

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 October 2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China Uptown Group Company Limited 中國上城集團有限公司			
Date Submitted	3 November 2011			

I. Movements in Authorised Share Capital

# 1. Ordinary Shares

(1) Stock code : <u>2330</u> Descrip	(1) Stock code : 2330 Description : CHINA 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	ption :		
	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 Share Option Schemes of the Issuer)
Dertionland of share

				No. of new shares of	No. of new shares of		
					issuer which may be		
					issued pursuant thereto		
	Movement duri	ng the month		thereto	as at close of the month		
m/yyyy) ands of shares							
	<b>F</b> · 1	G 11 1	<b>T</b> 1				
Granted	Exercised	Cancelled	Lapsed				
Nil	Nil	Nil	Nil	Nil	17,252,000		
NT'1	NT'1	NT'1	NT'1	NT'1	10,000,000		
N1I	Nil	N1l	N1I	Nil	10,000,000		
N/A	N/A	NI/A	N/A	N/A	N/A		
11/17	11/7		11/7				
	То	otal A. (Ordin	ary shares)	Nil			
			-	N/A			
				N/A			
ing the month	n from exercise o	f	Nil				
	Nil N/A	Granted       Exercised         Nil       Nil         Nil       Nil         Nil       Nil         Nil       Nil         NiA       N/A         To	Nil       Nil       Nil         Nil       Nil       Nil         N/A       N/A       N/A         Total A. (Ordir (Prefere	Granted     Exercised     Cancelled     Lapsed       Nil     Nil     Nil     Nil       Nil     Nil     Nil     Nil       Nil     Nil     Nil     Nil       N/A     N/A     N/A     N/A       Total A.     (Ordinary shares) (Preference shares) (Other class)	issuer issued during the month pursuant thereto         Granted       Exercised       Cancelled       Lapsed         Nil       Nil       Nil       Nil         N/A       N/A       N/A       N/A         (Other class)       N/A       N/A         ing the month from exercise of       Nil       Nil		

Warrants to Issue Shares of the Is 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
	-					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date (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 (Note 1)						
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 ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy) 4. N/A	<u> </u>	/	N/A	N/A	N/A	N/A
T, I W/I X		10/11	1 1/1 1	10/1	10/2	1.0/2.1
( / / )						·
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subcomintion miss						
EGM approval date (if applicable) (dd/mm/yyyy)	( / )					
		Total	B. (Ordin	nary shares)	N/A	
				ence shares)	N/A	
			(	Other class)	N/A	

For Main Board and GEM listed issuers

		1.1		For Main Board	and GEM liste	d issuers
Convertibles (i.e. Convertible i		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	368,421,052
Stock code (if listed) Class of shares	N/A					
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.38					
EGM approval date (if applicable) (dd/mm/yyyy))	( 28 / 06 / 2006 a 08 / 06 / 2007 )					
2. Convertible Redeemable Preference A Shares	HK\$	11,000,000	Nil	11,000,000	Nil	115,789,473
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> ) Subscription price	Ordinary HK\$0.38					
EGM approval date (if applicable)						
(dd/mm/yyyy)	( 28 / 12 / 2006 HK\$	<u>)</u> 160,000,000	Nil	160,000,000	Nil	271,186,44
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> ) Subscription price	Ordinary HK\$0.59					
EGM approval date (if applicable) (dd/mm/yyyy)	( 18 / 10 / 2010 HK\$	<u>)</u> 230,000,000	N/A	230,000,000	Nil	283,425,75
due 2014						
Stock code (if listed)	N/A			·		
Class of shares issuable ( <i>Note 1</i> )	Ordinary HK\$0.8115					
EGM approval date (if applicable) (dd/mm/yyyy)	(14/01/2011	)	Total C. (Ordi	nary shares)	Nil	
			(Prefer	ence shares)	N/A N/A	- - -

	nan under Share Option Schemes)	-	
( / / )       N/A       N/A         ( / / )       shares (Note 1)       N/A         ( / / )       shares (Note 1)       N/A         ( / / )       shares (Note 1)       N/A         3.       ( / / )       shares (Note 1)         ( / / )       shares (Note 1)       N/A         ( / / )       ( / / )       N/A	if applicable, and class of shares issuable:	issuer issued during the month pursuant	
2.			27/4
( / / )       N/A         3.       ( / / )         ( / / )       N/A         ( / / )       N/A         N/A       N/A	shares (Note 1)	N/A	N/A
3	2	-	
3		-	
( / / )       shares (Note 1)       N/A       Total D. (Ordinary shares)       N/A       (Preference shares)       N/A	shares (Note 1)	N/A	N/A
Total D.(Ordinary shares)N/A(Preference shares)N/A	3	-	
Total D.(Ordinary shares)N/A(Preference shares)N/A		-	
Total D.(Ordinary shares)N/A(Preference shares)N/A			
(Preference shares) N/A	shares (Note 1)	N/A	N/A
(Preference shares) N/A	Total D (Ordinary shares)		
(Other class) N/A			
	(Other class)	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	n Issued Share Capital						
							No. of new shares of issuer issued during the month pursuant thereto	which may be
	Type of Issue							
			Class of shares issuable ( <i>Note 1</i> )					
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(	/ /	)		
			EGM approval date: (dd/mm/yyyy)	(	/ /	)	N7/4	N7/4
							<u>N/A</u>	<u>N/A</u>
			Class of shares issuable ( <i>Note 1</i> )					
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(	/ /	)		
			EGM approval date: (dd/mm/yyyy)	(	/ /	)		
							<u>N/A</u>	<u>N/A</u>
			Class of shares issuable ( <i>Note 1</i> )					
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(	/ /	)		
			EGM approval date: (dd/mm/yyyy)	(	/ /	)		
							<u>N/A</u>	<u>N/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)	(	/ /	)		
							<u>N/A</u>	<u>N/A</u>
L								

				For Mair	ı Bo	ard and GEM listed	
						No. of new shares of issuer issued during the month pursuant thereto	which may be
	Type of Issue						
5.	Scrip dividend	At price : State	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	<u>N/A</u>	N/A
			Class of shares repurchased ( <i>Note 1</i> )				
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 ( <i>Note 1</i> )				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		N7/-
						N/A	N/A

				For Mai	For Main Board and GEM listed issuers			
					i	No. of new shares of issuer ssued during the month pursuant thereto	which may be	
	Type of Issue							
9.	Capital reorganisation		Class of shares issua (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	able ( / / ( / /		<u>N/A</u>	N/A	
			Class of shares issua (Note 1)	able				
10.	Other (Please specify)	At price :	Issue and allotment date : (dd/mm/yyyy)	( / /	)			
			EGM approval date: (dd/mm/yyyy)	( / /	)	<u>N/A</u>	N/A	
			Total E.	(Ordinary (Preference (Othe		) N/A	- - -	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil				
	(2)	Nil				
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		Nil				
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		Nil				
(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.