



CHINA UPTOWN

# 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)

### FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

**Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) of China Uptown Group Company Limited (the “Company”) to be convened 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.**

I/We<sup>(note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>(note 2)</sup> \_\_\_\_\_ of shares of HK\$0.10 each in the capital of the Company HEREBY APPOINT the Chairman of the Meeting<sup>(note 3)</sup> or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy/proxies<sup>(note 3)</sup> to vote for me/us and/or my/our behalf at the Meeting to 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. and at any adjournment thereof, for the purpose of considering and, if thought fit, with or without modifications, passing the Resolutions set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the Resolutions as hereunder indicated.

Please indicate with a “√” in the boxes provided how you wish the proxy to vote on your behalf<sup>(note 4)</sup>. Should this form be returned duly signed, but without a specific direction, the proxy will vote or abstain at his/her/its discretion.

| ORDINARY RESOLUTIONS |  | FOR <sup>(note 4)</sup> | AGAINST <sup>(note 4)</sup> |
|----------------------|--|-------------------------|-----------------------------|
| (a)                  | To approve the sale and purchase agreement dated 10 November 2014 (the “ <b>Agreement</b> ”) in relation to the disposal of the the entire issued share capital of Usualink Development Limited (“ <b>Usualink</b> ”) and the shareholder’s loan which amounted to approximately HK\$148 million as at the date of the Agreement, due by Usualink for total consideration of RMB200 million.   |                         |                             |
| (b)                  | To authorise the directors of the Company for and on behalf of the Company to sign, execute and deliver the Agreement, all such other documents, instruments and agreements and to do all such acts or things deemed by 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 the directors of the Company, in the interests of the Company, as they may consider necessary, desirable or expedient. |                         |                             |

Dated this: \_\_\_\_\_ day of \_\_\_\_\_ 2014

Shareholder’s Signature: \_\_\_\_\_ <sup>(note 5, 6, 7 and 8)</sup>

**Notes:**

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The name of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“√”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“√”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint registered holder of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company’s head office and principal place of business in Hong Kong at Suite 1501, 15<sup>th</sup> floor, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.