

For the month ended (dd/mm/yyyy):

To: Hong Kong Exchanges and Clearing Limited

Monthly Return of Equity Issuer on Movements in Securities

Cl Name of Issuer #	nina Uptown Group Comp 國上城集團有限公司	pany Limited		
	January 2013			
I. Movements in Authorised Share	e Capital			
1. Ordinary Shares				
	Description : <u>CHINA</u>	UPTOWN		
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)	
Balance at close of preceding mon	ath 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 :	Description :			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding mor	nth N/A	N/A	N/A	
Increase/(decrease)	N/A	_	N/A	
Balance at close of the month	N/A	N/A	N/A	

31 December 2012

Stock code :Descr	iption:			
	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 :Descr	iption:			
	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	

300,000,000

Total authorised share capital at the end of the month (HK\$):

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of preceding month	941,453,683	N/A	N/A	N/A	
Increase/ (decrease) during the month	Nil	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 Share Option Schemes of the Issuer) Particulars of share No. of new shares of No. of new shares of option scheme issuer which may be issuer issued during issued pursuant including EGM the month pursuant thereto as at close of approval date thereto Movement during the month (dd/mm/yyyy) and the month class of shares issuable Granted Exercised Cancelled Lapsed 1.Share Option Scheme approved at the AGM on (30 / 11 / 2009) Exercise price: HK\$0.88 Ordinary shares Nil Nil Nil Nil Nil 10,000,000 (*Note 1*) 2.Share Option Scheme approved at the AGM on (30 / 11 / 2009) Exercise price: HK\$0.52 Ordinary shares Nil Nil Nil Nil 30,000,000 Nil (*Note 1*) 3.Share Option Scheme Exercise price: Ordinary shares (*Note 1*) Total A. (Ordinary shares) (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (HK\$) Nil

For Main Board and GEM listed issuers Warrants to Issue Shares of the Issuer which are to be Listed No. of new No. of new shares of shares of issuer issued issuer which may be issued during the month pursuant thereto as at pursuant Currency of Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the month (Date of expiry – dd/mm/yyyy) value preceding month month month N/A N/A N/A N/A N/A 1. N/A N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) N/A N/A N/A N/A N/A N/A 2. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) N/A N/A N/A N/A N/A N/A 3. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) N/A N/A N/A N/A 4. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)

(dd/mm/yyyy)

(/ /)			
	Total B.	(Ordinary shares)	N/A
		(Preference shares)	N/A
		(Other class)	N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	e 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\$	27,500,000	Nil	27,500,000	Nil	289,473,684
Stock code (if listed)						
Class of shares	0.1					
issuable (<i>Note 1</i>) Subscription price	Ordinary HK\$0.38					
EGM approval date	ПКФ0.36					
(if applicable)	(28/06/2006					
(dd/mm/yyyy))	08 / 06 / 2007))				
2. Convertible Redeemable Preference A Shares	HK\$	10,000,000	Nil	10,000,000	Nil	105,263,158
Stock code (if listed)						
Class of shares						
issuable (Note 1)	Ordinary					
Subscription price EGM approval date	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>)	Ondinom					
Subscription price	Ordinary 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	Ordinary K\$0 73035				
EGM approval date (if applicable) (dd/mm/yyyy)	(14/01/2011)				
			*	nary shares) ence shares) Other class)	Nil N/A N/A	<u>.</u>

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

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	IV/A	IVA
3. (/ /) shares (Note 1)	N/A	N/A
(/ /) shares (Note 1)	N/A	N/A
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

	Other Movements	in 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	-	
1.	Rights issue	At price : State currency	<pre>(Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)</pre>	N/A	N/A
2.	Open offer	At price: State currency	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u>	N/A
3.	Placing	At price : State currency	Class of shares issuable (Note 1) (/ / Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N</u> /A	N/A
4.	Bonus issue		Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A	N/A

For Main Board and GEM listed issuers

				1 Of Main B	No of now	
					No. of new shares of issuer issued during the month pursuant thereto	which may be
	Type of Issue					
5.	Scrip dividend	At price: State currency ———	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)			N/A
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>
7.	Redemption of shares		Class of shares redeemed (Note 1) Redemption date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(//)		<u>N/A</u>
8.	Consideration issue	At price: State currency	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)			<u>N/A</u>

			For Main Bo	ard and GEM liste	
				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 (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A
10.	Other (Please specify) At price :	Class of shares issua (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
		Total E.	(Ordinary shar (Preference shar (Other cla	es) N/A	- - -
To	otal increase / (decrease) in ordinary shares during the 1	month (i.e. Total of A to	E): (1)	Nil Nil	
To	otal increase / (decrease) in preference shares during the	e month (i.e. Total of A t	to E):	Nil	
	otal increase / (decrease) in other classes of shares during These figures should be the same as the relevant figures	=		Nil hare Capital").)	

Remarks (if any):
Submitted by: Fu Lui
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.