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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of China Uptown Group Company Limited (the “**Company**” and its subsidiaries, collectively the “**Group**”) will be held at Fountains Room 5, LG/F, Hotel Nikko Hong Kong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on 19 June 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the conditional agreement dated 15 May 2013 (the “**Agreement**”) entered into between Lead Prospect Investment Holdings Limited as vendor (the “**Vendor**”) and Ace Goal Holdings Limited as the purchaser (the “**Purchaser**”) pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the entire issued share capital of Boom Lotus Holdings Limited (“**Boom Lotus**”, and its subsidiaries, collectively the “**Disposal Group**”) and the loan due from the Disposal Group to the Group (excluding the Disposal Group) as at the date of the Agreement (after netting off the amount due from the Group to the Disposal Group) amounting to RMB70,857,000 which bears no interests at a consideration of RMB560 million be and is hereby approved, confirmed and ratified;”
2. “**THAT** subject to and conditional upon passing of resolution no.1 above, a share charge (the “**Share Charge**”) to be executed and delivered by the Purchaser in favour of the Vendor pursuant to which the entire issued share capital of Boom Lotus is to be made subject to a charge in favour of the Vendor, upon the terms and subject to the conditions set out in the Share Charge and all the transactions contemplated thereby, be and are hereby approved and confirmed;”
3. “**THAT** any one director of the Company be and is/are hereby authorized 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 matters contemplated in or relating to the Agreement as he/she/they may consider necessary, desirable or expedient.”

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

Hong Kong, 31 May 2013

Registered office:
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of Business in Hong Kong:*
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Notes:

1. A member entitled to attend and vote at the EGM 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 EGM 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 EGM or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you wish, and in such event, the form of proxy shall be deemed to be revoked.
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.