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- (1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (2) RESIGNATION OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER;**
- (3) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (4) CHANGE OF MEMBER OF BOARD COMMITTEES; AND**
- (5) CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVES**

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) Mr. Su Zhi Jie (“**Mr. Su**”) was appointed as an independent non-executive Director, a member of each of the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”);
- (2) Mr. Fu Yongyuan (“**Mr. Fu**”) resigned as an executive Director as he would like to spend more time pursuing his own business, and he also ceased to act as the chief executive officer and the chairman of the Nomination Committee;

- (3) Mr. Chen Weijiang (“**Mr. Chen**”) resigned as an independent non-executive Director as he would like to spend more time pursuing his own business, and he also ceased to be a member of each of the Audit Committee and Nomination Committee, and the chairman of Remuneration Committee;
- (4) Mr. Pang Chung Fai Benny was appointed as the chairman of the Nomination Committee;
- (5) Mr. Lee Chun Tung was appointed as the chairman of the Remuneration Committee;
- (6) Ms. Ho Sze Wan (“**Ms. Ho**”) resigned as the company secretary of the Company (the “**Company Secretary**”), and ceased to act as the authorised representative of the Company as required under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the authorised representative of the Company for accepting on the Company’s behalf service of process or notice to be served on the Company in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Authorised Representatives**”); and
- (7) Mr. Cheng Ting Chiu (“**Mr. Cheng**”) was appointed as the Company Secretary and the Authorised Representatives,

all with effect from 30 September 2024.

Each of Mr. Fu, Mr. Chen and Ms. Ho have confirmed that he or she has no disagreement with the Board and there are no any other matters relating to his or her resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The biographical details of each of Mr. Su and Mr. Cheng is set out below:

Mr. Su, aged 42, has more than 10 years’ experience as a qualified internal auditor in the commercial sector. He has been a member of CPA Australia since 2012. He graduated from University of Sydney in Australia in 2006 with a bachelor degree in commerce.

Mr. Su has entered into a service contract with the Company on 30 September 2024 for an initial term of one year commencing from 30 September 2024 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 of association of the Company. Mr. Su is entitled to a director’s fee of HK\$10,000 per month, which is 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.

As at the date of this announcement, Mr. Su:

- (i) does not have or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Future Ordinance;
- (ii) does not hold any position with the Company or any of its subsidiaries;
- (iii) does not have any relationship with any directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) of the Company; and
- (iv) save as disclosed above, has no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the appointment.

Mr. Su has confirmed that (i) he has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or any of its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Mr. Cheng, aged 41, has been a member of Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales since 2011 and 2020 respectively. He has more than eighteen years' experience in accounting, assurance services and company secretarial matters.

The Board would like to extend its appreciation to Mr. Fu, Mr. Chen and Ms. Ho for their valuable contribution during their tenure of office in the Company, and also would like to take this opportunity to welcome Mr. Su for joining the Board and welcome Mr. Cheng on his appointment as Company Secretary.

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

Hong Kong, 30 September 2024

*As at the date of this announcement, the executive Directors are Mr. Pang Chung Fai Benny, Mr. Zhang Xiao Jun and Mr. Liang Zhichao; and the independent non-executive Directors are Mr. Yau Sze Yeung, Mr. Su Zhi Jie and Mr. Lee Chun Tung.*