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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 16 DECEMBER 2014

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 16 December 2014.

References are made to the circular (the “**Circular**”) of China Uptown Group Company Limited (the “**Company**”) and the notice of the extraordinary general meeting (the “**EGM**”) dated 1 December 2014 in relation to the Agreement and the Disposal. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF EGM

The EGM was held on 16 December 2014 to consider the ordinary resolutions to ratify and approve the Agreement and the transaction 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 1 December 2014. 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 (Approximately %)	
		For	Against
(a)	To approve the Agreement in relation to the disposal of the entire issued share capital of Usualink and the Shareholder's Loan due by Usualink for total consideration of RMB200 million.	249,964,000 (100%)	0 (0%)
(b)	To authorise the Directors for and on behalf of the Company to sign, execute and deliver the Agreement, all such other documents, instruments and agreements and to do all such acts or things deemed by 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 the Directors, in the interests of the Company, as they may consider necessary, desirable or expedient.	249,964,000 (100%)	0 (0%)

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

As at the date of EGM, the total number of Shares in issued was 941,453,683 Shares. Mr. Xu Deliang, the ultimate beneficial owner of the Purchaser, directly holds 21,980,000 Shares as at the date of the EGM together with his associates have abstained from voting on the ordinary resolutions to approve the Agreement and the transactions contemplated thereunder at the EGM. The total number of Shares entitling Shareholders to vote for or against the resolutions proposed at the EGM was 919,473,683 Shares.

Save as disclosed above, 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
Liu Feng
Chairman

Hong Kong, 16 December 2014

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