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)

INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2025

The board (the "Board") of directors (the "Directors") of China Uptown Group Company Limited (the "Company") announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively, the "Group") for the six months ended 30 June 2025 (the "Period"), together with the comparative unaudited figures for the correspondence period in 2024, as follows. The unaudited condensed consolidated financial information for the Period has not been audited but has been reviewed by the Company's audit committee (the "Audit Committee").

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS
For the six months ended 30 June 2025

		Six months ended 30 June	
		2025	2024
	NOTES	***RMB'000***	*RMB'000*
		(unaudited)	(unaudited)
Revenue	*3*	**78,012**	23,328
Cost of sales		**(77,418)**	(23,305)
Gross profit		**594**	23
Other income	*5*	**24**	63
Other losses	*6*	**–**	(40)
Allowance recognised on properties held for sales		**–**	(2,681)
Allowance recognised on properties under development		**–**	(7,042)
Selling and marketing expenses		**(261)**	(357)
Administrative expenses		**(6,072)**	(7,837)
Finance costs	*7*	**(597)**	(1,775)

		Six months ended 30 June	
		2025	2024
	NOTES	***RMB'000***	*RMB'000*
		(unaudited)	(unaudited)
Loss before taxation		**(6,312)**	(19,646)
Income tax credit	*8*	**–**	10
Loss for the period	*9*	**(6,312)**	(19,636)
Loss for the period attributable to:			
Owners of the Company		**(6,022)**	(16,414)
Non-controlling interests		**(290)**	(3,222)
		(6,312)	(19,636)
Loss per share			
(in Renminbi ("RMB") cents)	*11*		
– Basic		**(1.60)**	(5.63)
– Diluted		**(1.60)**	(5.63)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2025

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Loss for the period	**(6,312)**	(19,636)
Other comprehensive income (expense)		
Item that will not be reclassified to profit or loss:		
Exchange differences arising on translation of functional currency to presentation currency	**19,798**	16,297
Item that may be reclassified subsequently to profit or loss:		
Exchange differences arising on translation of financial statements of foreign operations	**(20,011)**	(16,435)
	(213)	(138)
Total comprehensive expense for the period	**(6,525)**	(19,774)
Total comprehensive expense for the period attributable to:		
Owners of the Company	**(5,945)**	(17,186)
Non-controlling interests	**(580)**	(2,588)
	(6,525)	(19,774)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2025

	NOTES	At 30 June 2025 RMB'000 (unaudited)	At 31 December 2024 RMB'000 (audited)
Non-current Assets			
Investment properties		**1,340**	1,340
Property, plant and equipment		**809**	869
Right-of-use assets		**297**	659
		2,446	2,868
Current Assets			
Properties under development		**382,508**	363,000
Properties held for sale		**130,981**	130,981
Trade and other receivables	*12*	**24,710**	20,393
Restricted bank deposits		**21,073**	33,162
Pledged bank deposits		**3,139**	3,138
Bank balances and cash		**7,634**	15,797
		570,045	566,471
Current Liabilities			
Trade and other payables	*13*	**116,941**	115,110
Contract liabilities		**127,437**	127,061
Other borrowing		**9,100**	–
Lease liabilities – current portion		**353**	333
Amounts due to non-controlling interests		**115,498**	115,498
Amounts due to directors		**–**	44
Tax payable		**96,487**	93,745
		465,816	451,791
Net Current Assets		**104,229**	114,680
Total Assets Less Current Liabilities		**106,675**	117,548

		At	At
		30 June	31 December
		2025	2024
	NOTES	***RMB'000***	*RMB'000*
		(unaudited)	(audited)
Non-current Liabilities			
Lease liabilities – non-current portion		**–**	353
Other borrowing		**–**	9,397
Deferred tax liabilities		**5,310**	5,310
		5,310	15,060
Net Assets		**101,365**	102,488
Capital and Reserves			
Share capital		**3,345**	2,789
Reserves		**136,571**	137,670
Equity attributable to owners of the Company		**139,916**	140,459
Non-controlling interests		**(38,551)**	(37,971)
Total Equity		**101,365**	102,488

NOTES:

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") as well as with the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

