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### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of China Uptown Group Company Limited (the “Company”) will be held at Fountains Room 5, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 7 June 2013 at 10:30 a.m. for the following purposes:

1. To receive and adopt the audited financial statements for the year ended 31 December 2012 and the Reports of the Directors and the Auditors thereon.
2. To re-elect retiring members of the Board of Directors and authorise the Directors to fix the remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditors and authorise the Directors to fix the remuneration.

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

### **ORDINARY RESOLUTIONS**

4. **“THAT:**
  - (a) subject to paragraph (c) below and in substitution for all previous authorities, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
- (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company;
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company;
  - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, rights to subscribe or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or
  - (v) a specified authority granted by the shareholders of the Company in general meeting.

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares in the Company, open for a period fixed by the Directors to holders of shares in the Company on the registers of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited, subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the ordinary resolutions Nos. 4 and 5 above being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to ordinary resolution No. 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution No. 5 provided that such amount of Shares shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said resolution.”

and, as special business, to consider and, if thought fit, pass the following resolutions as special resolutions with or without modifications:

### **SPECIAL RESOLUTIONS**

7. “**THAT** the memorandum of association of the Company be amended in the following manners:

**(1) Clause 1**

The existing Clause 1 is proposed to be deleted in its entirety and substituted therefor by the following as the new Clause 1:

“The name of the Company is China Uptown Group Company Limited 中國上城集團有限公司.”

**(2) Clause 2**

The existing Clause 2 is proposed to be deleted in its entirety and substituted therefor by the following as the new Clause 2:

“The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.”

8. “**THAT** the article of association of the Company (the “Articles”) be amended in the following manners:

**(1) Article 2(1)**

- (a) The existing Article 2(1) is proposed to be amended by insertion of the following new definitions in alphabetical order:

““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.

“substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”

- (b) The existing definitions of “capital”, “Company”, “ordinary resolution”, “special resolution” and “Subsidiary and Holding Company” are proposed to be deleted in their entirety and substituted therefor by the following new definitions:

““capital” the share capital of the Company from time to time.

“Company” China Uptown Group Company Limited 中國上城集團有限公司.

“ordinary resolution”

a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.

“special resolution”

a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.

“subsidiary and holding company”

shall have the meanings ascribed to such terms in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules.”

**(2) Article 2(2)**

The existing Article 2(2) is proposed to be amended by (a) replacement of the punctuation “.” at the end of paragraph (h) of this Article 2(2) with the punctuation “;”; and (b) insertion of the following new paragraph at the end of this Article 2(2):

“(i) Section 8 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”

**(3) Article 3(2)**

The existing Article 3(2) is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 3(2):

“Subject to the Law, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.”

**(4) Article 3(3)**

The existing Article 3(3) is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 3(3):

“Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

**(5) Article 6**

The existing Article 6 is proposed to be deleted in its entirety and substituted therefor the following as the new Article 6:

“The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.”

**(6) Article 8(1)**

The existing Article 8(1) is proposed to be amended by deletion of the words “as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision,”.

**(7) Article 9**

The existing Article 9 is proposed to be amended by deletion of the sentence “Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder, if so

authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine.”

**(8) Article 10**

The existing Article 10 is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 10:

“Subject to the Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:

- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and
- (b) every holder of shares of the class shall be entitled to one vote for every such share held by him.”

**(9) Article 16**

The existing Article 16 is proposed to be amended by insertion of the words “or with the Seal printed thereon” immediately after the phrase “Every share certificate shall be issued under the Seal or a facsimile thereof”.

**(10) Article 23**

The existing Article 23 is proposed to be amended by insertion of the word “(14)” immediately after the word “fourteen”.

**(11) Article 25**

The existing Article 25 is proposed to be amended by deletion of the word “member” and insertion of the word “Member” immediately after the phrase “postponed or revoked in whole or in part as the Board determines but no”.



**(12) Article 33**

The existing Article 33 is proposed to be amended by insertion of the word “(1)” immediately after the phrase “The Board may at any time repay the amount so advanced upon giving to such Member not less than one”.

**(13) Article 44**

The existing Article 44 is proposed to be amended by deleting the words “on every business day” and replacing it with the words “during business hours”.

**(14) Article 55(2)**

The existing Article 55(2) is proposed to be amended by (a) deletion of the words “of the Company” in paragraph (a); and (b) insertion of the word “(12)” immediately after the phrase “means the period commencing twelve” in the last paragraph.

