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## **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 the provisions of Part XIVA of the Securities and Futures Ordinance and Rule 13.09 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 2014 (“Preliminary Review”), it is expected that the Group would record a loss and a substantial decline in the revenue as compared to the profit attributable to owners of the Company of approximately RMB181,968,000 and revenue of approximately RMB580,481,000 in the corresponding period in 2013.

The significant decline in the profit and the revenue is mainly due to the following reasons:

- (i) Reference is made to the announcement of the Company dated 15 May 2013 and 28 June 2013 and the circular of the Company dated 31 May 2013, the Company has disposed a non-wholly owned subsidiary engaged in property development business in Zhuhai City, Guangdong Province, the People’s Republic of China (the “PRC”) in mid 2013 (the “Disposal”). Furthermore, reference is made to the announcement of the Company dated 25 February 2014 and the circular of the Company dated 19 May 2014, the Company has entered into a sales and purchase agreement to acquire 100% equity interest of a PRC company which owned 90% equity interest of another PRC company engaged in property development business in Maoming City, Guangdong Province, the PRC (the “Acquisition”). As at the date of this announcement, the Acquisition has not been completed. Subsequent to the Disposal, the Company has not carried out any business in the property development segment; and
- (ii) Significant decrease of the revenue of trading segment was recorded in the six months ended 30 June 2014 as compared to the corresponding period in 2013 caused by the significant downturn of the relevant business.

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 auditor. The full interim results of the Group for the six months ended 30 June 2014 are expected to be released by the end of August 2014. 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, 5 August 2014

*As at the date of this announcement, 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. 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.*