

Monthly Return of Equity Issuer on Movements in Securities

 For the month ended (dd/mm/yyyy):
 31 July 2010

To : Hong Kong Exchanges and Clearing Limited

	China Uptown Group Company Limited
Name of Issuer	中國上城集團有限公司
Date Submitted	3 Aug 2010

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>2330</u> Descrip	ption : <u>CHINA</u>	UPTOWN	
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	3,000,000,000	0.10	300,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	3,000,000,000	0.10	300,000,000
(2) Stock code : Descrip	ption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A	N/A	N/A

2. Preference Shares

Stock code : Descr	ription :		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A	N/A	N/A

3. Other Classes of Shares

Stock code :Descri	Description :					
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding month	N/A	N/A	N/A			
Increase/(decrease)	N/A		N/A			
Balance at close of the month	N/A	N/A	N/A			

Total authorised share capital at the end of the month (HK\$) : 300,000,000

II. Movements in Issued Share Capital

	No. of ordin	nary shares	No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	851,980,000	N/A	N/A	N/A		
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A		
Balance at close of the month	851,980,000	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share	Options	(under Shai	e Option So	chemes of the	Issuer)

Particulars of share option scheme including EGM			,		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date		Movement durin	g the month	thereto	as at close of the month	
(dd/mm/yyyy) and -		Wiovement dum	g the month			
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option						
Scheme						
approved at						
the EGM on						
(20 / 01 / 2003)						
Exercise price:						
HK\$1.18						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	17,948,000
(Note 1)						
2.Share Option						
Scheme						
approved at						
the AGM on						
(30 / 11 / 2009)						
Exercise price:						
HK\$0.88						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	10,000,000
(Note 1)	,					
3. N/A						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
		Tot	al A. (Ordin	nary shares)	Nil	
				ence shares)	N/A	
				Other class)	N/A	
Total funds raised dur	ing the month	from exercise of				
options (HK\$)				Nil		

Warrants to Issue Shares of the Is		- h - T istad		For Main Board	and GEM liste	d issuers
Description of warrants Date of expiry - dd/mm/yyyy)		Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	N/A	N/A	N/A	N/A	N/A	N/A
	-					
<pre>(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date</pre>						
(if applicable) (dd/mm/yyyy)						
2. N/A	N/A	N/A	N/A	N/A	N/A	N/A
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date	- 	·				
(if applicable) (dd/mm/yyyy)						
3. N/A	N/A	N/A	N/A	N/A	N/A	N/A
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A) N/A	N/A	N/A	N/A	N/A
Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
		Total		nary shares)	N/A N/A	
				Other class)	N/A	

For Main Board and GEM listed issuers

Convertibles (i.e. Convertible	into Shares of the l	Issuer which are to		For Main Board		
Class and description		Amount at close of preceding month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Redeemable						
Preference Shares	HK\$	35,000,000	Nil	35,000,000	Nil	350,000,000
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>) Subscription price	Ordinary HK\$0.40					
EGM approval date (if applicable) (dd/mm/yyyy))	(28 / 06 / 2006 08 / 06 / 2007					
2. Convertible Redeemable Preference A Shares	HK\$	11,000,000	Nil	11,000,000	Nil	110,000,000
Stock code (if listed)						
Class of shares	Ondinanti					
issuable (<i>Note 1</i>) Subscription price	Ordinary HK\$0.40					
EGM approval date (if applicable)						
(dd/mm/yyyy)	(28 / 12 / 2006 N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
				nary shares) ence shares) Other class)	Nil N/A N/A	

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1	N/A	N/A
2		
	N/A	N/A
(/ /) shares (Note 1)	N/A	N/A
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	Other Movements i	n Issued Share Capi	tal					
							No. of new shares of issuer issued during the month pursuant thereto	which may be
	Type of Issue							
				Class of shares issuable (Note 1)				
1.	Rights issue	At price : State currence		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							<u>IV/A</u>	<u>IV/A</u>
				Class of shares issuable (<i>Note 1</i>)				
2.	Open offer	At price : State currence		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							<u>IV/A</u>	
				Class of shares issuable (Note 1)				
3.	Placing	At price : State currence		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							<u>N/A</u>	<u>IV/A</u>
				Class of shares issuable (<i>Note 1</i>)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		NT/ A
							<u>N/A</u>	<u>N/A</u>

