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- (1) RESIGNATION OF EXECUTIVE DIRECTOR,
CHIEF EXECUTIVE OFFICER AND
AUTHORIZED REPRESENTATIVE;**
- (2) APPOINTMENT OF CHIEF EXECUTIVE OFFICER AND
AUTHORIZED REPRESENTATIVE;**
- (3) RESIGNATION OF FINANCIAL CONTROLLER,
COMPANY SECRETARY AND
AUTHORIZED REPRESENTATIVE; AND**
- (4) APPOINTMENT OF COMPANY SECRETARY AND
AUTHORIZED REPRESENTATIVE**

- (1) RESIGNATION OF EXECUTIVE DIRECTOR, CHIEF EXECUTIVE
OFFICER AND AUTHORIZED REPRESENTATIVE**

The board (the “**Board**”) of directors (the “**Directors**”) of China Uptown Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Lau Sai Chung (“**Mr. Lau**”) has tendered his resignation as an executive director and the chief executive officer (“**CEO**”) and authorized representative of the Company and all other positions of the Group with effect from 10 February 2022, due to his intention to focus on other business commitments.

Mr. Lau has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Mr. Lau for his contribution to the Company during his tenure of service.

(2) APPOINTMENT OF CHIEF EXECUTIVE OFFICER AND AUTHORIZED REPRESENTATIVE

Following to the resignation of Mr. Lau, the Board further announces that Mr. Pan Shimin (“**Mr. Pan**”, who is an executive Director and the chairman of the Company) has been appointed as the CEO and authorized representative of the Company with effect from 10 February 2022.

Mr. Pan, aged 51, has over twenty years of corporate and project management experience. Mr. Pan obtained his bachelor’s degree in engineering from the Northeastern University in the Peoples’ Republic of China in 1994. He was a director of the light metals department of HATCH Project Consulting (Shanghai) Co., Ltd. from August 2011 to September 2014. He served as the director of Asia Pacific affairs and the general manager of Brochot (Tianjin) Metallurgical Equipment Manufacturing Co., Ltd. from October 2014 to May 2015. He has been the general manager of the mineral resources department of Beijing Qixing Supply Chain Management Co., Ltd. in 2019.

Mr. Pan will enter into a service contract with the Company without a fixed term. Mr. Pan is entitled to a remuneration to be determined by the Chairman of the remuneration committee of the Company based on market price.

Save as disclosed above, Mr. Pan does not hold any other positions in the Company or any of its subsidiaries and is not connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Pan did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the date of his appointment. As at the date of this announcement, Mr. Pan does not have any interests or deemed interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, there are no any other matters which are required to be brought to the attention of the shareholders of the Company, or to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing Securities on the Stock Exchange (the “**Listing Rules**”) relating to the appointment of Mr. Pan as the CEO of the Company.

Compliance with the CG Code

The Board is aware of the deviation of Code Provision A.2.1 of the Corporate Governance Code and Corporate Governance Report which sets out in Appendix 14 to the Listing Rules states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board shall review the structure from time to time and it will consider the appropriate move to take should suitable circumstance arise.

(3) RESIGNATION OF FINANCIAL CONTROLLER, COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE

The Board announces that Mr. Fu Lui (“**Mr. Fu**”) has tendered his resignation as the financial controller, company secretary and authorized representative of the Company and all other positions of the Group with effect from 10 February 2022.

Following to the resignation of Mr. Fu, the Company is looking for potential candidate(s) to take up the position as soon as reasonably practicable.

Mr. Fu has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Fu for his contribution to the Company during his tenure of service.

(4) APPOINTMENT OF COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE

The Board announces that Mr. Lam Tsz Chung (“**Mr. Lam**”) has been appointed as the company secretary and authorized representative of the Company with effect from 10 February 2022.

Mr. Lam, aged 48, having practised law in Hong Kong for more than 20 years, he is a practising Hong Kong solicitor. Mr. Lam obtained a Bachelor of Laws and a Postgraduate Certificate of Laws from the University of Hong Kong in 1995 and 1996 respectively. He also obtained a Master of Laws from City University of Hong Kong and a Master of Science (Financial Analysis) from the Hong Kong University of Science and Technology. He was formerly the chief legal counsel of Gome Finance Technology Co., Ltd. (formerly known as Sino Credit Holdings Limited) (Stock Code: 00628). Mr. Lam was the non-executive director of Yin He Holdings Limited (Stock Code: 08260). Currently, he is the company secretary of Yin He Holdings Limited (Stock Code: 08260) and the joint company secretary of Acme International Holdings Limited (Stock Code: 01870). He is also a consultant of Messrs. C. W. Lau & Co. holding a practising certificate issued by the Law Society of Hong Kong. Mr. Lam is a China-Appointed Attesting Officer appointed by Ministry of Justice of the People’s Republic of China and a member of the Disciplinary Panel A of The Hong Kong Institute of Certified Public Accountants.

The Board would like to take this opportunity to welcome Mr. Pan and Mr. Lam for joining the Company.

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

Hong Kong, 10 February 2022

As at the date of this announcement, the executive Directors are Mr. Pan Shimin and Mr. Chen Xian and the independent non-executive Directors are Mr. Poon Lai Yin, Michael, Mr. Chen Weijiang and Mr. Char Shik Ngor, Stephen.