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## **China Uptown Group Company Limited**

**中國上城集團有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock code: 2330)**

### **POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 18 OCTOBER 2010**

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 18 October 2010.

Reference is made to the circular incorporating a notice of extraordinary general meeting of China Uptown Group Company Limited (the “**Company**”) dated 30 September 2010 (the “**Circular**”), in relation to the proposed issue of 4.0% convertible bonds due 2013. 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 18 October 2010 to consider the ordinary resolutions to ratify and approve the Subscription Agreement which was subject to the approval of the Shareholders. Details of the ordinary resolutions were set out in the notice of the EGM.

The Board is pleased to announce that the ordinary resolutions as set out in the notice of the EGM were duly approved by the Shareholders by way of poll at the EGM.

The Company's Hong Kong branch share registrars 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 Subscription Agreement relating to the subscription of Convertible Bonds in the aggregate principle amount of HK\$160,000,000   | 431,448,000<br>(100%) | 0<br>(0%) |
| 2.                   | Subject to the passing of resolution no.1, to authorize the directors of the Company to allot and issue 271,186,440 conversion shares at an initial conversion price of HK\$0.59 upon exercise of the conversion right attaching to the Convertible Bonds  | 431,448,000<br>(100%) | 0<br>(0%) |
| 3.                   | To authorize any one of the directors for and on behalf of the Company to execute all such documents, instruments and agreements and do all such acts or things as they may in their discretion consider necessary, desirable or expedient to carry out the Agreement, the issue of the Convertible Bonds and the issue and allotment of the Conversion Shares into effect | 431,448,000<br>(100%) | 0<br>(0%) |

As at the date of the EGM, the total number of issued shares of the Company was 851,980,000 Shares. As stated in the Circular, no Director or Shareholders has a material interest in the Subscription and no Shareholder is required to abstain from voting at the EGM in respect of the ordinary resolutions.

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

Hong Kong, 18 October 2010

*As at the date of this announcement, the executive Directors are Mr. Chen Xian, Mr. Tsim Sze Hon, Mr. Lau Sai Chung and Mr. Xiong Jianrui; 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.*

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*In the event of any inconsistency, the English text of this announcement shall prevail over the Chinese text.*