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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, 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 (the “Shareholders”) and potential investors that based on its preliminary review of the unaudited consolidated management accounts of the Group for the year ended 31 December 2015 (the “Preliminary Review”), it is expected that the Group would record a substantial decline in the profit and record a loss, as compared to the profit for the year ended 31 December 2014.

We refer to the announcements of the Company dated 10 November 2014 and 17 December 2014 and the circular of the Company dated 1 December 2014 in respect of the Company’s one-off disposal of its wholly owned subsidiary (the “2014 Disposal”) which recorded a significant profit gain from the 2014 Disposal.

The Directors believe that such decline in profit and the record of a loss is mainly attributable to, including but not limited to, the fact that after the completion of the 2014 Disposal, which the gain derived from it was recorded to the audited accounts of the Group for the year ended 31 December 2014, there is no further income derived from the 2014 Disposal of the Group for the year ended 31 December 2015. Since the property development project of the Group located in Maoming City is still in construction and pre-sale stage, no income is recorded from the property development segment in the year. Looking forward, the management of the Group will continue to make the best efforts to explore more business opportunities in the market.

This profit warning announcement is based only on the Company’s preliminary review 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 audited consolidated annual results of the Group for the year ended 31 December 2015 are expected to be released by the end of March 2016. Shareholders of the Company and potential investors are advised to read the annual 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, 15 March 2016

As at the date of this announcement, the executive Directors are Mr. Liu Feng, Mr. Chen Xian, Mr. Lau Sai Chung, Ms. Xia Dan and Mr. Liu Zhongxiang and the independent non-executive Directors are Mr. Poon Lai Yin, Michael, Ms. Li Jiansheng and Mr. Char Shik Ngor, Stephen.

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.