				For Main	n Bo	ard and GEM listed	
						No. of new shares of issuer issued during the month pursuant thereto	which may be
	Type of Issue						
			Class of shares issuable (Note 1)				
5.	Scrip dividend	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares				
			repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares				
			redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable				
8.	Consideration issue	At price : State	(Note 1) Issue and allotment	(/ /)		
		currency —	date : (dd/mm/yyyy) EGM approval date:	(/ /)		
			(dd/mm/yyyy)			N/A	N/A

Type of Issue Class of shares issuable				For Main B	oard and GEM liste	
issued during the which may be month pursuant issued during the which may be issued during the month issue and allotment $(/ / /)$ issue and allotment $(/ / /)$ issue and allotment $(/ / /)$ issue and allotment $(/ /)$ issue and allotment						
month pursuant issued pursuant thereto issued pursuant thereto as at close of the month Type of Issue Class of shares issuable						
Type of Issue Class of shares issuable (Note 1) Issue and allotment (1 / 1) N/A 9. Capital reorganisation Issue and allotment (1 / 1) Issue and allotment (1 / 1) N/A Io. Other (Please specify) At price : State currency Class of shares issuable (Note 1) N/A Io. Other (Please specify) At price : State currency Class of shares issuable (1 / 1) N/A Io. Other (Please specify) At price : State currency Class of shares issuable (1 / 1) N/A Io. Other (Please specify) At price : Other (1) Issue and allotment (1 / 1) N/A Io. Other (Please specify) At price : Other (1) Issue and allotment (1 / 1) N/A Io. Other (Please specify) At price : Other (1) Issue and allotment (1 / 1) N/A Io. Other (Please specify) At price : Other (1) Issue and allotment (1 / 1) N/A Io. Other (1) Issue and allotment (1 / 1) Issue and allotment (1 / 1) N/A						
close of the month Type of Issue Class of shares issuable						thereto as at
$\frac{\text{month}}{\text{Type of Issue}}$ 9. Capital reorganisation $\frac{\text{Class of shares issuable } (///) \text{ lssue and allotment } (/$					ulereto	
9. Capital reorganisation Class of shares issuable						
9. Capital reorganisation $ \begin{array}{ccccccccccccccccccccccccccccccccccc$	Type of Issue					
9. Capital reorganisation $ \begin{array}{ccccccccccccccccccccccccccccccccccc$			Class of shares issued			
reorganisation $date : (dd/mm/yyyy)$ EGM approval date: $(/ /)$ $(dd/mm/yyyy)$ $N/A N/A$ N/A M/A N/A M/A N/A M/A N/A N/A N/A N/A N/A N/A N/A N/A				Jic		
$\frac{N/A}{N/A}$				(/ /)	
$\frac{N/A}{N/A}$			ECM	(11))	
N/A N/A 10. Other (Please specify) At price : $\frac{State}{currency}$ Class of shares issuable)	
10. Other (Please specify) At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) HeGM approval date: EGM approval date: (dd/mm/yyyy) N/A N/A Total E. (Ordinary shares) N/A					N/A	N/A
10. Other (Please specify) At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) HeGM approval date: EGM approval date: (dd/mm/yyyy) N/A N/A Total E. (Ordinary shares) N/A						
10. Other (Please specify) At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) (/) EGM approval date: (/ /) (/ /) N/A N/A N/A				ole		
Interview N/A N/A N/A N/A N/A Total E. (Ordinary shares) N/A (Preference shares) N/A	10. Other (Please specify)	At price : State	— Issue and allotment	(/ /)	
(Preference shares) N/A				(/ /		N/A
(Preference shares) N/A			Total E.	(Ordinary sha	ures) N/A	
(Other class) N/A					res) N/A	-
				(Other cl	ass) N/A	- -

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil			
	(2)	N/A			
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A			
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A			
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)					

Remarks (if any):

Submitted by: Fu Lui

 Company Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.