In preparing the condensed consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the fact that the Group incurred a net loss of approximately RMB6.3 million for the six months ended 30 June 2025 and recurring a net loss over five years. The current liabilities included the trade and other payables for the construction cost amounting to approximately RMB116.9 million, amount due to non-controlling interests amounting to approximately RMB115.5 million and other borrowing amounting to approximately RMB9.1 million that will be due in the coming twelve months. The Group might not be able to meet its liabilities in full when they fall due unless it is able to generate sufficient cash flows from future operations and/or other sources, since as at 30 June 2025, the Group only had cash and bank balances of approximately RMB7.6 million, pledged bank deposits of approximately RMB3.1 million and restricted bank deposits of RMB21.1 million, which restricted for construction purpose. These events or conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

In this regard, the directors of the Company have identified various initiatives to address the Group's liquidity needs, which include the following:

(a) The Group has obtained written confirmations from the relevant non-controlling interests that they will not demand repayment of the outstanding principals in the total amount of approximately RMB115.5 million until the Group becomes profitable and has sufficient cash to repay, following the settlement of other debts and liabilities;

(b) The Group will continue to make pre-sale of the properties of Second Maoming Project;

(c) The Group has obtained written confirmations from substantial shareholder that it will provide financial support to the Group for not more than approximately RMB46,855,000;

(d) As disclosed in the announcement of the Company dated 22 April 2025 and 14 May 2025, an aggregate of 61,064,000 placing shares have been successfully placed at placing price of HK$0.105 per placing share. The Group received net amount of approximately HK$6.2 million and propose to use for general working capital of the Group, which shall be applied on, including, staff cost, professional fees, rental payments and general administrative and operating expenses of the Group; and

(e) The Group will continue to take active measures to control administrative costs and maintain containment of capital expenditures.

Assuming successful implementation of the above measures, the directors of the Company are of the opinion that the Group would have adequate funds to meet its liabilities as and when they fall due at least twelve months from the end of the reporting period.

Accordingly, the directors of the Company consider it is appropriate to prepare the condensed consolidated financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments has not been reflected in the condensed consolidated financial statements.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties, which are measured at fair values.

These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended 31 December 2024. Certain comparative figures have been reclassified/restated to conform with the current period's presentation and disclosure.

Other than changes in accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies (including the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty) and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 June 2025 are the same as those followed in the preparation of the Group's audited consolidated financial statements for the year ended 31 December 2024.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2025 for the preparation of the Group's condensed consolidated financial statements:

Amendments to IFRS 9 & IFRS 7	Amendments to the Classification and Measurement of Financial Instruments[1]
Annual improvements to IFRS Accounting Standards – Volume 11	Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 7 Financial Instruments: Disclosure, IFRS 9 Financial Instruments, IFRS 10 Consolidated Financial Statements, IAS 7 Statement of Cash Flows[1]
IFRS 18	Presentation and Disclosure in Financial Statements[2]

A number of new standards and amendments to standards are effective for annual periods beginning after 1 January 2025 and earlier application is permitted. The Group has not early adopted any of the forthcoming new or amended standards in preparing these condensed consolidated interim financial statements.

The application of the new and amendments to HKFRSs in the current period had no material impact on the Company's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

3. REVENUE FROM CONTRACTS WITH CUSTOMERS

Disaggregation of revenue from contracts with customers

An analysis of the Group's revenue for the period is as follows:

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Arising from the Hong Kong		
Revenue from contracts with customer		
Sales of commodity products	**78,012**	–
Sales of electronic products – a point in time	**–**	23,328
Arising from the PRC		
Revenue from contracts with customers		
Sales of properties – a point in time	**–**	–
	78,012	23,328

4. SEGMENT INFORMATION

The Group determines its operating segments based on internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (i.e. the executive directors of the Company) in order to allocate resources to the segment and to assess its performance.

The Group's operating segments under HKFRS 8 Operating Segments are identified as follows:

- Property development and investment: this segment primarily develops and sells office premises, retail stores, commercial and residential properties and car parking spaces. This segment also generates rental income from investment properties and achieves gain from the appreciation in the properties' values in the long term. All the Group's activities in this segment are carried out in the mainland China.

- Trading of commodity products: this segment bulk trades copper and tin in Hong Kong.

- Trading of electronic products: this segment trades the electronic products in Hong Kong.

Property development and investment, trading of commodity products, and trading of electronic products also represent the Group's reportable segments.

(a) Segment revenue and results

The following is the analysis of the Group's revenue and results by operating segment.

