

Our Ref: JFY/IC/C81090/2024/0319

21 June 2024

The Board of Directors  
China Uptown Group Company Limited  
Units 1501, 9/F  
Tower 1, Silvercord  
30 Canton Road  
Tsimshatsui Kowloon  
Hong Kong

Dear Sirs,

**China Uptown Group Company Limited (the “Company”) and its subsidiaries  
(hereinafter collectively referred to as the “Group”)**

We refer to the statement of unaudited pro forma adjusted consolidated net tangible assets (the “**Unaudited Pro Forma Financial Information**”) of the Group as at 31 December 2023 as set out in Appendix II of the prospectus of the Company to be dated 21 June 2024 (the “**Prospectus**”) in relation to the rights issue of the Company.

We hereby consent, and confirm that we have not withdrawn our consent, to the issue of the Prospectus with the inclusion of our report on the Unaudited Pro Forma Financial Information and references to our name in the form and context in which they are included.

We also confirm that we do not have (a) any shareholding in the Company or any of its subsidiaries, or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in the Company or any of its subsidiaries, and (b) any interest, direct or indirect, in any assets which have been acquired or disposed of by or leased to the Group, or are proposed to be acquired or disposed of by or leased to the Group.

Yours faithfully,



McMillan Woods (Hong Kong) CPA Limited  
Certified Public Accountants  
Hong Kong