

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28 February 2015

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 2015

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 :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	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	ription :				
	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 ordir	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	<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 option scheme including EGM					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	
approval date (dd/mm/yyyy) and _		Movement dur	ring the month		thereto	the month	
class of shares issuable	Granted	Exercised	Cancelled	Lapsed			
1.Share Option Scheme							
N/A							
(/ /) Exercise price:							
Ordinary shares (Note 1)	N/A	N/A	N/A	N/A	N/A	N/A	
2.Share Option Scheme							
(/ /) Exercise price:							
Ordinary shares (Note 1)							
3.Share Option Scheme							
(/ /) Exercise price:							
Ordinary shares (Note 1)							
(1000 1)		r		linary shares)	N/A		
			(Prefe	erence shares)	N/A		
Total funds raised du	ring the month	from exercise o	f	(Other class)	N/A		
options (HK\$)	ing the month			Nil			

Warrants to Issue Shares of the Iss		h - Tistad		For Main Board and GEM listed issuers				
Description of warrants Date of expiry – dd/mm/yyyy)	Currency of 1	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. N/A	IN/A	1V/A	N/A	11/74	IN/A	IN/A		
(/ /) 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		
	<u></u> .	·				<u> </u>		
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			
			(Prefere	ence shares)	N/A			
			(Other class)	N/A	-		

For Main Board and GEM listed issuers

Convertibles (i.e. Convertible i	nte Channe 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 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>)	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)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. (Ordin		Nil N/A	-	
	(/ /)		(Prefere	nary shares) ence shares) Other class)	Nil 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
		N/4
2	N/A	N/A
(/ /) shares (Note 1) 3.	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	

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>

	T (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>	N/A
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 Main 1	Board and GEM liste	ed issuers
					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 issu (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date. (dd/mm/yyyy)	(/ /		<u>N/A</u>
10.	Other (Please specify)	At price :	Class of shares issu (<i>Note 1</i>) ————————————————————————————————————	(/ /		<u>N/A</u>
			Total E	. (Ordinary sh (Preference sh (Other o	nares) 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.