THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Uptown Group Company Limited** (the "**Company**"), you should at once hand this supplemental circular with the accompanying revised proxy form to the purchaser or transferee or to the bank, licensed securities dealer, other licensed corporation or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

中國上城
CHINA UPTOWN

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)

SUPPLEMENTAL CIRCULAR IN RELATION TO THE RE-ELECTION OF AN ADDITIONAL RETIRING DIRECTOR AT THE ANNUAL GENERAL MEETING AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular to the shareholders of the Company dated 16 April 2026 (the "**Circular**").

A supplemental notice convening the annual general meeting of the Company to be held at Room 1201, 12th Floor, 29 Austin Road, Kowloon, Hong Kong on Friday, 8 May 2026 at 11:00 a.m. is set out in this supplemental circular. A revised proxy form for use at the AGM is enclosed with this supplemental circular.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying revised proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the revised proxy form will not preclude you from attending and voting in person at the AGM and at any adjournment thereof, should you so wish and in such event, the instrument(s) appointing a proxy shall be deemed to be revoked.

22 April 2026

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Supplemental Notice of AGM AGM-1

In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM"	the annual general meeting of the Company to be held at Room 1201, 12th Floor, 29 Austin Road, Kowloon, Hong Kong on Friday, 8 May 2026 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the AGM Notice and the Supplemental AGM Notice, or any adjournment thereof
"AGM Notice"	the notice convening the AGM set out on pages AGM-1 to AGM-6 of the Circular
"Articles"	the third amended and restated articles of association of the Company currently in force
"Board"	the board of Directors
"Company"	China Uptown Group Company Limited (Stock Code: 2330), a company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	20 April 2026, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	The People's Republic of China

"Revised Proxy Form"	the revised form of proxy sent together with this supplemental circular
"SFO"	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supplemental AGM Notice"	the supplemental notice convening the AGM set out on pages AGM-1 to AGM-2 of this supplemental circular

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)

Executive Directors:
Ms. WU Yanhua *(Chief Executive Officer)*
Mr. LIU Jian Hui
Mr. LAU Chi Yan, Pierre
Mr. QIAN Sheng Hua

Independent Non-Executive Directors:
Mr. YAU Sze Yeung
Mr. SU Zhi Jie
Ms. Aika OUJI

Registered Office:
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Room 1201, 12th Floor
29 Austin Road
Kowloon
Hong Kong

22 April 2026

To the Shareholders

Dear Sirs,

SUPPLEMENTAL CIRCULAR
IN RELATION TO THE RE-ELECTION OF AN ADDITIONAL RETIRING DIRECTOR AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, among other things, information regarding the resolutions to be proposed at the AGM.

The purpose of this supplemental circular is to give you the Supplemental AGM Notice and provide you with further information regarding the resolution to be proposed at the AGM for approving the re-election of an additional retiring Director.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consists of seven Directors, namely Ms. Wu Yanhua *(Chief Executive Officer)*, Mr. Liu Jianhui, Mr. Lau Chi Yan, Pierre, Mr. Qian Sheng Hua, Mr. Yau Sze Yeung, Mr. Su Zhi Jie and Ms. Aika Ouji.

Subsequent to the despatch of the Circular and as disclosed in the announcement of the Company dated 20 April 2026, Mr. Qian Sheng Hua has been appointed as an executive Director with effect from 20 April 2026. Pursuant to article 86(3) of the Articles, any Director appointed by the Board, either to fill a casual vacancy on the Board or as an additional to the existing Board, shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Mr. Qian Sheng Hua shall retire from office as a Director at the AGM and being eligible, offers himself for re-election. As a result, there are now four retiring Directors standing for re-election as Directors at the AGM. The resolution relating to the re-election of Mr. Qian Sheng Hua as a Director will be proposed under item 2 of the AGM Notice. Biographical details of Mr. Qian Sheng Hua are set out in the appendix to this supplemental circular.

Recommendation of the Nomination Committee

The nomination committee of the Company (the "**Nomination Committee**"), having reviewed the composition of the Board, nominated Mr. Qian Sheng Hua to the Board for it to recommend to Shareholders for re-election at the AGM. The nomination was made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, details of which are set out in the 2025 annual report of the Company. The Nomination Committee had also taken into account of his expected contributions to the Board and his commitment to his role.

The Board accepted Nomination Committee's nomination and recommended Mr. Qian Sheng Hua to stand for re-election by Shareholders at the AGM. The Board considers that the re-election of Mr. Qian Sheng Hua as Director is in the best interest of the Company and Shareholders as a whole.

ANNUAL GENERAL MEETING AND REVISED PROXY FORM

Set out on AGM-1 and AGM-2 of this supplemental circular is a supplemental notice convening the AGM to consider and, if appropriate, to approve, among others, the newly added ordinary resolution relating to the proposal for the re-election of an additional retiring Director.

Since the original form of proxy does not contain the proposed resolution for the re-election of Mr. Qian Sheng Hua as a Director as set out in this supplemental circular, the Revised Proxy Form has been prepared and is enclosed with this supplemental circular.

