

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.