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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of China Uptown Group Company Limited (the “**Company**”) will be held at Suite 1501, 15/F, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 16 October 2020 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Consolidated Shares (as hereinafter defined), every ten existing issued and unissued shares of HK\$0.10 each in the share capital of the Company be and are hereby consolidated into one share of HK\$1 (each a “**Consolidated Share**”) with effect from the second business day immediately following the day on which this resolution is passed (the “**Share Consolidation**”) and the directors of the Company (the “**Directors**”) be authorised to issue new share certificates in respect of the Consolidated Shares to holders of issued existing shares of the Company pursuant to the Share Consolidation and to do all things and execute all documents in connection with or incidental to the Share Consolidation;

- (b) no shareholder of the Company will be allocated with any fractional Consolidated Shares which they would otherwise be entitled to receive and are disregarded pursuant to paragraph (a)(i) of this resolution. Any fractional entitlements of Consolidated Shares arising from the Share Consolidation will be aggregated, if possible, sold and retained for the benefit of the Company;
 - (c) all of the Consolidated Shares shall rank pari passu in all respects with each other.;
and
 - (d) any one or more of the Directors be and is/are hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to any or all of the foregoing.”
2. **“THAT** the subscription agreement dated 2 September 2020 (the **“Subscription Agreement”**) entered into by the Company with Ming Hung Fung Company Limited (銘鴻豐有限公司) (the **“Subscriber”**), in relation to the allotment and issue of 720,000,000 existing shares of the Company or, if Share Consolidation is completed, 72,000,000 Consolidated Shares of the Company (each a **“Subscription Share”**) by the Company under the Specific Mandate (as defined below), a copy of which has been produced to the EGM marked “A” and signed by the Chairman for the purpose of identification, pursuant to which the Company are to allot and issue to the Subscriber the Subscription Shares at the subscription price of HK\$0.10 per existing Share or, if Share Consolidation is completed, at the subscription price of HK\$1 per Consolidated Share, be and are hereby approved, confirmed and ratified;

Conditional upon, among others, the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Share, the grant of the specific mandate to the Directors to allot and issue the Subscription Share (the **“Specific Mandate”**) be and is hereby approved, confirmed and ratified; the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and

any one or more of the Directors be and is/are hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Subscription Agreement.”

By order of the Board
China Uptown Group Company Limited
Fu Lui
Company Secretary

Hong Kong, 23 September 2020

Registered Office:

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Principal Place of Business in

Hong Kong:
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Notes:

1. In order to attend the extraordinary general meeting of the Company to be held on Friday, 16 October 2020, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 12 October 2020.
2. A member entitled to attend and vote at the extraordinary general meeting of the Company convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting of the Company to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the extraordinary general meeting or any adjournment thereof, should he so wish.
4. As at the date of this notice, the executive Directors are Mr. Liu Feng, Mr. Chen Xian, Mr. Lau Sai Chung and Mr. Liu Zhongxiang and the independent non-executive Directors are Mr. Poon Lai Yin Michael, Mr. Char Shik Ngor Stephen and Mr. Chen Weijiang.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect or extreme condition is announced any time after 7:00 a.m. on the date of the extraordinary general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.chinaptown.com.hk> and on the HKExnews website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.