Six months ended 30 June 2025 (unaudited)

	Property development and investment *RMB'000*	**Trading of commodity products** *RMB'000*	**Trading of electronic products** *RMB'000*	**Total** *RMB'000*
Revenue	**–**	**78,012**	**–**	**78,012**
Segment profit	**–**	**594**	**–**	**594**
Other income				**–**
Finance costs				**(597)**
Unallocated corporate expenses				**(6,072)**
Loss before taxation				**(6,312)**

Six months ended 30 June 2024 (unaudited)

	Property development and investment *RMB'000*	Trading of electronic products *RMB'000*	Total *RMB'000*
Revenue	–	23,328	23,328
Segment (loss) profit	(11,621)	13	(11,608)
Other income			5
Finance costs			(1,764)
Unallocated corporate expenses			(6,279)
Loss before taxation			(19,646)

5. OTHER INCOME

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Bank interest income	**24**	58
Others	**–**	5
	24	63

6. OTHER LOSSES

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Fair value change on investment properties	**–**	(40)
	–	(40)

7. FINANCE COSTS

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Interest expenses on		
– other borrowing	**548**	1,666
– lease liabilities	**49**	109
	597	1,775

8. INCOME TAX CREDIT

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Current tax	**–**	–
Deferred taxation		
Current period	**–**	10
	–	10

Under the Law of the PRC on Enterprise Income Tax ("EIT") (the "EIT Law") and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.

The provision of PRC Land Appreciation Tax ("LAT") is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. PRC LAT has been provided at progressive rates ranging from 30% to 60% on the appreciation of land value, with certain allowable exemptions and deductions.

Under the EIT Law, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the condensed consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

No provision for Hong Kong Profits Tax has been made for the six months ended 30 June 2025 and 2024 as the Group has no assessable profit for the period.

9. LOSS FOR THE PERIOD

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Loss for the period has been arrived at after charging:		
Allowance recognised on properties held for sales	**–**	2,681
Allowance recognised on properties under development	**–**	7,042
Depreciation of property, plant and equipment	**100**	369
Depreciation of right-of-use assets	**56**	717
Expenses related to short-term leases	**–**	108

10. DIVIDEND

No dividends were declared and proposed by the Company during the six months ended 30 June 2025 and 2024.

11. LOSS PER SHARE

The calculations of the basic and diluted loss per share attributable to the owners of the Company are based on the following data:

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Loss		
Loss attributable to the owners of the Company for the purposes of calculation of basic and diluted loss per share	**(6,022)**	(16,414)
Number of shares		
Weighted average number of shares for the purposes of calculation of basic and diluted loss per share	**335,485,493**	291,533,548

The weighted average number of ordinary shares for the six months ended 30 June 2024 for the purpose of calculating the basic loss per share had been adjusted to account for the effect of the bonus element of the rights issue of the Company which was completed on 22 July 2024.

There was no dilution of loss per share for the six months ended 30 June 2025 and 2024 as the Company has no outstanding share options.

12. TRADE AND OTHER RECEIVABLES

As of the end of the reporting period, the ageing analysis of trade receivables (which are included in trade and other receivables), based on the invoice date and net of loss allowance, is as follows:

	At 30 June 2025 *RMB'000* **(unaudited)**	At 31 December 2024 *RMB'000* (audited)
Other receivables	**13,953**	12,278
Less: allowance for credit loss	**(8,003)**	(8,003)
	5,950	4,275
Deposits and prepayments	**2,967**	3,760
Value-added tax and other tax receivables	**15,793**	12,358
	24,710	20,393

13. TRADE AND OTHER PAYABLES

	At 30 June 2025 RMB'000 (unaudited)	At 31 December 2024 RMB'000 (audited)
Trade payables	**–**	6,374
Value-added tax payable	**39,551**	39,540
Other tax payables	**2,591**	3,036
Other payables	**4,400**	13,521
Accrued charges	**70,399**	52,639
	116,941	115,110

Credit periods granted to the Group by suppliers range from 0 to 180 days.

The following is an aging analysis of trade payables, presented based on the invoice date at the end of the reporting period:

	At 30 June 2025 RMB'000 (unaudited)	At 31 December 2024 RMB'000 (audited)
Within 90 days	**–**	6,374

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The review of the major business segments of China Uptown Group Company Limited (the "Company", together with its subsidiaries, the "Group") during the six months ended 30 June 2025 (the "Period") is as follows:

Property Development and Investment

The Group operates two property development projects located in Maoming City, Guangdong Province, the People's Republic of China (the "PRC"). The first project in Maoming City has been developed into a composite of residential and commercial properties in three phases (the "First Maoming Project"). Majority of the commercial and residential properties of the First Maoming Project had been delivered in 2019 and most of the proceeds generated from the sales of the First Maoming Project has been used in the development of the second project in Maoming City situated at Maoming Jixiang District*（茂名市吉祥小區）(the "Second Maoming Project").

