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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 19 JUNE 2013

The Board is pleased to announce that the ordinary resolutions as set out in the notice of the EGM contained in the Circular were duly approved by the Shareholders by way of poll at the EGM held on 19 June 2013.

Reference is made to the announcement dated 15 May 2013 and the circular incorporating a notice of extraordinary general meeting of China Uptown Group Company Limited (the “**Company**”) dated 31 May 2013 (the “**Circular**”), in relation to the Agreement, the Share Charge and the transactions respectively contemplated thereunder. Unless otherwise defined, capitalized terms used herein shall have the same meaning as defined in the Circular.

POLL RESULTS OF EGM

The EGM was held on 19 June 2013 to consider the ordinary resolutions to ratify and approve the Agreement, the Share Charge and the transactions respectively contemplated thereunder which were subject to the approval by the Shareholders by way of poll. Details of the ordinary resolutions were set out in the notice of the EGM dated 31 May 2013. At the EGM, a poll was duly demanded by the Chairman of the EGM for voting on all the proposed resolutions as set out in the notice of the EGM.

The Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. The poll results of the resolutions are as follows:

Ordinary resolutions		Number of votes	
		For	Against
1	To approve the Agreement in relation to the disposal of the entire issued share capital of Boom Lotus and the loan due from the Disposal Group to the Group at a consideration of RMB560 million	294,809,683 (100%)	0 (0%)

Ordinary resolutions		Number of votes	
		For	Against
2	Subject to the passing of resolution no.1, to approve 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	294,809,683 (100%)	0 (0%)
3	To authorise the Directors for and on behalf of the Company to execute all such 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	294,809,683 (100%)	0 (0%)

As more than 50% of votes were casted in favour of the resolutions number 1 to 3, the Board is pleased to announce that all the above resolutions were duly passed as ordinary resolutions accordingly.

As stated in the Circular, no Shareholder has a material interest in the Disposal and hence no Shareholder is required to abstain from voting on the ordinary resolutions to approve the Agreement, the Share Charge and the transactions respectively contemplated thereunder. As at the date of the EGM, the total number of issued Shares of the Company and the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the EGM was 941,453,683 Shares.

There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the EGM and there was no Share entitling the Shareholders to attend and vote only against the resolutions. No parties had stated their intention in the Circular to vote against the resolutions or to abstain from voting at the EGM.

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

Hong Kong, 19 June 2013

As at the date of this announcement, the Board comprises executive Directors, Mr. Liu Feng, Mr. Chen Xian, Mr. Lau Sai Chung and Ms. Xia Dan and independent non-executive Directors, Mr. Poon Lai Yin, Michael, Mr. Chan Chun Fai and Mr. Ng Kwok Chu, Winfield.