

## Monthly Return of Equity Issuer on Movements in Securities

 For the month ended (dd/mm/yyyy) :
 31 May 2014

To : Hong Kong Exchanges and Clearing Limited

	China Uptown Group Company Limited
Name of Issuer	中國上城集團有限公司
Date Submitted	6 June 2014

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	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	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	nary 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 S Particulars of share	Share Option S	Schemes of the	[ssuer)		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					thereto	thereto as at close of
(dd/mm/yyyy) and		Movement dur	ing the month			the month
class of shares	Countral	Entrational	Concelled	Langel		
issuable	Granted	Exercised	Cancelled	Lapsed		
1.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
	INII	1111	1111	INII	1111	30,000,000
(Note 1)						
2.Share Option						
Scheme						
( / / )						
Exercise price:						
Ordinary shares						
(Note 1)						
3.Share Option						
Scheme						
Scheme						
( / / )						
Exercise price:						
-						
Ordinary shares						
(Note 1)			·			
(note 1)		-	Total A (Oct	nomiatoria	NI:1	
		l	Total A. (Ordi		Nil	
			· ·	ence shares)	N/A	
			(	Other class)	N/A	
Total funds raised duri	ng the month	from exercise o	f			
options (HK\$)				Nil		
•						

Warrants to Issue Shares of the Iss 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 ( <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)	( 1	/ )				
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		nary shares)	N/A	
				ence shares)	N/A	
			(	Other class)	N/A	

For Main Board and GEM listed issuers

	nte Chance of the I			For Main Board	and GEM liste	d issuers
Convertibles (i.e. Convertible i		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)						
Class of shares issuable ( <i>Note 1</i> ) Subscription price	Ordinary HK\$0.38					
EGM approval date (if applicable) (dd/mm/yyyy)) 2. Convertible Redeemable	( 28 / 06 / 2006 ) 08 / 06 / 2007 )					
Preference A Shares	HK\$	10,000,000	Nil	10,000,000	Nil	105,263,158
Stock code (if listed)						
issuable ( <i>Note 1</i> ) Subscription price	Ordinary HK\$0.38					
(if applicable) (dd/mm/yyyy) 3.	( 28 / 12 / 2006	)				
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)4.						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )		Total C. (Ordi		Nil	-
				ence shares) Other class)	N/A 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	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 in	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>	<u>N/A</u>
2.	Open offer	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>
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)		/		<u>N/A</u>	<u>N/A</u>
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>	N/A

				For Main	Boa	rd and GEM listed	
						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 ( <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 Mair	<u>n Boar</u>	d and GEM liste	
					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)	( / /	) )	<u>N/A</u>	<u>N/A</u>
10	. Other (Please specify)	At price :	 Class of shares issua ( <i>Note 1</i> ) - Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	) )	N/A	N/A
			Total E.	(Ordinary s (Preference s (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: <u>Fu Lui</u>

 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.