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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)

SUPPLEMENTAL AGREEMENT IN RELATION TO ACQUISITION OF SHENZHEN LONGSHENGHANG SUPPLY CHAIN LIMITED

Reference is made to the circular (the “**Circular**”) dated 19 May 2014 and the three announcements dated 25 February 2014, 29 August 2014 and 29 September 2014 of China Uptown Group Company Limited in relation to the Acquisition. Unless otherwise defined, capitalised terms used herein shall have the same meaning as defined in the Circular.

Pursuant to the Sale and Purchase Agreement dated 25 February 2014, the Company is required to pay the Retention Fund of RMB50,000,000 on the date of the first anniversary of the Completion Date (without interest). The Acquisition was completed on 26 September 2014. The Vendor and the Purchaser further entered into a supplemental agreement on 25 September 2015 (after trading hours) (the “**Supplemental Agreement**”) to amend the payment date of the Retention Fund to 15 months from the Completion Date. As such, the Retention Fund shall be paid to the Vendor on or before 26 December 2015. The Board would also like to confirm that up to the date of this announcement, there is no claim raised by Uni-Business and/or any third parties against Shenzhen LSH Group which may result in a deduction of the Retention Fund.

Save for the above amendment, all the other terms of the Sale and Purchase Agreement and the Supplemental Agreement remain unchanged.

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

Hong Kong, 25 September 2015

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. Ng Kwok Chu, Winfield and Mr. Chan Chun Fai.