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## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of China Uptown Group Company Limited (the “**Company**”) will be held at Fung Shui Room I, 6/F, Macro Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong on Monday, 18 October 2010 at 10:30 a.m. for the following purpose:

1. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** the conditional subscription agreement (the “**Agreement**”) dated 16 September 2010 entered into between the Company as issuer and Zilver Yuan Investment Partners Ltd. as subscriber in relation to the subscription of 4.0% per annum secured convertible bonds due 2013 (the “**Convertible Bonds**”) in the aggregate principal amount of HK\$160,000,000 upon the terms and subject to the conditions set out in the Agreement, be and is hereby approved, ratified and confirmed;”

2. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** subject to and conditional upon the passing of resolution 1 above, the board of directors (the “**Board**”) of the Company be and is hereby authorised to allot and issue 271,186,440 conversion shares (the “**Conversion Shares**”) at an initial conversion price of HK\$0.59 upon exercise of the conversion right attaching to the Convertible Bonds; and”

3. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** any one director of the Company (the “**Director**”) be and is/are hereby authorised 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 the matters contemplated in or relating to the Agreement, the issue of the Convertible Bonds and the issue and allotment of the Conversion Shares 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, 30 September 2010

*Head office and principal place  
of business in Hong Kong:*

Suite 1501, 15/F.,  
Tower 1, Silvercord,  
30 Canton Road,  
Tsimshatsui,  
Kowloon,  
Hong Kong

*Notes:*

1. A form of proxy for use at the meeting is enclosed with the circular despatched on 30 September 2010 to the members of the Company.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the principal place of business of the Company at Suite 1501, 15th Floor, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

7. The Register of Members of the Company will be closed for a period commencing from 12 October 2010 to 18 October 2010, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited at 18/F, Fook Lee Commercial Centre, Tower Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 11 October 2010.

*As at the date of this announcement, the executive Directors are Mr. Chen Xian, Mr. Lau Sai Chung, Mr. Xiong Jianrui and Mr. Tsim Sze Hon; the non-executive Director is Ms. Xia Dan; and the independent non-executive Directors are Mr. Poon Lai Yin, Michael, Mr. Chong Yiu Chik and Mr. Choi Kai Ming, Raymond.*