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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)

CHANGE OF COMPOSITION OF THE BOARD AND BOARD COMMITTEES

The Board announces that with effect from 4 August 2026:

1. Ms. Aika Ouji has been redesignated as the chairlady of the Board and an executive Director, and ceased to be an independent non-executive Director due to an internal re-arrangement within the Group. Following the redesignation of Ms. Ouji, she ceased to be a member of each of the Audit Committee and the Remuneration Committee, but remains as a member of the Nomination Committee;

2. Mr. Ko Tada has been appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee; and

3. Mr. Lau Chi Yan, Pierre, an executive Director, ceased to be the chairman of the Nomination Committee.

CHANGE OF COMPOSITION OF THE BOARD

The board (the "**Board**") of directors (the "**Directors**") of China Uptown Group Company Limited (the "**Company**", together with its subsidiaries, the "**Group**") announces that:

1. Ms. Aika Ouji ("**Ms. Ouji**") has been redesignated as the chairlady of the Board and an executive Director, and ceased to be an independent non-executive Director due to an internal re-arrangement within the Group; and

2. Mr. Ko Tada ("**Mr. Tada**") has been appointed as an independent non-executive Director,

both with effect from 4 August 2026.

The biographical details of Ms. Ouji and Mr. Tada is set out below:

Ms. Aika Ouji, aged 54, was appointed as an independent non-executive Director on 31 December 2024. She was also appointed as a member the Nomination Committee, and a member of each of the Audit Committee and the Remuneration Committee on 11 April 2025 and 15 September 2025 respectively. Ms. Ouji has been redesignated as the chairlady of the Board and an executive Director, and ceased to be a member of each of the Audit Committee and the Remuneration Committee on 4 August 2026.

Ms. Ouji has extensive experience in international trade, real estate management, and strategic planning. She has been the chief executive officer of KAOSHOJI Co. Ltd. since April 2015, where she successfully expanded into multiple international markets and managed various real estate projects. During her tenure as the chief executive officer of KAOSHOJI Co. Ltd., Ms. Ouji has demonstrated exceptional leadership and strategic planning capabilities, contributing significantly to the growth and performance of the company.

Ms. Ouji worked as a researcher at the Institute for Modern Literature from September 2008 to March 2015, where she focused on modern literature research and contributed to various academic projects.

Ms. Ouji holds a Doctorate in Arts from Josai International University (2004-2008), a Master's degree in Arts from the same institution (2002-2004), and a Bachelor's degree in Arts from Okinawa International University (1998-2002). Her academic background provides her with a strong foundation in literary theory and criticism.

Ms. Ouji has entered into a service contract with the Company on 4 August 2026 for an initial term of one year commencing from 4 August 2026 unless terminated by not less than one month's notice in writing served by either party to the other or payment in lieu of notice. She is subject to retirement and re-election at the next annual general meeting of the Company after her redesignation and thereafter subject to retirement by rotation in accordance with the articles of association of the Company (the "**Articles**"). Ms. Ouji is entitled to a director's fee of HK$50,000 per month and discretionary bonus, which is determined by the Board with reference to the recommendation from the remuneration committee of the Company (the "**Remuneration Committee**") based on her duties and responsibilities in the Group and the prevailing market conditions.

Mr. Ko Tada, aged 56, obtained a Bachelor's degree in History from Tokyo Metropolitan University. He worked at Mitsui & Co., Ltd., a Japanese conglomerate, during April 1994 to March 2020. With over two decades of working experience, he accumulated extensive experience in infrastructure projects, project investment, and engineering management and development, as well as deep expertise in international trade and sales of machinery, equipment, and bulk commodities, and has maintained a wide network with numerous prominent Japanese companies through project collaborations. During his tenure at Mitsui & Co., Ltd., his was assigned to work in Beijing and Shanghai for a total of seven years, where he maintained extensive connections with several Chinese companies through project collaborations.

He accumulated extensive experience in corporate management and operations through years of service with large Japanese conglomerate, and also gained a firm understanding of how Chinese businesses operate, enabling him to take on new challenges.

Mr. Tada has signed an appointment letter issued by the Company on 4 August 2026 for the appointment as an independent non-executive Director for an initial term of one year commencing from 4 August 2026 unless terminated by not less than one month's notice in writing served by either party to the other or payment in lieu of notice. He is subject to retirement and re-election at the next annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation in accordance with the Articles. Mr. Tada is entitled to a director's fee of HK$10,000 per month, which was determined by the Board with reference to the recommendation from the Remuneration Committee based on his duties and responsibilities in the Group and the prevailing market conditions.

Mr. Tada has confirmed that he meets the independence criteria with reference to the factors set out in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). He has also confirmed that he has no past or present financial or other interest in the business of the Company or its subsidiaries, and has no connection with any core connected person (as defined under the Listing Rules) of the Company, and that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, each of Ms. Ouji and Mr. Tada (i) did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas during the past three years, (ii) does not hold any other position in the Group, (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company, and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Save as disclosed above, neither is there any further information required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to the redesignation of Ms. Ouji and the appointment of Mr. Tada that needs to be brought to the attention of the shareholders of the Company.

The Board would like take this opportunity to welcome Ms. Ouji to take on her new role as the chairlady of the Board and an executive Director, and welcome Mr. Tada for joining the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board also announces the following change of composition of the Board committees, all with effect from 4 August 2026:

1. Following the redesignation of Ms. Ouji, she ceased to be a member of each of the audit committee of the Company (the "**Audit Committee**") and the Remuneration Committee, but remains as a member of the nomination committee of the Company (the "**Nomination Committee**");

2. Mr. Tada has been appointed as the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee; and

3. Mr. Lau Chi Yan, Pierre, an executive Director, ceased to be the chairman of the Nomination Committee.

By order of the Board
China Uptown Group Company Limited
Wu Yanhua
Executive Director and Chief Executive Officer

Hong Kong, 4 August 2026

As at the date of this announcement, the executive Directors are Ms. Aika Ouji (Chairlady of the Board), Ms. Wu Yanhua (Chief Executive Officer), Mr. Lau Chi Yan, Pierre, Mr. Qian Sheng Hua and Mr. Chen Faqing, and the independent non-executive Directors are Mr. Yau Sze Yeung, Mr. Su Zhi Jie and Mr. Ko Tada.