of the Board of  
**China Uptown Group Company Limited**  
**Fu Lui**  
*Company Secretary*

Hong Kong, 17 April 2013

*Registered office:*

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office and Principal Place of Business  
in Hong Kong:*

Suite 1501, 15th Floor  
Tower 1, Silvercord  
30 Canton Road  
Tsimshatsui, Kowloon  
Hong Kong

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## NOTICE OF AGM

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*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of associations of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's head office and principle place of Business in Hong Kong at Suite 1501, 15th Floor, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. In relation to proposed Resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
4. In relation to proposed Resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
5. As at the date of this notice, the executive Directors are Mr. Liu Feng, Mr. Chen Xian, Mr. Lau Sai Chung and Ms. Xia Dan and the independent non-executive Directors are Mr. Poon Lai Yin, Michael, Mr. Chan Chun Fai and Mr. Ng Kwok Chu, Winfield.