

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30 November 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 | 6 December 2011 | | | | |

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : 2330 Description : CHINA UPTOWN | | | | | | | | |
|--|------------------------|----------------------------------|---|--|--|--|--|--|
| | No. of ordinary shares | Par value (<i>HK\$</i>) | 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 | otion : | | | | | | | |
| | 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

| Shar | e C | ption | is (| under | Share | Option | Schemes | of the | (ssuer) |
|------|-----|-------|------|-------|-------|--------|---------|--------|---------|
| - | | | | | | | | | |

| Particulars of share option scheme including EGM approval date Movement during (dd/mm/yyyy) and | | | , | | 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 |
|---|---------------|-----------|-----------|------------------------------|---|--|
| class of shares issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1.Share OptionSchemeapproved atthe EGM on(20 / 01 / 2003)Exercise price:HK\$1.18Ordinary shares(Note 1) | Nil | Nil | Nil | Nil | Nil | 17,252,000 |
| 2.Share Option Scheme approved at the AGM on (30 / 11 / 2009) Exercise price: HK\$0.88 Ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 10,000,000 |
| <u>3. N/A</u> (/ /) (/ /) shares (Note 1) | N/A | N/A | N/A | N/A | N/A | N/A |
| Total funds raised dur | ing the month | | (| ence shares) Other class) | Nil N/A N/A | |
| options (HK\$) | | | | Nil | | |

| Warrants to Issue Shares of the Is | | h - T | | For Main Board and GEM listed issuers | | | | |
|---|--------------------------|---|----------------------------------|---|--|--|--|--|
| Description of warrants Date of expiry - dd/mm/yyyy) | Currency of D nominal | 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 (<i>Note 1</i>) Subscription price | | | | | | | | |
| EGM approval date (if applicable) | | | | | | | | |
| (dd/mm/yyyy) | NT / A | | NT / A | | | | | |
| 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) | <u>(/ /</u> N/A |) | NT/A | NT/A | NT/A | | | |
| 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) | (/ / |) | | | | | | |
| | | Total | B. (Ordin | nary shares) | N/A | | | |
| | | | (Prefere | ence shares) | N/A | | | |
| | | | (| Other class) | N/A | | | |

For Main Board and GEM listed issuers

| Convertibles (i.e. Convertible | into Change of the I | | | For Main Board | and GEM liste | d issuers |
|--|------------------------------------|--|-----------------|------------------------------------|--|--|
| 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 | 368,421,052 |
| | | | | | | |
| Stock code (if listed) | N/A | | | | , | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary | | | | | |
| Subscription price | HK\$0.38 | | | | | |
| 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 | 115,789,473 |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date | Ordinary HK\$0.38 | | | | | |
| (if applicable) (dd/mm/yyyy) | (28 / 12 / 2006 |) | | | | |
| 3. 4% Convertible Bonds due 2013 | HK\$ | 160,000,000 | Nil | 160,000,000 | Nil | 271,186,440 |
| 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) 4. 0% Convertible Bonds | (18 / 10 / 2010 HK\$ |) 230,000,000 | N/A | 230,000,000 | Nil | 283,425,754 |
| due 2014 | | | | | | |
| Stock code (if listed) | N/A | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary | | | | | |
| Subscription price | HK\$0.8115 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (14/01/2011 |) | | | | |
| (((() ((() (() () (() () () () () () () | (17/01/2011 | / | Total C. (Ordin | nary shares) | Nil | |
| | | | (Prefere | ence shares) | N/A | • - |
| | | | (| Other class) | 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 |
| (/ /) | 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 in | n Issued Sha | are Capital | | | | | |
|----|--------------------|--------------|-------------|--|-------|---|--|--------------|
| | | | | | | | 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 | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | <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) | (/ / |) | NT/ A | NT/A |
| | | | | | | | <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) | (/ / |) | NT/ 4 | NT/ 4 |
| | | | | | | | <u>N/A</u> | <u>N/A</u> |
| | | | | | | | | |

| | | | | For Main | For Main Board and GEM listed issuers | | | |
|----|----------------------|------------------------------|---|----------|---------------------------------------|--|--------------|--|
| | | | | | | 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 (<i>Note 1</i>) | | | | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (/ / | | | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A | |
| | | | | | | | | |
| | | | 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 (<i>Note 1</i>) | | | | | |
| 8. | Consideration issue | At price : State currency | - Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A | |
| | | | | | | <u>N/A</u> | <u>N/A</u> | |
| | | | | | | | | |

| | | | | | No. of new | |
|-------------------------|--------------------------------|--|---|---|--|---|
| | | | | | shares of issuer issued during the month pursuant thereto | which may be |
| pe of Issue | | | | | | |
| | | Class of shares issua (Note 1) | ble | | | |
| apital corganisation | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | <u>N/A</u> | <u>N/A</u> |
| | | Class of shares issua (Note 1) | ble | | | |
| ther 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. | (Preference s | shares | s) N/A | |
| | apital organisation ther | apital organisation | Class of shares issua (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | apital organisation Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ / date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) (/ / date : (dd/mm/yyyy) ther elease specify) At price : Issue and allotment date : (dd/mm/yyyy) (/ / date : (dd/mm/yyyy) EGM approval date: (Note 1) (/ / date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) (/ / class of shares issuable (/ / date : (dd/mm/yyyy) | apital Class of shares issuable | thereto pe of Issue $ \begin{array}{c} \text{Class of shares issuable} & & \\ (Note 1) & \\ \text{Issue and allotment} & (///) & \\ \text{date : (dd/mm/yyyy)} & \\ \text{EGM approval date:} & (///) & \\ (dd/mm/yyyy) & & \\ \end{array} $ ther $ \begin{array}{c} \text{Class of shares issuable} & & \\ (Note 1) & \\ \text{Issue and allotment} & (///) & \\ \hline (Note 1) & \\ \text{Issue and allotment} & (///) & \\ \hline \text{date : (dd/mm/yyyy)} & \\ \hline \text{EGM approval date:} & (///) & \\ \hline \text{CMM} & \\ \hline \text{Total E. (Ordinary shares)} & \\ N/A & \\ \hline \end{array} $ |

| 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: <u>Fu Lui</u>

 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.