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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

The board (the “Board”) of directors (the “Directors”) of China Uptown Group Company Limited (the “Company”) proposes to make certain amendments to the memorandum (the “Memorandum”) and articles of association of the Company (the “Articles”) in order to bring the Memorandum and the Articles up to date and in line with the revised requirements of the Rules Governing the Listing of Securities on the Stock Exchange Hong Kong Limited (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 of the Company 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.

Details of the amendments to the Memorandum and the Articles are set out in the notice of the annual general meeting (the “AGM”).

A circular containing, amongst other things, details of the proposed amendments to the Memorandum and the Articles and a notice of the AGM has been despatched to the shareholders of the Company on the date of this announcement.

PROPOSED ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board would like the Company to adopt the amended and restated Memorandum and the Articles 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 amended and restated Memorandum and the Articles shall be subject to the approval of the shareholders of the Company by way of a special resolution at the AGM to be held on 7 June 2013 at 10:30 a.m..

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

Hong Kong, 17 April 2013

As at the date of this announcement, 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. Ng Kwok Chu, Winfield and Mr. Chan Chun Fai.