

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

For the month ended (dd/mm/yyyy) : 31/10/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Uptown Group Company Limited

Date Submitted 05/11/2018

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>(HK\$)              | Authorised share<br>capital<br>(HK\$)           |
| 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>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| 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   | 1,524,478,520          | N/A | N/A                     | N/A                            |
| Increase/ (decrease) during the month | 300,212,000            | N/A | N/A                     | N/A                            |
| Balance at close of the month         | 1,824,690,520          | 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. <u>Share Option Scheme adopted on 30 November 2009</u><br><u>Exercise price: HK\$0.25 per share</u><br><u>Date of Grant (13/07/2017)</u><br><u>Ordinary shares</u><br><i>(Note 1)</i> | -                         | -         | -                          | -      | -  | 64,000,000  |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares<br><i>(Note 1)</i>   |                           |           |                            |        |  |   |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares<br><i>(Note 1)</i>   |                           |           |                            |        |  |   |
|  |                           |           | Total A. (Ordinary shares) |        | 0  |   |
|  |                           |           | (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. N/A   |                                |                                    |                            |  |  |   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) |                                |                                    |                            |  |  |   |
| 2.   |                                |                                    |                            |  |  |   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) |                                |                                    |                            |  |  |   |
| 3.   |                                |                                    |                            |  |  |   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) |                                |                                    |                            |  |  |   |
| 4.   |                                |                                    |                            |  |  |   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) |                                |                                    |                            |  |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares)<br>(Preference shares)<br>(Other class) | N/A<br>N/A<br>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. N/A<br><br><br><br>( / / )<br>shares (Note 1)  | N/A  | N/A   |
| 2.<br><br><br><br>( / / )<br>shares (Note 1)  | N/A  | N/A   |
| 3.<br><br><br><br>( / / )<br>shares (Note 1)  | N/A  | N/A   |
| Total D. (Ordinary shares)  | N/A  |   |
| (Preference shares)   | N/A  |   |
| (Other class)   | N/A  |   |

## Other Movements in Issued Share Capital

| 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 |
|---------------|--------------|------------|---------------------------------|---|------------------------------|--|---|
| 1.            | Rights issue | At price : | State currency _____            | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)                  | ( / / )<br>( / / )           | <u>N/A</u>   | <u>N/A</u>  |
| 2.            | Open offer   | At price : | State currency _____            | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)                  | ( / / )<br>( / / )           | <u>N/A</u>   | <u>N/A</u>  |
| 3.            | Placing      | At price : | State currency <u>HK\$ 0.15</u> | Class of shares issuable <u>Ordinary shares</u><br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>AGM approval date: (dd/mm/yyyy) | (03/10/2018)<br>(15/06/2018) | <u>300,212,000</u><br>(Remark 1)                                     | <u>N/A</u>  |
| 4.            | Bonus issue  |            |                                 | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)                  | ( / / )<br>( / / )           | <u>N/A</u>   | <u>N/A</u>  |

| 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><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>  | <u>N/A</u> |
| 6.            | Repurchase of shares |            |                      | Class of shares _____<br>repurchased <i>(Note 1)</i><br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )     | <u>N/A</u>  | <u>N/A</u> |
| 7.            | Redemption of shares |            |                      | Class of shares _____<br>redeemed <i>(Note 1)</i><br>Redemption date : (dd/mm/yyyy) ( / / )<br>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 _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>  | <u>N/A</u> |



| 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 |                  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>   | <u>N/A</u>  |
| 10.           | Other (Please specify) | At price : _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>   | <u>N/A</u>  |
|               |                        |                  |   | Total E. (Ordinary shares)   | <u>300,212,000</u>  |
|               |                        |                  |   | (Preference shares)  | <u>N/A</u>  |
|               |                        |                  |   | (Other class)  | <u>N/A</u>  |

|   |     |                    |
|---|-----|--------------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | <u>300,212,000</u> |
|   | (2) | <u>Nil</u>         |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | <u>Nil</u>         |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | <u>Nil</u>         |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |                    |

Remarks (if any):

1. The Company has allotted and issued placing shares under general mandate on 3 October 2018. Details were set out in the announcements of the Company dated 14 September 2018 and 3 October 2018 and the next day disclosure return of the Company dated 3 October 2018.

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Submitted by: Fu Lui

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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*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.*