

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



China Uptown Group Company Limited

中國上城集團有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock code: 2330)

PROFIT WARNING

This announcement is made by China Uptown Group Company Limited (the “Company”) and together with its subsidiaries (collectively referred to as the “Group”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The board of directors (the “Board”) of the Company wishes to inform the shareholders of the Company and potential investors that based on its preliminary review of the unaudited consolidated management accounts of the Group for the six months ended 30 June 2012 (“Preliminary Review”), it is expected that the Group would record a loss as compared to a profit for the corresponding period in 2011. The expected loss of the Group was mainly attributable to the loss on change in fair value of the convertible bonds of the Group and the equity-settled share-based payment expense for the share options granted by the Group during the period.

This profit warning announcement is based only on the Company’s preliminary assessment of its unaudited consolidated management accounts of the Group, which are subject to finalisation and review by the Board and the Company’s auditors. The full interim results of the Group for the six months ended 30 June 2012 are expected to be released by the end of August 2012. Shareholders of the Company and potential investors are advised to read the interim results announcement of the Company when it is published.

Shareholders and potential investors should exercise due care in their dealing in the shares of the Company.

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

Hong Kong, 13 August 2012

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

This announcement will remain on the “Latest Company Announcements” page of the website of the Stock Exchange and the website of the Company for at least 7 days from the date of its posting.

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