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## China Uptown Group Company Limited

### 中國上城集團有限公司

*(Incorporated in the Caymans Islands with limited liability)*  
(Stock code: 2330)

## POLL RESULTS AT ANNUAL GENERAL MEETING

At the annual general meeting of China Uptown Group Company Limited (the “Company”) held on 4 June 2014 (the “AGM”), a poll was duly demanded by the Chairman of the AGM for voting on all the proposed resolutions as set out in the notice of the AGM dated 10 April 2014.

The Company’s Hong Kong share registrar, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of all the resolutions proposed at the AGM are as follows:

| Ordinary resolutions  | Number of votes cast and approximate percentage of total number of votes cast |           | Total number of votes cast |
|---|---|-----------|----------------------------|
|   | For   | Against   |                            |
| 1. To receive and adopt the audited consolidated financial statements and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2013 | 332,744,000<br>(100%)   | 0<br>(0%) | 332,744,000                |
| 2. (i) (a) To re-elect Mr. Lau Sai Chung as executive Director  | 332,744,000<br>(100%)   | 0<br>(0%) | 332,744,000                |
| (b) To re-elect Mr. Poon Lai Yin, Michael as independent non-executive Director   | 332,744,000<br>(100%)   | 0<br>(0%) | 332,744,000                |
| (c) To re-elect Mr. Chan Chun Fai as independent non-executive Director   | 332,744,000<br>(100%)   | 0<br>(0%) | 332,744,000                |
| (ii) To authorise the board of directors to fix the directors’ remuneration   | 332,744,000<br>(100%)   | 0<br>(0%) | 332,744,000                |

|    |   |                       |           |             |
|----|---|-----------------------|-----------|-------------|
| 3. | To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company to hold office until the conclusion of next annual general meeting and authorise the board of directors to fix their remuneration                   | 332,744,000<br>(100%) | 0<br>(0%) | 332,744,000 |
| 4. | To grant a general unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution | 332,744,000<br>(100%) | 0<br>(0%) | 332,744,000 |
| 5. | To grant a general unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution                            | 332,744,000<br>(100%) | 0<br>(0%) | 332,744,000 |
| 6. | Conditional on the passing of resolutions 4 and 5, to extend the general mandate granted by resolution 4 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution 5               | 332,744,000<br>(100%) | 0<br>(0%) | 332,744,000 |

As more than 50% of the votes were cast in favour of each of the resolutions, all the above resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the total number of the issued shares of the Company was 941,453,683 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM. No Shareholder was required to abstain from voting on any resolutions proposed at the AGM as required by The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), and no Shareholder has stated his or her intention in the circular of the Company dated 10 April 2014 to vote against the resolutions proposed at the AGM or to abstain from voting. No Shareholders was entitled to attend and abstain from voting in favour of any resolutions at the AGM as required by the Rule 13.40 of the Listing Rules.

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

Hong Kong, 4 June 2014

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