

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 March 2012

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 | 5 April 2012 |
| Date Sublitted | 5 April 2012 |

I. Movements in Authorised Share Capital

1. Ordinary Sharesp

| (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 | 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 | [ssuer) | | | |
|------------------------|----------------|-----------------|---------------|----------------|----------------------|--------------------------|
| Particulars of share | • | | | | No. of new shares of | No. of new shares of |
| option scheme | | | | | issuer issued during | issuer which may be |
| including EGM | | | | | the month pursuant | issued pursuant thereto |
| approval date | | M | | | thereto | as at close of the month |
| (dd/mm/yyyy) and | | Movement duri | ng the month | | | |
| class of shares | Granted | Exercised | Cancelled | Longod | | |
| issuable | Granted | Exercised | Cancelleu | 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 | 17,252,000 |
| | INII | 1111 | 1111 | 1111 | 1111 | 17,252,000 |
| (Note 1) | | | | | | |
| | | | | | | |
| 2.Share Option | | | | | | |
| Scheme | | | | | | |
| approved at | | | | | | |
| the AGM on | | | | | | |
| (30 / 11 / 2009) | | | | | | |
| Exercise price: | | | | | | |
| HK\$0.88 | | | | | | |
| | NI:1 | NI:1 | NT:1 | NI:1 | NI:1 | 10,000,000 |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | 10,000,000 |
| (Note 1) | | | | | | |
| | | | | | | |
| 3.Share Option | | | | | | |
| Scheme | | | | | | |
| approved at | | | | | | |
| the AGM on | | | | | | |
| (30 / 11 / 2009) | | | | | | |
| Exercise price: | | | | | | |
| HK\$0.52 | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | 30,000,000 |
| (Note 1) | 1111 | | 1 111 | | 1111 | 50,000,000 |
| | | Ta | tol A (Ond: | norry abarras) | N:1 | |
| | | 10 | tal A. (Ordin | • | Nil | |
| | | | | ence shares) | N/A | |
| | | | (| Other class) | N/A | |
| Total funds raised dur | ring the month | from exercise o | f | | | |
| options (HK\$) | | | | 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

| Commentibles (i.e. Commentible i | nte Chance of the L | | | 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) | N/A | | | | | |
| issuable (Note 1) | Ordinary | | | | | |
| Subscription price | HK\$0.38 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy)) 2. Convertible Redeemable | (28 / 06 / 2006 a 08 / 06 / 2007) | | | | | |
| Preference A Shares | HK\$ | 11,000,000 | Nil | 11,000,000 | Nil | 115,789,473 |
| Stock code (if listed) | | | | | | |
| issuable (<i>Note 1</i>) Subscription price | Ordinary HK\$0.38 | | | | | |
| (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\$ |) 230,000,000 | N/A | 230,000,000 | Nil | 314,917,50 |
| Stock code (if listed) | | | | · | | |
| Class of shares issuable (<i>Note 1</i>) Subscription price | Ordinary HK\$0.73035 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (14 / 01 / 2011 |) | Total C. (Ordi (Prefer | nary shares) ence shares) | Nil N/A | - |
| | | | | Other class) | 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 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 Main Board and GEM listed issue | | | |
|----|----------------------|------------------|---|-------------------------------------|---|--|--------------|
| | | | | | | 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 Mair | <u>1 Bo</u> ar | d and GEM liste | |
|-----|---------------------------|------------|---|------------------------------------|----------------|---|--------------|
| | | | | | | No. of new shares of issuer ssued during the month pursuant thereto | which may be |
| | Type of Issue | | | | | | |
| 9. | Capital reorganisation | | Class of shares issual (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) | (/ / | | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | <u>N/A</u> | <u>N/A</u> |
| 10 | Other | | Class of shares issual (Note 1) | ble | | | |
| 10. | (Please specify) | At price : | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | Total E. | (Ordinary (Preference (Other | shares |) 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.