

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

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

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 November 2014

I. Movements in Authorised Share Capital

# 1. Ordinary Shares

(1) Stock code : 2330 Description : CHINA 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 :Descrip	ption :							
	No. of ordinary	Par value (State	Authorised share capital					
	shares	currency)	(State currency)					
Balance at close of preceding month	shares N/A	currency) N/A						
Balance at close of preceding month Increase/(decrease)		<i>.</i> ,	(State currency)					

# 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		

Warrants to Issue Shares of the Iss		h - T		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		
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

Convertibles (i.e. Convertible i	nte Change of the I			For Main Board and GEM listed issuers			
lass and description		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 issue pursuant thereto as at close of the month	
1. Convertible Redeemable Preference Shares	HK\$	27,500,000	Nil	27,500,000	Nil	289,473,68	
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))	( 28 / 06 / 2006 08 / 06 / 2007 )						
2. Convertible Redeemable Preference A Shares	HK\$	10,000,000	Nil	10,000,000	Nil	105,263,153	
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)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)							
ŀ							
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )		Total C. (Ordin	nary shares)	Nil		
			(Prefere	ence shares) Other class)	N/A 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		
3.	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>	<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)	( / / )	<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>

	<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 Boa	ard and GEM liste	d issuers
					No. of new shares of issuer issued during the month pursuant thereto	
	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>	<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)	able ( / / ) ( / / )	<u>N/A</u>	<u>N/A</u>
			Total E.	(Ordinary share (Preference share (Other class	es) 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.