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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)

**PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by China Uptown Group Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing second amended and restated memorandum and articles of association of the Company (“**Proposed Amendments**”) to modernize the Company’s governance structure, improve shareholder rights, and ensure alignment with applicable laws, the Listing Rules, and international best practices. The Proposed Amendments include updates to facilitate electronic communication, enhance corporate governance, and improve operational flexibility. In view of the Proposed Amendments, the Board proposes to adopt the third amended and restated memorandum of association and articles of association incorporating and consolidating all the Proposed Amendments (the “**Third Amended and Restated Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the existing second amended and restated memorandum and articles of association of the Company.

The Proposed Amendments are summarised as follows:

1. **Facilitation of Electronic Communication:** Provisions enabling the use of electronic communication for notices, documents, and meetings, including electronic and hybrid meeting participation, voting, and quorum requirements. Shareholders of the Company (the “**Shareholders**”) may now receive notices and documents via email or publication on the Company’s website, subject to applicable regulations.

2. **Treasury Shares:** Expressly allowing the Company to hold shares it repurchases or acquires. The Board is empowered to cancel, transfer, or otherwise deal with treasury shares in accordance with the law and the Listing Rules, providing greater flexibility in managing share capital.
3. **Housekeeping Amendments:** Necessary and consequential updates to align the existing second amended and restated memorandum and articles of association of the Company with applicable laws of the Cayman Islands, the Listing Rules, and international best practices, including improved wording and structure for better clarity and consistency.

The Proposed Amendments reflect the Company's commitment to modernizing its governance, enhancing shareholder rights, and ensuring compliance with regulatory and international best practices.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the annual general meeting of the Company to be held on Thursday, 19 June 2025 (the "AGM"), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other matters, details relating to the Proposed Amendments and the Third Amended and Restated Memorandum and Articles of Association, together with a notice of the AGM, will be despatched to the Shareholders on 26 May 2025.

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

Hong Kong, 22 May 2025

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