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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES AND ADOPTION OF NEW MEMORANDUM AND ARTICLES

This announcement is made by China Uptown Group Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors of the Company (the “**Board**”) proposes to make certain amendments (the “**Proposed Amendments**”) to the existing memorandum of association and articles of association of the Company (the “**Memorandum and Articles**”) to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022. In view of the Proposed Amendments, the Board proposes to adopt the second amended and restated memorandum of association and articles of association of the Company (the “**New Memorandum and Articles**”) in substitution for, and to the exclusion of, the Memorandum and Articles.

The Board proposes to amend and restate the Memorandum and Articles for the purposes of (i) providing greater flexibility to the Company in relation to the conduct of general meetings by allowing (but not requiring) general meetings to be held as an electronic meeting and/ or as a hybrid meeting where the Shareholders may attend by electronic means in addition to as a physical meeting where Shareholders attend in person; (ii) bringing the Memorandum and Articles in line with the amendments made to the Listing Rules (in particular to conform to the core shareholder protection standards as set out in Appendix 3 to the Listing Rules) and applicable laws of the Cayman Islands; and (iii) making certain minor housekeeping amendments to the Memorandum and Articles.

In view of the number of proposed changes involved, the Board proposes to amend the Memorandum and Articles currently in effect by the substitution in their place of the New Memorandum and Articles.

A circular which includes, among other things, the information in relation to the Proposed Amendments, the proposed adoption of the New Memorandum and Articles and a notice of the annual general meeting of the Company along with the relevant proxy form, will be dispatched to the shareholders of the Company in due course.

By order of the Board
China Uptown Group Company Limited
Pan Shimin
Chairman

Hong Kong, 25 April 2023

As at the date of this announcement, the executive Directors are Mr. Pan Shimin, Mr. Chen Xian, Mr. Cheng Chi Kin and Mr. To Kwan; and the independent non-executive Directors are Mr. Yau Sze Yeung, Mr. Chen Weijiang and Mr. Lee Chun Tung.