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## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of China Uptown Group Company Limited (the “**Company**” and its subsidiaries, collectively the “**Group**”) will be held at Suite 1501, 15th Floor, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 16 December 2014 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

- (a) **“THAT** the sale and purchase agreement dated 10 November 2014 (the “**Agreement**”) entered into between Mega Trend Investment Limited (“**Mega Trend**”), as the purchaser and the Company, as the vendor, pursuant to which the Company has conditionally agreed to sell and Mega Trend has conditionally agreed to purchase the entire issued share capital of Usualink Development Limited (“**Usualink**”) and the shareholder’s loan which amounted to approximately HK\$148 million as at the date of the Agreement due by Usualink to the Company for total consideration of RMB200 million and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) **“THAT** any one director of the Company be and is/are hereby authorised for and on behalf of the Company to execute the Agreement, all such other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with matters contemplated in or relating to the Agreement and to agree to such variation, amendment or waiver as are, in the opinion of such director, in the interests of the Company, as he/she/they may consider necessary, desirable or expedient.”

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

1 December 2014

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Suite 1501, 15th Floor  
Tower 1, Silvercord  
30 Canton Road  
Tsimshatsui, Kowloon  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the EGM 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 EGM 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 EGM or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you wish, and in such event, the form of proxy shall be deemed to be revoked.
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.