



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28 February 2013

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 4 March 2013

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|                                                                |                           |                                            |                                                          |
|----------------------------------------------------------------|---------------------------|--------------------------------------------|----------------------------------------------------------|
| (1) Stock code : <u>2330</u> Description : <u>CHINA UPTOWN</u> |                           |                                            |                                                          |
|                                                                | No. of ordinary<br>shares | Par value<br>( <i>HK\$</i> )               | Authorised share<br>capital<br>( <i>HK\$</i> )           |
| Balance at close of preceding month                            | <u>3,000,000,000</u>      | <u>0.10</u>                                | <u>300,000,000</u>                                       |
| Increase/(decrease)                                            | <u>Nil</u>                |                                            | <u>Nil</u>                                               |
| Balance at close of the month                                  | <u>3,000,000,000</u>      | <u>0.10</u>                                | <u>300,000,000</u>                                       |
| (2) Stock code : _____ Description : _____                     |                           |                                            |                                                          |
|                                                                | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                            | <u>N/A</u>                | <u>N/A</u>                                 | <u>N/A</u>                                               |
| Increase/(decrease)                                            | <u>N/A</u>                |                                            | <u>N/A</u>                                               |
| Balance at close of the month                                  | <u>N/A</u>                | <u>N/A</u>                                 | <u>N/A</u>                                               |

## 2. Preference Shares

|                                     |                          |                                        |                                                       |
|-------------------------------------|--------------------------|----------------------------------------|-------------------------------------------------------|
| Stock code : _____                  | Description : _____      |                                        |                                                       |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | <u>N/A</u>               | <u>N/A</u>                             | <u>N/A</u>                                            |
| Increase/(decrease)                 | <u>N/A</u>               |                                        | <u>N/A</u>                                            |
| Balance at close of the month       | <u>N/A</u>               | <u>N/A</u>                             | <u>N/A</u>                                            |

## 3. Other Classes of Shares

|                                     |                                |                                        |                                                       |
|-------------------------------------|--------------------------------|----------------------------------------|-------------------------------------------------------|
| Stock code : _____                  | Description : _____            |                                        |                                                       |
|                                     | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | <u>N/A</u>                     | <u>N/A</u>                             | <u>N/A</u>                                            |
| Increase/(decrease)                 | <u>N/A</u>                     |                                        | <u>N/A</u>                                            |
| Balance at close of the month       | <u>N/A</u>                     | <u>N/A</u>                             | <u>N/A</u>                                            |

Total authorised share capital at the end of the month (*HK\$*) : 300,000,000

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| 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 option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|----------------------------------------------------------------------------------------------------------|---------------------------|-----------|----------------------------|------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|                                                                                                          | Granted                   | Exercised | Cancelled                  | Lapsed                 |                                                                      |                                                                                           |
| 1.Share Option Scheme<br>approved at the AGM on (30 / 11 / 2009)<br>Exercise price: HK\$0.88             | Nil                       | Nil       | Nil                        | 10,000,000<br>(Remark) | Nil                                                                  | Nil                                                                                       |
| (Note 1)                                                                                                 |                           |           |                            |                        |                                                                      |                                                                                           |
| 2.Share Option Scheme<br>approved at the AGM on (30 / 11 / 2009)<br>Exercise price: HK\$0.52             | Nil                       | Nil       | Nil                        | Nil                    | Nil                                                                  | 30,000,000                                                                                |
| (Note 1)                                                                                                 |                           |           |                            |                        |                                                                      |                                                                                           |
| 3.Share Option Scheme<br><br>( / / )<br>Exercise price:                                                  |                           |           |                            |                        |                                                                      |                                                                                           |
| (Note 1)                                                                                                 |                           |           |                            |                        |                                                                      |                                                                                           |
|                                                                                                          |                           |           | Total A. (Ordinary shares) |                        | Nil                                                                  |                                                                                           |
|                                                                                                          |                           |           | (Preference shares)        |                        | N/A                                                                  |                                                                                           |
|                                                                                                          |                           |           | (Other class)              |                        | N/A                                                                  |                                                                                           |
| Total funds raised during the month from exercise of options (HK\$)                                      |                           |           |                            | Nil                    |                                                                      |                                                                                           |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry – dd/mm/yyyy)                                                                                                                                 | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|-------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1. N/A                                                                                                                                                                                   | N/A                             | N/A                                             | N/A                              | N/A                                       | N/A                                                                                    | N/A                                                                                                            |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| 2. N/A                                                                                                                                                                                   | N/A                             | N/A                                             | N/A                              | N/A                                       | N/A                                                                                    | N/A                                                                                                            |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| 3. N/A                                                                                                                                                                                   | N/A                             | N/A                                             | N/A                              | N/A                                       | N/A                                                                                    | N/A                                                                                                            |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| 4. N/A                                                                                                                                                                                   | N/A                             | N/A                                             | N/A                              | N/A                                       | N/A                                                                                    | N/A                                                                                                            |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(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 | 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)                         | 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\$                                | 10,000,000                         | Nil                        | 10,000,000                   | Nil                                                                  | 105,263,158                                                                               |
| 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 / 12 / 2006 )                  |                                    |                            |                              |                                                                      |                                                                                           |
| 3. 4% Convertible Bonds due 2013               | HK\$                                | 160,000,000                        | Nil                        | 160,000,000                  | Nil                                                                  | 271,186,440                                                                               |
| Stock code (if listed)                         | N/A                                 |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     | 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)                         | N/A                                 |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary                            |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             | HK\$0.73035                         |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( 14 / 01 / 2011 )                  |                                    |                            |                              |                                                                      |                                                                                           |
|                                                |                                     |                                    | Total C. (Ordinary shares) | Nil                          |                                                                      |                                                                                           |
|                                                |                                     |                                    | (Preference shares)        | 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)