During the Period, no revenue was generated from the property development and investment business (2024: RMB nil) as the sales of the First Maoming Project is at the last stage while the Second Maoming Project is still under development. During the Period, the Group has no real estate project for sale as the Company primarily focused on the delivery of Towers 6 and 7 residential units of the Second Maoming Project (2024: nil square meters (m^2) sold).

The Second Maoming Project

On 27 November 2019, Maoming Shang Cheng Real Estate Company Limited*(茂名上誠置業有限公司)("Maoming Shang Cheng Real Estate"), an indirect non-wholly owned subsidiary of the Group, successfully won the bid for the land use rights of the Second Maoming Project located in Maoming Jixiang District*(茂名市吉祥小區)with a total site area of approximately 29,274.16 m² and the consideration for the land acquisition amount to approximately RMB241,512,000. The land acquisition by Maoming Shang Cheng Real Estate was completed in 2020. The Second Maoming Project was planned to be developed into a composite of residential and commercial properties with the following planned approximate areas:

Land site area	29,000m^2
Gross saleable area	84,000m^2
Residential areas	59,000m^2
Commercial areas	25,000m^2
Carpark spaces	1,000 units

During the pandemic, construction and pre-sales schedule of the Second Maoming Project experienced delays. From the launch of sales in 2022 until 30 June 2025, the Second Maoming Project initially released residential units in Tower 6 and Tower 7, along with retail spaces in Tower 9. A total of 174 residential units were made available, of which 157 have been sold as of 30 June 2025. Of the 18 retail units launched, 4 have been sold. The remaining project offerings will be introduced in phases according to the development plan.

During the Period, key construction milestones for Towers 6 and 7 have been completed, including structural work, fire safety installations, common area interior finishes, electrical and plumbing systems, interior doors and aluminum alloy fittings, entry fireproof doors, waterproofing, exterior facade work, domestic water pump installation, and basement construction; municipal water and power supply infrastructure is in the final inspection phase.

As of the date of this announcement, the internal acceptance procedures for Towers 6 and 7 have been completed, and the relevant government departments have been notified to initiate the acceptance process. Upon receiving government approval, the residential units are expected to be ready for delivery in September 2025.

Once the government's acceptance and approval are received, purchasers can apply to the local housing authority to lift the suspension status by presenting the down payment receipt, and proceed with the normal property registration procedures.

The Group anticipates that sales proceeds will fund subsequent development needs. It should be noted that actual sales progress and market performance are subject to multiple factors including local property market conditions, pricing strategies, and macroeconomic trends. The development schedule may be adjusted accordingly. The current phased plan for the Second Maoming Project is as follows:

- Second Half 2025: Focus on ensuring delivery of residential units and sales of remaining units in Tower 6, Tower 7, and S1 commercial villas

- 2026 to 2027: Commence sale and development of the remaining properties under the Second Maoming Project

- 2028: Targeted completion of entire project construction and delivery

Trading Business

Historically, the Group has been engaged in the commodities trading business, primarily focused on raw cane sugar. In 2024, the Group involved in sale of electronic component business. During the Period, there was no revenue generated from sales of electronic component business primarily due to weak market sentiment during the Period.

The Group has a dedicated professional team responsible for commodity trading operations. During the Period, the Group engaged in the trading of metals such as copper and tin, with copper product transactions amounting to approximately RMB57 million and tin product transactions amounting to approximately RMB21 million. The trading business is the only source of revenue for the Period, with a gross profit margin of approximately 1% for the Period.

In terms of tin trading, supply was tight due to factors like the suspension of mining in the Democratic Republic of Congo, which in turn has supported stronger tin prices. On the demand side, the ongoing recovery in the semiconductor and consumer electronics industries, along with the rapid development of the artificial intelligence sector, have driven significant growth in tin demand. This structural increase in demand is expected to support a medium-to-long-term upward trend in tin prices, creating favorable opportunities for commodity trading.

As for copper trading, limited availability of smelting raw materials has restricted supply, supporting copper prices at elevated levels and providing room for price appreciation in trading activities. Additionally, the infrastructure upgrade of power grids is driving long-term growth in copper demand. The widening supply-demand gap will continue to generate opportunities for bulk commodity trading. Furthermore, the Group is leveraging regional price differences to profit through arbitrage. For example, price differences caused by production fluctuations in South American mining regions and changes in China's import demand are leveraged through a cross-market strategy of "purchasing in low-price regions and selling in high-price regions" resulting in gains.

