

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 March 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	5 April 2013

## I. Movements in Authorised Share Capital

# 1. Ordinary Shares

(1) Stock code : <u>2330</u> Description	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

# 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 ordin	ary 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	<u>N/A</u>		
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 issued during	issuer which may be
including EGM					the month pursuant	issued pursuant
approval date		Movement dur	ing the month		thereto	thereto as at close of
(dd/mm/yyyy) and _ class of shares		Movement du	ing the month		-	the month
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option	Granted	LACICISCU	Cancenteu	Lapsed		
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)						
(10010-1)						
2.Share Option						
Scheme						
Exercise price:						
F						
Ordinary shares						
$\frac{(Note 1)}{(Note 1)}$						
(10010-1)						
2 Shara Ontion						
3.Share Option						
Scheme						
( / / )						
Exercise price:						
-						
Ordinary shares						
(Note 1)						
(=:0:0 1)		л	Fotal A. (Ord	inary shares)	Nil	
		1		rence shares)	N/A	
				,		
				(Other class)	N/A	
Total funds raised du	ring the month	from exercise o	f			
options (HK\$)				Nil		

Vermente te Ierre Chenne ef the Ie	For Main Board and GEM listed issuers Issuer which are to be Listed					
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
5.14/11	1 1/2 1	1 1/ 1 1	1 1/ 1 1	1 1/ 1 1	1 1/ 2 1	1 1/ 2 1
( / / ) 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
( / / ) 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	
				ence shares)	N/A	
			(	Other class)	N/A	

For Main Board and GEM listed issuers

a				For Main Board	and GEM liste	d issuers
Convertibles (i.e. Convertible		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\$	27,500,000	Nil	27,500,000	Nil	289,473,684
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy))	HK\$0.38 ( 28 / 06 / 2006 08 / 06 / 2007					
2. Convertible Redeemable Preference A Shares	9 HK\$	10,000,000	Nil	10,000,000	Nil	105,263,158
Stock code (if listed) Class of shares	N/A					
issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable)	Ordinary HK\$0.38					
(dd/mm/yyyy) 3. 4% Convertible Bonds due 2013	(28/12/2006 HK\$	5 <u>)</u> 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> ) Subscription price EGM approval date	Ordinary HK\$0.59					
(if applicable) (dd/mm/yyyy)	( 18 / 10 / 2010	)				349,908,338
4. 0% Convertible Bonds due 2014	HK\$	230,000,000	Nil	230,000,000	Nil	(Remark)
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> ) Subscription price	Ordinary HK\$0.657315 (Rev	nark)				
EGM approval date (if applicable) (dd/mm/yyyy)	( 14 / 01 / 2011					
				ence shares)	Nil N/A	-
			(	(Other class)	N/A	-

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
N/A	N/A
-	
N/A	N/A
N/A	N/A
N/A N/A N/A	
	N/A N/A 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 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>

	<b>T</b> (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	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 E	Board and GEM liste	
					issued during the	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	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)	uble ( / / ( / /		<u>N/A</u>
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)	uble ( / / ( / /		<u>N/A</u>
			Total E.	(Ordinary sha (Preference sha (Other c	ares) 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):

According to the terms of the Convertible Bonds in the principal amount of HK\$230 million, the adjusted conversion price has been adjusted from HK\$0.73035 to HK\$0.657315 on 1 March 2013. Details have been disclosed on the announcement dated 4 March 2013.

Submitted by: <u>Fu Lui</u> Title: <u>Company Secretary</u> (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.*