| 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. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       | N/A                                                                  | N/A                                                                                       |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       | N/A                                                                  | N/A                                                                                       |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       | N/A                                                                  | N/A                                                                                       |
| Total D. (Ordinary shares)                                                                              | N/A                                                                  |                                                                                           |
| (Preference shares)                                                                                     | N/A                                                                  |                                                                                           |
| (Other class)                                                                                           | N/A                                                                  |                                                                                           |

## Other Movements in Issued Share Capital

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

## For Main Board and GEM listed issuers

| Type of Issue           |                                 | 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 |
|-------------------------|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 5. Scrip dividend       | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>( / / )<br>Issue and allotment date : (dd/mm/yyyy)<br>( / / )<br>EGM approval date:<br>(dd/mm/yyyy) | _____<br>_____<br>N/A<br>N/A                                                              |
| 6. Repurchase of shares |                                 | Class of shares repurchased _____<br>(Note 1)<br>( / / )<br>Cancellation date : (dd/mm/yyyy)<br>( / / )<br>EGM approval date:<br>(dd/mm/yyyy)     | _____<br>_____<br>N/A<br>N/A                                                              |
| 7. Redemption of shares |                                 | Class of shares redeemed _____<br>(Note 1)<br>( / / )<br>Redemption date : (dd/mm/yyyy)<br>( / / )<br>EGM approval date:<br>(dd/mm/yyyy)          | _____<br>_____<br>N/A<br>N/A                                                              |
| 8. Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>( / / )<br>Issue and allotment date : (dd/mm/yyyy)<br>( / / )<br>EGM approval date:<br>(dd/mm/yyyy) | _____<br>_____<br>N/A<br>N/A                                                              |



For Main Board and GEM listed issuers

| Type of Issue              |                                                                                                                                                                                  | 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 |
|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 9. Capital reorganisation  | <p>Class of shares issuable _____<br/>(Note 1) ( / / )</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy)</p>                         | N/A                                                                  | N/A                                                                                       |
| 10. Other (Please specify) | <p>At price : _____</p> <p>Class of shares issuable _____<br/>(Note 1) ( / / )</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy)</p> | N/A                                                                  | N/A                                                                                       |
|                            |                                                                                                                                                                                  | Total E. (Ordinary shares)                                           | N/A                                                                                       |
|                            |                                                                                                                                                                                  | (Preference shares)                                                  | N/A                                                                                       |
|                            |                                                                                                                                                                                  | (Other class)                                                        | 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 |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |     |

Remarks (if any):

10,000,000 share options have been lapsed on 18 February 2013 due to the expiration of the exercise period.

---

---

---

---

---

---

---

---

---

---

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.*