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**(I) PLACING OF PLACING SHARES  
AND  
(II) COMPLETION OF THE RIGHTS ISSUE  
AND THE PLACING**

References are made to (i) the circular of China Uptown Group Company Limited (the “**Company**”) dated 22 May 2024 (the “**Circular**”); (ii) the prospectus of the Company dated 21 June 2024 (the “**Prospectus**”); and (iii) the announcements of the Company dated 10 July 2024 and 17 July 2024 (the “**Announcements**”) in relation to, among other things, the Rights Issue and the Placing. Capitalised terms used herein shall have the same meanings as defined in the Circular and the Prospectus unless the context requires otherwise.

**PLACING OF PLACING SHARES**

As disclosed in the Announcements, valid acceptances of PALs and applications under EAFs were received for 10,950,405 Rights Shares. Accordingly, during the placing period between Thursday, 11 July 2024 and Wednesday, 31 July 2024, the Placing Agent conducted the Placing on a best effort basis to seek to procure placees to subscribe for up to 599,763,699 Placing Shares.

The Board announces that the Placing Agent has not been able to place any Placing Shares at the placing price of HK\$0.15 per Placing Share pursuant to the terms of the Placing Agreement.

## **COMPLETION OF THE RIGHTS ISSUE AND THE PLACING**

All conditions to the Rights Issue and the Placing were fulfilled and accordingly, the Rights Issue and the Placing became unconditional at or before 6:00 p.m. on 17 July 2024 and 31 July 2024, respectively.

On completion of the Rights Issue and the Placing which took place on 22 July 2024 and 5 August 2024, respectively:

- (a) 8,347,605 Rights Shares were allotted and issued under valid acceptances of PALs and 2,602,800 Rights Shares were allotted and issued under valid application of EAFs, representing in aggregate approximately 1.8% of the total number of 610,714,104 Rights Shares available for subscription under the Rights Issue; and
- (b) nil Placing Shares were allotted and issued by the Placing Agent under the Placing.

Therefore, the total number of Shares taken by Shareholders under PALs and EAFs under the Rights Issue and the Shares placed under the Placing represents the total number of 10,950,405 Rights Shares available for subscription under the Rights Issue.

## **INTENDED USE OF THE NET PROCEEDS FROM THE RIGHTS ISSUE AND THE PLACING**

As disclosed in the Circular and Prospectus, the gross proceeds from the Rights Issue and the Placing are approximately HK\$1.6 million and the net proceeds from the Rights Issue and the Placing, after deducting the relevant expenses, are estimated to be approximately HK\$0.56 million. The Company has applied and will apply the net proceeds of the Rights Issue and the Placing for payment of professional fee and general working capital of the Company.

## EFFECT OF THE RIGHTS ISSUE AND THE PLACING ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the information available to the Company and to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before and after completion of the Rights Issue and the Placing are as follows:

Shareholders	Immediately before the Rights Issue settlement date		Immediately after the Rights Issue settlement date		Immediately after completion of the Rights Issue and the Placing	
	<i>Number of Shares held</i>	<i>Approximate shareholding %</i>	<i>Number of Shares held</i>	<i>Approximate shareholding %</i>	<i>Number of Shares held</i>	<i>Approximate shareholding %</i>
Ming Hung Fung Company Limited <i>(Note 1)</i>	72,000,000	23.58%	72,000,000	22.76%	72,000,000	22.76%
Places	-	-	-	-	-	-
Other Public Shareholders	<u>233,357,052</u>	<u>76.42%</u>	244,307,457	<u>77.24%</u>	<u>244,307,457</u>	<u>77.24%</u>
Total	<u><u>305,357,052</u></u>	<u><u>100.00%</u></u>	<u><u>316,307,457</u></u>	<u><u>100.00%</u></u>	<u><u>316,307,457</u></u>	<u><u>100.00%</u></u>

*Notes:*

- These Shares are held by Ming Hung Fung Company Limited which is 100% owned by Mr. Liu Dong. By virtue of the SFO, Mr. Liu Dong is deemed to be interested in the Shares held by Ming Hung Fung Company Limited.
- The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

## **DESPATCH OF SHARE CERTIFICATES FOR FULLY-PAID RIGHTS SHARES**

The share certificates for the fully-paid Rights Shares were posted by Tuesday, 23 July 2024 to those entitled to them at their registered addresses by ordinary post at their own risk. Since the Rights Issue became unconditional and proceeded to completion and all excess Rights Shares applied for can be allotted in full, no refund cheque will be posted to any accepting or applying Shareholders.

## **COMMENCEMENT OF DEALINGS OF RIGHTS SHARES IN FULLY-PAID FORM**

Dealings in the fully-paid Rights Shares commenced on the Stock Exchange at 9:00 a.m. on Wednesday, 24 July 2024.

By Order of the Board  
**China Uptown Group Company Limited**  
**Pang Chung Fai Benny**  
*Chairman*

Hong Kong, 5 August 2024

*As at the date of this announcement, the Board consists of four executive Directors, namely Mr. Pang Chung Fai Benny (Chairman), Mr. Fu Yongyuan, Mr. Zhang Xiao Jun and Mr. Liang Zhichao, and three independent non-executive Directors, namely Mr. Yau Sze Yeung, Mr. Chen Weijiang and Mr. Lee Chun Tung.*