**(15) Article 59(1)**

The existing Article 59(1) is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 59(1):

“An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

**(16) Article 59(2)**

The existing Article 59(2) is proposed to be amended by insertion of the words “particulars of resolutions to be considered at the meeting and” immediately after the phrase “The notice shall specify the time and place of the meeting and”.

**(17) Article 61(1)(f)**

The existing Article 61(1)(f) is proposed to be amended by deletion of the words “20 per cent.” and insertion of the words “twenty per cent. (20%)” immediately after the words “representing not more than”.

**(18) Article 61(2)**

The existing Article 61(2) be amended by deleting the word “member” immediately after the words “(in the case of a” and replacing it with the word “Member”.

**(19) Article 63**

The existing Article 63 is proposed to be amended by adding the words “or (in the case of a Member being a corporation) by its duly authorised representative” immediately after the words “or, if the chairman chosen shall retire from the chair, the Members present in person”.

**(20) Article 66**

The existing Article 66 is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 66:

“(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
  - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
  - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”

**(21) Article 67**

The existing Article 67 is proposed to be deleted in its entirety and substituted therefor by the following:

“67. Intentionally deleted.”

**(22) Article 68**

The existing Article 68 is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 68:

“Where a resolution is voted on by a show of hands as permitted under the rules of the Designated Stock Exchange, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

**(23) Article 69**

The existing Article 69 is proposed to be deleted in its entirety and substituted therefor by the following:

“69. Intentionally deleted.”

**(24) Article 74**

The existing Article 74 is proposed to be amended by (a) deletion of the word “holder” and insertion of the word “holders” immediately after the phrase “Where there are joint holders of any share any one of such joint”; and (b) insertion of the word “holder” immediately after the phrase “at any meeting the vote of the senior”.

**(25) Article 75(1)**

The existing Article 75(1) is proposed to be amended by (a) insertion of the words “(where applicable)” immediately after the phrase “persons incapable of managing their own affairs may vote, whether on a show of hands”; (b) deletion of the words “on a poll” appearing immediately after the words “curator bonis or other person may vote”; and (c) deletion of the words “or poll” immediately after the words “or adjourned meeting”.

**(26) Article 80**

The existing Article 80 is proposed to be amended by (a) deletion of the words “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid” immediately after the phrase “at which the person named in the instrument proposes to vote”; and (b) deletion of the words “or on a poll demanded at a meeting or an adjourned meeting” immediately after the phrase “as the date of its execution, except at an adjourned meeting”.

**(27) Article 81**

The existing Article 81 is proposed to be amended by deletion of the words “to demand or join in demanding a poll and” in the fourth line of Article 81.

**(28) Article 82**

The existing Article 82 is proposed to be amended by deletion of the words “or the taking of the poll,” in the last line of Article 82.

**(29) Article 84(2)**

The existing Article 84(2) is proposed to be deleted in its entirety and substituted therefor the following as the new Article 84(2):

“If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.”

**(30) Article 86(1)**

The existing Article 86(1) is proposed to be deleted in its entirety and substituted therefor the following as the new Article 86(1):

“Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 87 called for such purpose and who shall hold office for such term as the Members may determines or, in the absence of such determination, in accordance with Article 87 or until their successors are elected or appointed or their office is otherwise vacated.”

**(31) Article 89(3)**

The existing Article 89(3) is proposed to be amended by deletion of the word “or” at the end of this Article 89(3).

**(32) Article 92**

The existing Article 92 is proposed to be amended by deleting the word “we” immediately after “until the happening of any event which, if” and replacing it with the word “he”.

**(33) Article 101**

The existing Article 101 is proposed to be amended by deletion of the word “whatever” and insertion of the word “whatsoever” immediately after the phrase “purchaser or in any other manner”.

**(34) Article 103**

The existing Article 103 is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 103:

“(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or
- (v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.

- (2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”

**(35) Article 104(3)**

The existing Article 104(3) is proposed to be amended by (a) deletion of the word “To” at the beginning of paragraphs (a), (b) and (c) and substituted therefor by the word “to” in each of these paragraphs; (b) replacement of the punctuation “.” with the punctuation “;” at the end of paragraph (a); and (c) deletion of the punctuation “.” and insertion of the word “; and” immediately after the phrase “for a salary or other remuneration” at the end of paragraph (b).

