

Monthly Return of Equity Issuer on Movements in Securities

 For the month ended (dd/mm/yyyy) :
 30 November 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 December 2012			

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>2330</u> Descri	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 :Descri	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	Description :				
	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 ordir	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	<u>N/A</u>		
Increase/ (decrease) during the month	89,473,683	N/A	N/A	N/A		
Balance at close of the month	941,453,683	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (under Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and _			ring 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	
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option Scheme				T *** *		
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
2.Share Option Scheme approved at						
the AGM on (30 / 11 / 2009)						
Exercise price: HK\$0.52						
Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	30,000,000
3.Share Option Scheme						
(/ /) Exercise price:						
Ordinary shares (Note 1)						
		,	Total A. (Ordi		Nil	
				ence shares) Other class)	N/A N/A	
Total funds raised dur options (HK\$)	ring the montl	n from exercise o		Nil		

Warrants to Issue Shares of the Iss		h a Tista d		For Main Board and GEM listed issuers			
Description of warrants Date of expiry – dd/mm/yyyy)	Currency of T 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)		·					
(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 (<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	
(/ /) Steal and (if listed)							
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)							
Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
		Total		nary shares)	N/A		
				ence shares)	N/A	<u>.</u>	
			(Other class)	N/A		

For Main Board and GEM listed issuers

lass and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the 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	7,500,000	27,500,000	78,947,368	289,473,684
			(Remark 1)		(Remark 1)	
Stock code (if listed)						
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	1,000,000 (Remark 2)	10,000,000	10,526,315 (Remark 2)	105,263,158
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price EGM approval date (if applicable)	HK\$0.38					
(dd/mm/yyyy)	(28 / 12 / 2006 HK\$	160,000,000	Nil	160,000,000	Nil	271,186,440
Stock code (if listed) Class of shares	N/A					
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.59					
EGM approval date (if applicable) (dd/mm/yyyy)	(18 / 10 / 2010)				
4. 0% Convertible Bonds due 2014	HK\$	230,000,000	Nil	230,000,000	Nil	314,917,505
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.73035					
(if applicable) (dd/mm/yyyy)	(14/01/2011)				
、 · · · · · · · · · · · · · · · · · · ·	× · · · · · · · · · · · · · · · · · · ·	<u>, </u>	Total C. (Ordin (Prefere	nary shares)	89,473,683 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) Total D. (Ordinary shares)	N/A N/A	N/A
(Preference shares) (Other class)	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 Share Capital				
					No. of new shares of issuer issued during the month pursuant thereto	which may be
	Type of Issue					
1.	Rights issue	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>
2.	Open offer	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>
3.	Placing	At price : State	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)		N/A
4.	Bonus issue		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>

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

				For Main	n Boar	d and GEM listed	d issuers
					i	No. of new shares of issuer issued during the month pursuant thereto	which may be
	Type of Issue						
9.	Capital reorganisation		Class of shares issua (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	able (/ / (/ /		<u>N/A</u>	N/A
10.	Other (Please specify)	At price :	Class of shares issua (Note 1) ————————————————————————————————————	able (/ / /		<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)	89,473,683
	(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):

- 1. Issuance and allotment of 78,947,368 new shares at the conversion price of HK\$0.38 per Preference Shares pursuant to the exercise of the conversion rights attaching to the Preference Shares on 16 November 2012. Details of which were disclosed in the circulars of the Company dated 10 June 2006, 11 December 2006, 11 May 2007, 13 November 2009 and 30 September 2010; and the announcements of Company dated 27 May 2010, 1 December 2010 and 16 November 2012.
- Issuance and allotment of 10,526,315 new shares at the conversion price of HK\$0.38 per Preference A Shares pursuant to the exercise of the conversion rights attaching to the Preference A Shares on 16 November 2012. Details of which were disclosed in the circulars of the Company dated 10 June 2006, 11 December 2006, 11 May 2007, 13 November 2009 and 30 September 2010; and the announcements of Company dated 27 May 2010, 1 December 2010 and 16 November 2012.

Submitted by: <u>Fu Lui</u>

Title: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.