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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)

ANNOUNCEMENT PURSUANT TO RULE 13.09(2)(a) OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE

This announcement is made by China Uptown Group Company Limited (the “Company”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the Listing Rules”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“SFO”).

On 4 July 2014, China Sugar Holdings Limited, as 100% directly owned by Mr. Liu Zhongxiang, acquired the 225,000,000 Preference Shares and 5,000,000 Preference A Shares from Best Contact Holdings Limited (the “Acquisition”). Mr. Liu Zhongxiang is the son over the age of 18 of Mr. Liu Feng, who is the Chairman and the executive Director of the Company.

Preference Shares and Preference A Shares are both redeemable and convertible. Upon completion of the Acquisition and assuming all the conversion rights attached to the said Preference Shares and said Preference A Shares have been exercised, the ordinary shares converted from the said Preference Shares and said Preference A Shares will constitute approximately 20.46% of the issued share capital of the Company as of this announcement on the fully diluted basis.

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

Hong Kong, 4 July 2014

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