A Revised Proxy Form for use at the AGM is enclosed herewith. If you are unable to attend and/or vote at the AGM in person, you are requested to complete the Revised Proxy Form and return it to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the Revised Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked. If you have not yet deposited the original form of proxy, you are requested to deposit only the Revised Proxy Form if you intend to appoint a proxy to attend the AGM on your behalf. Any Shareholder who has already deposited the original form of proxy should note that:

(i) if the Revised Proxy Form is deposited not later than 48 hours before the time for holding the AGM (i.e. before 11:00 a.m. on Wednesday, 6 May 2026) or any adjournment thereof, the Revised Proxy Form will revoke and supersede the original form of proxy previously deposited by the Shareholder. The Revised Proxy Form (if duly completed) will be treated as a valid form of proxy deposited by the Shareholder;

(ii) if no Revised Proxy Form is deposited not later than 48 hours before the time for holding the AGM (i.e. before 11:00 a.m. on Wednesday, 6 May 2026) or any adjournment thereof, the original form of proxy (if duly completed) will be treated as a valid form of proxy deposited by the Shareholder. The proxy so appointed pursuant to the original form of proxy will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the newly added ordinary resolution as set out in the Supplemental AGM Notice; and

(iii) if the Revised Proxy Form is deposited after 48 hours before the time appointed for the AGM (i.e. after 11:00 a.m. on Wednesday, 6 May 2026) or any adjournment thereof, or if lodged not less than 48 hours before the time appointed for the AGM (i.e. before 11:00 a.m. on Wednesday, 6 May 2026) or any adjournment thereof but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the original form of proxy if correctly completed, will be entitled to vote in the manner as mentioned in (ii) above as if no Revised Proxy Form was lodged with Union Registrars Limited. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with Union Registrars Limited not less than 48 hours before the time appointed for the AGM (i.e. before 11:00 a.m. on Wednesday, 6 May 2026) or any adjournment thereof.

Apart from the new ordinary resolution and other information as set out in this supplemental circular, all other matters to be dealt with at the AGM remain unchanged. For details of other resolutions to be considered and approved at the AGM and other relevant matters, please refer to the Circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the eligibility of the Shareholders to attend and vote at the AGM to be held on Friday, 8 May 2026, the register of members of the Company will be closed from Monday, 4 May 2026 to Friday, 8 May 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at 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 Thursday, 30 April 2026. The record date for ascertaining Shareholders' entitlement to attend and vote at the AGM is Friday, 8 May 2026.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

RECOMMENDATIONS

The Board considers that the re-election of Mr. Qian Sheng Hua as Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of relevant resolution to be proposed at the AGM.

GENERAL

Your attention is also drawn to the appendix to this supplemental circular.

MISCELLANEOUS

The English text of this supplemental circular shall prevail over the Chinese text for the purpose of interpretation.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

Yours faithfully,
By Order of the Board
China Uptown Group Company Limited
Wu Yanhua
Executive Director and Chief Executive Officer

As required by the Listing Rules, the details of the additional retiring Director proposed to be re-elected at the AGM are set out below.

EXECUTIVE DIRECTOR

Mr. Qian Sheng Hua ("Mr. Qian"), aged 49, was appointed as an executive Director on 20 April 2026.

He has 25 years of experience in the upstream and downstream of the real estate industry through holdings various positions in technology, sales and management. From 2010 to 2025, he served as a director and general manager of Guangdong Wuhua Zhengya Investment Co., Ltd.*(廣東物華正雅投資有限公司). Since 2021, Mr. Qian has also served as the chief executive officer of Chongyang Chongsheng Real Estate Co., Ltd.*(崇陽縣崇盛置業有限公司), a real estate development company, responsible for overseeing the overall operations and management of that company.

Mr. Qian possesses comprehensive management experience and professional capabilities in real estate project investment, development and construction, operation management, supply chain system construction and legal risk control.

Mr. Qian has entered into a service contract with the Company on 20 April 2026 for an initial term of one year commencing from 20 April 2026 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. Mr. Qian is entitled to a director's fee of HK$50,000 per month and discretionary bonus, which is determined by the Board with reference to the recommendation from the remuneration committee of the Company based on his duties and responsibilities in the Group and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Qian did not (i) hold any directorships in any other listed companies in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (v) have or deemed to have any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, neither is there any further information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to the re-election of Mr. Qian that needs to be brought to the attention of the Shareholders.

* *For identification purpose only*

China Uptown Group Company Limited
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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**" or the "**Meeting**") of China Uptown Group Company Limited (the "**Company**") will be held at Room 1201, 12th Floor, 29 Austin Road, Kowloon, Hong Kong on Friday, 8 May 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTION

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matter as set out in the supplemental circular of the Company dated 22 April 2026 (the "**Supplemental Circular**"), the following resolution in additional to the resolutions as set out in the original notice dated 16 April 2026 will also be considered and, if thought fit, with or without amendments, as ordinary resolution of the Company:

2. (i) (d) To re-elect Mr. Qian Sheng Hua as an executive director of the Company.

By Order of the Board of
China Uptown Group Company Limited
Wu Yanhua
Executive Director and Chief Executive Officer

Hong Kong, 22 April 2026

Registered Office:
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Room 1201, 12th Floor
29 Austin Road
Kowloon
Hong Kong

Notes:

1. Details of the resolution stated above are set out in the Supplemental Circular. A revised form of proxy containing, among others, the above resolution is enclosed with the Supplemental Circular. Please refer to the section headed "Annual General Meeting and Revised Proxy Form" on pages 5 and 6 of the Supplemental Circular for arrangements on the completion and submission of the revised proxy form.

2. Apart from the newly added resolution and other information as set out in the Supplemental Circular, all other matters to be dealt with at the AGM remain unchanged. For details of the other resolutions to be considered and approved at the AGM, eligibility for attending/voting at the AGM, closure of register of members of the Company and other relevant matters, please refer to the circular of the Company dated 16 April 2026.

3. As at the date of this supplemental notice, the executive Directors are Ms. Wu Yanhua *(Chief Executive Officer)*, Mr. Liu Jianhui, Mr. Lau Chi Yan, Pierre and Mr. Qian Sheng Hua, and the independent non-executive Directors are Mr. Yau Sze Yeung, Mr. Su Zhi Jie and Ms. Aika Ouji.