

**China Uptown Group Company Limited**  
(the “Company”)

**Procedures for shareholders to propose a person for election as a director**

If a member (“the said member”) wishes to propose a person (“the said person”) other than an existing director of the Company for election as a director at the general meeting appointed for such election (“the Meeting”), the said member shall give the Company:—

1. a Notice signed by the said member (other than the said person) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose the said person for election; and
2. a Notice signed by the said person to be proposed of his willingness to be elected

shall have been lodged at the head office or at Registration Office provided that the minimum length of the period, during which such Notice(s) may be given, shall be at least seven (7) days and that the period for lodgment of such Notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Further, before the said member proposes the said person for election as a new director of the Company, he should ensure that the said person will satisfy the Hong Kong Stock Exchange Limited as to his/her character, experience and integrity and also his/her fitness and competence to act as a director. In assessing the eligibility of the said person, the Company will take the following information into account:—

- a. details of his/her licenses, academic and professional qualifications, including the year they were obtained and the granting institutions; and
- b. any breaches of laws, rules and regulations in the relevant industry which have bearing on his/ her integrity and/or competence