Looking ahead to the second half of the year, the Group's trading team will continue to strengthen its presence in bulk commodity trading while actively exploring diversification into additional product segments, including, but not limited to, consumer goods and other commodities. These efforts aim to broaden the Group's revenue base and support long-term growth through a disciplined and resilient business model.

The Group considers the commodities trading business enables the Group to diversify its income streams and stabilise operation while awaiting recovery in the PRC property market.

The Directors will continue to identify various options for financing the Group's working capital and commitments in the foreseeable future, including endeavors to attract new investors and establish business partnerships. We believe that with the improvement of the macroeconomy landscape and the consistent implementation of favorable policies by the PRC government, confidence in the real estate market will gradually rebound. This, in turn, will enhance market sentiment in Maoming City, bolstering the Group's financial position through upcoming pre-sales and potential financing activities.

MARKET OUTLOOK AND PROSPECTS

During the Period, challenges in China's property sector continued, with softer consumer confidence causing buyers to adopt a cautious stance. Additionally, escalating US-China geopolitical tensions added uncertainties to the market. In response, local governments have ramped up policy support to stimulate activity. The management anticipates a more sustained and broad-based recovery in the housing sector, while remaining vigilant in pursuing profitable opportunities aligned with market trends. At the same time, the Group is also looking at property development opportunities outside China.

In light of the dynamic and evolving economic landscape, the Group is committed to redefining its business strategy through the implementation of a flexible and adaptive operating model. This approach will empower us to proactively seize business development opportunities, enhancing our shareholders' value in the long-run.

FINANCIAL REVIEW

For the Period, the Group's revenue amounted to approximately RMB78.0 million were all contributed from trading business (2024: RMB23.3 million were all contributed from trading business). Loss attributable to owners of the Company was approximately RMB6.0 million (2024: RMB16.4 million) due to low gross profit margin in trading business.

As at 30 June 2025, bank balances and cash were approximately RMB7.6 million (31 December 2024: RMB15.8 million). The pledged bank deposits were approximately RMB3.1 million (31 December 2024: RMB3.1 million) have been pledged to obtain the mortgage facilities provided to certain purchasers of the Group's properties for which guarantees were provided by the Group to the banks, and restricted bank deposits amounting to RMB21.1 million (31 December 2024: RMB33.2 million) have been restricted for construction purpose of the Group. As at 30 June 2025, the total assets of the Group was approximately RMB572.5 million (31 December 2024: RMB569.3 million).

As at 30 June 2025, the Group's total other borrowings amounted to approximately RMB9.1 million (31 December 2024: RMB9.4 million). As at 30 June 2025, the gearing ratio, expressed as a percentage of total other borrowings over net assets was approximately 9.0% (31 December 2024: 9.2%) and the current ratio was approximately 1.2 times (31 December 2024: 1.3 times).

CAPITAL STRUCTURE

The issued ordinary share capital of the Company as at 30 June 2025 was approximately HK$3,773,714.57 divided into 377,371,457 shares of HK$0.01 each (the "Share(s)").

Placing of new shares under general mandate

On 14 May 2025, VC Brokerage Limited, placing agent, successfully placed 61,064,000 placing shares at the placing price of HK$0.105 per placing share to six placees who are individual, institutional or professional investors independent of and not connected with the Company, the connected persons of the Company and their respective associates (the "Placing"). The placing price of HK$0.105 per placing share represents a discount of approximately 16.0% to the closing price of HK$0.125 per Share as quoted on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 22 April 2025, being the date of the relevant placing agreement. The aggregate nominal value of 61,064,000 placing shares is HK$610,640. The gross proceeds from the Placing amounted to approximately HK$6.4 million and the net proceeds amounted to approximately HK$6.2 million (after deduction of commission and other expenses of the Placing), representing a net issue price of approximately HK$0.102 per placing share.

The Company intends to use the net proceeds for general working capital of the Group, which shall be applied on, including, staff cost, professional fees, rental payments and general administrative and operating expenses of the Group. The Directors are of the view that the Placing would enlarge the shareholder base and the capital base of the Company, and the net proceeds of the Placing would strengthen the Group's financial position for future development of the Group.

As at 30 June 2025, approximately HK$2.5 million of the net proceeds have been utilized as intended. During the Period, HK$1.3 million had been utilized to settle professional fee; HK$0.1 million had been utilized for rental payment; and HK$1.1 million had been utilized for staff cost payments. The remaining unutilised net proceeds from the Placing of approximately RMB3.7 million will be used according to the intended usage and is expected to be utilized on or before 31 December 2025.

