

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 1, LG/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 4 June 2014 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (a) “**THAT** the Sale and Purchase Agreement (the “**Agreement**”) dated 25 February 2014 entered into between Uni-Business Limited (“**Uni-Business**”), as the purchaser, Mr. Huang Shibao (the “**Vendor**”), as the vendor, and Zhanjiang Huada Trading Co., Limited, as the guarantor, pursuant to which Uni-Business has conditionally agreed to acquire (and/or procure its nominee to acquire) and the Vendor has conditionally agreed to sell 99.98% (the “**Target Equity Interest**”) of the entire equity interest of Shenzhen Longshenghang Supply Chain Limited* (深圳市隆盛行供應鏈有限公司) (“**Shenzhen LSH**”) and the shareholder’s loan, which amounted to approximately RMB280 million as at the date of the Agreement, due by Shenzhen LSH to the Vendor and procure Mr. Hu Jing* (胡經) to sell 0.02% of the Target Equity Interest for total consideration of RMB300 million and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) “**THAT** any one director of the Company be and is/are hereby authorised for and on behalf of the Company to execute the Agreement, 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 and to agree to such variation, amendment or waiver as are, in the opinion of such director, in the interests of the Company, as he/she/they may consider necessary, desirable or expedient.”

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

19 May 2014

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

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.

* *for identification purpose only*