**(36) Article 104(4)(iii)**

The existing Article 104(4)(iii) is proposed to be amended by deleting the word “indirectly” appearing immediately after the words “(jointly or severally or” and replacing it with the word “directly”.

**(37) Article 115**

The existing Article 115 is proposed to be deleted in its entirety and substituted therefor by the following as the new Article 115:

“A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director.”

**(38) Article 122**

The existing Article 122 is proposed to be amended by insertion of the following new paragraph at the end of this Article 122:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

**(39) Article 145(1)(a)(iv)**

The existing Article 145(1)(a)(iv) is proposed to be amended by insertion of the words “(as defined below)” immediately after the words “Subscription Rights Reserve”.

**(40) Article 145(1)(b)(iv)**

The existing Article 145(1)(b)(iv) is proposed to be amended by insertion of the words “(as defined below)” immediately after the words “Subscription Rights Reserve”.

**(41) Article 146(1)**

The existing Article 146(1) is proposed to be amended by the deletion of the words “The Company” at the beginning of the second sentence of this Article and replacing it with the words “Unless otherwise provided by the provision of these Articles, the Board”.

**(42) Article 147**

The existing Article 147 is proposed to be amended by insertion of the words “or such other proportions as may be determined by ordinary resolution of Members” immediately after the phrase “if it were distributed by way of dividend and in the same proportions” in the seventh line of the Article 147.

**(43) Article 153**

The existing Article 153 is proposed to be amended by deletion of the words “a summary financial statement” and insertion of the words “summarised financial statements” immediately after each of the phrases “any manner not prohibited by Statutes,” in the eighth line and “in addition to” in the thirteenth line of this Article.

**(44) Article 160**

The existing Article 160 is proposed to be amended by deletion of the word “act” and insertion of the word “fact” immediately after the phrase “If so, the financial statements and the report of the Auditor should disclose this” in the last line of this Article.



**(45) Article 162(a)**

The existing Article 162(a) is proposed to be amended by deletion of the word “notice” and insertion of the word “Notice” immediately after each of the phrases “shall be sufficient to prove that the envelope or wrapper containing the” and “appointed by the Board that the envelope or wrapper containing the”.

**(46) Article 162(b)**

The existing Article 162(b) is proposed to be amended by deletion of the word “notice” and insertion of the word “Notice” immediately after the words “which it is transmitted from the server of the Company or its agent. A”.

**(47) Article 163(1)**

The existing Article 163(1) is proposed to be amended by deletion of the word “notice” and insertion of the word “Notice” immediately after the phrase “at the time of the service or delivery of the” in the sixth line of this Article.

**(48) Article 163(2)**

The existing Article 163(2) is proposed to be amended by deletion of the words “A notice” and insertion of the words “A Notice” at the beginning of this Article 163(2).

**(49) Article 163(3)**

The existing Article 163(3) is proposed to be amended by deletion of the word “notice” and insertion of the word “Notice” immediately after the words “shall be bound by every”.

**(50) Article 164**

The existing Article 164 is proposed to be amended by deletion of the words “cable or telex or”.

**(51) Article 166**

The existing Article 166 is proposed to be amended by the deletion of the word “a” appearing immediately after the words “such assets shall be distributed so that,” and replacing it with the words “as”.

**(52) Article 166(3)**

The existing Article 166(3) is proposed to be amended by deletion of the word “14” and insertion of the words “fourteen (14)” immediately after the words “in Hong Kong shall be bound, within”.

9. “**THAT** subject to the passing of special resolutions numbered 7 and 8 above, a new set of amended and restated memorandum of association and articles of association of the Company which consolidates all of the proposed amendments referred to in special resolutions numbered 7 and 8 above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings, a copy of which has been tabled at the meeting marked “A” and signed by the Chairman of the meeting for identification purpose, be and is hereby adopted as the amended and restated memorandum of association and the amended and restated articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and the articles of association of the Company with immediate effect.”

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

Hong Kong, 17 April 2013

*Registered office:*

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Tower 1, Silvercord  
30 Canton Road  
Tsimshatsui, Kowloon  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of associations of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's head office and principle 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 for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. In relation to proposed Resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
4. In relation to proposed Resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
5. As at the date of this notice, the executive Directors are Mr. Liu Feng, Mr. Chen Xian, Mr. Lau Sai Chung and Ms. Xia Dan and the independent non-executive Directors are Mr. Poon Lai Yin, Michael, Mr. Chan Chun Fai and Mr. Ng Kwok Chu, Winfield.