For the details of the Placing, please refer to the announcements of the Company dated 22 April 2025 and 14 May 2025.

FOREIGN CURRENCY EXPOSURE

The Group mainly earns revenues and incurs costs in Renminbi, United States dollars and Hong Kong dollars. The Group's monetary assets and liabilities are denominated in Renminbi, United States dollars and Hong Kong dollars. The Group currently does not have a foreign currency hedging policy. However, the management will monitor foreign exchange exposure closely and consider the use of hedging instruments when the need arises.

CHARGE ON ASSETS

As at 30 June 2025, pledged bank deposits of RMB3.1 million (31 December 2024: RMB3.1 million) of the Group were pledged to obtain the mortgage facilities provided to certain purchasers of the Group's properties for which guarantees were provided by the Group to the banks.

SEGMENT INFORMATION

The details of segment information are set out in note 4 to the interim financial information.

CAPITAL AND OTHER COMMITMENTS

As at 30 June 2025, the Group had commitments for development of properties amounted to RMB176.7 million (31 December 2024: RMB237.3 million).

EMPLOYEE AND REMUNERATION POLICIES

As at 30 June 2025, the Group employed 25 (31 December 2024: 35) full time employees in Hong Kong and the PRC. Total remuneration of the Group for the Period was approximately RMB2.7 million (30 June 2024: RMB3.9 million). The Group's emolument policies are formulated on the basis of market trends, future plans and the performance of individuals, which will be reviewed periodically. Apart from provident fund scheme and state-managed social welfare scheme, the Company also adopted a share option scheme on 29 May 2019 and share options will be awarded to employees according to assessment of individuals' performance and in accordance with the share option scheme. The Group believes that development and training are crucial for employees to discharge their duties more effectively and efficiently, and the Group organizes regular training and development courses for its employees.

FINANCIAL GUARANTEE CONTRACTS

As at 30 June 2025, the Group's maximum obligation in respect of the mortgage facilities provided to certain purchasers of the Group's properties amounted to approximately RMB82.5 million (31 December 2024: RMB82.5 million).

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There were no significant investments held as at 30 June 2025 nor material acquisitions and disposals of subsidiaries, associates or joint ventures during the Period and there is no plan for material investments or capital assets as at the date of this announcement.

CONTINGENT LIABILITIES

The Group has no material contingent liabilities as at 30 June 2025.

EVENTS AFTER THE PERIOD

There was no significant subsequent events happened to the Group after 30 June 2025 and up to the date of this announcement.

INTERIM DIVIDEND

The Board resolved not to declare any interim dividend for the Period (for the six months ended 30 June 2024: Nil).

PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities (including the sale of treasury shares) during the Period.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company's corporate governance practices are based on the principles and code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). During the Period, in the opinion of the Directors, the Company was in compliance with all the relevant code provisions set out in the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company had adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code throughout the Period.

AUDIT COMMITTEE

The Company established the Audit Committee with written terms of reference in compliance with the CG Code. On 1 January 2019, the Board adopted a set of the revised terms of reference of the Audit Committee, which has brought it in line with the requirement of the Listing Rules.

The principal responsibilities of the Audit Committee include making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of such auditor; reviewing the interim and annual reports and accounts of the Group; and supervising the financial reporting process and effectiveness of the risk management and internal control systems of the Group.

As at the date of this announcement, the Audit Committee comprises three independent non-executive Directors, Mr. Yau Sze Yeung (chairman), Mr. Su Zhi Jie and Mr. Lee Chun Tung. The Audit Committee reviewed and made recommendations to the Board for approval of the unaudited condensed consolidated financial statements of the Group for the Period, discussed the accounting policies and practices which may affect the Group with the management and auditor of the Company.

PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT

This announcement is available for viewing at the website of the Stock Exchange at www.hkexnews.hk and at the website of the Company at www.chinauptown.com.hk. The interim report will be dispatched to the shareholders of the Company and published on the above websites as soon as practicable.

By order of the Board
China Uptown Group Company Limited
Liu Jian Hui
Executive Director and Chief Executive Officer

Hong Kong, 28 August 2025

As at the date of this announcement, the executive Directors are Mr. Liu Jian Hui and Mr. Lau Chi Yan, Pierre; and the independent non-executive Directors are Mr. Yau Sze Yeung, Mr. Su Zhi Jie, Mr. Lee Chun Tung and Ms. Aika Ouji.

* *For identification purpose only*