



CHINA UPTOWN

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)

Form of Proxy for Extraordinary General Meeting

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
ordinary shares of HK\$0.10 each in the capital of China Uptown Group Company Limited (the “**Company**”), HEREBY APPOINT ^(Note 3) the Chairman of the Meeting, or failing him _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting (the “**Meeting**”) (or any adjournment thereof) of the Company to be held at Fountains Room 5, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 14 January at 10:30 a.m. in respect of the resolutions set out in the notice of Extraordinary General Meeting (the “**Notice**”) as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1	To approve the Agreement relating to acquisition of the entire issued shares of Armando Investments Limited at a consideration of HK\$230,000,000 (the “ Acquisition ”)		
2	Subject to the passing of resolution no.1, to approve the issue of the Convertible Bonds in the principal amount of HK\$230,000,000 for the purpose of satisfying the consideration for the Acquisition		
3	Subject to the passing of resolution no.1, to authorise the directors of the Company to allot and issue 283,425,754 Conversion Shares at the initial conversion price of HK\$0.8115 upon exercising the conversion right attaching to the Convertible Bonds in full		
4	To authorise the directors for and on behalf of the Company to sign, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to carry out the Agreement, the issue of the Convertible Bonds and the issue and allotment of the Conversion Shares into effect		

Signature ^(Note 5): _____ Dated this _____ day of _____

Notes:

- Full name(s) and address(es) (as shown in the Register of Members) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “**the Chairman of the Meeting, or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the the Company’s head office and principal 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 fixed for holding the Meeting (or any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.