日KEX香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

29/02/2020

To : Hong Kong Exchanges and Clearing Limited

	China Uptown Group Company Limited
Name of Issuer	(Incorporated in the Caymans Islands with limited liability)
Date Submitted	04/03/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>2330</u> Descrip	otion : <u>CHINA U</u>	IPTOWN	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	3,000,000,000	HK\$0.10	HK\$300,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	3,000,000,000	HK\$0.10	HK\$300,000,000
(2) Stock code : N/A Descrip	otion :		
· · · · · · · · · · · · · · · · · · ·			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month		(State	capital
		(State	capital

2. Preference Shares

Stock code : N/A Descri	ption :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	1		
Increase/(decrease)		-	
Balance at close of the month			

3. Other Classes of Shares

Stock code :	N/A	_Descript	ion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of	precedir	ng month			
Increase/(decrease)	_			
Balance at close of	the mon	th _			

Total authorised share capital at the end of the month (*State* HK\$300,000,000

II. Movements in Issued Share Capital

	No. of ordir	nary shares	No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	1,824,690,520	N/A	N/A	N/A		
Increase/ (decrease) during the month	0	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 (und	er Share Opt	tion Schemes of	of the Issuer)			
Particulars of share option scheme including EGM						No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date		Movement duri	ng the month		_	the month
(dd/mm/yyyy) and						
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option	Ulanieu	Exercised	Cancelled	Lapseu		
Scheme adopted						
on <u>30 November</u>						
2009 Exercise price:						
<u>HK\$0.25 per</u>						
share						
Date of Grant						
(13/07/2017) Ordinary shares						64,000,000
(Note 1)						04,000,000
2.						
(/ /)						
(Note 1)	·					
3.						
(/ /)						
(Note 1)	·					
		Tota	IA. (Ordina	rv shares)	0	
			(Preferenc			
				her class)	N/A	
Total funds raised d		nth from exerci	se			
of options (State cur	rency)			Nil		

Warrants to Issue Shares of the	e Issuer which	are to be Listed	b			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding 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
<u>1. N/A</u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable)	()))				
(dd/mm/yyyy) 2. N/A	(/ /)	-			
2.10//						
<pre>(/ /) Stock code (if listed) Class of shares issuable (Note 1)</pre>						
Subscription price			_			
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)	_			
<u>3. N/A</u>						
Class of shares				·		
			_			
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)	-			
4. N/A						
(/ /)						
Stock code (if listed)			_			
Class of shares issuable (Note 1)						
Subscription price			-			
EGM approval date			-			
(if applicable) (dd/mm/yyyy)	(/ /)				
	,	,				
		Total		ry shares) ce shares)		-
				her class)		-
			(31			-

Convertibles (i.e. Convertible	into Shares of th	e Issuer whicl	n are to be Liste	ed)		
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
<u>1. N/A</u>	_					
	—					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A						
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(/ /)					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A						
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)			otal C. (Ordina			
		·		ce shares)		
				ther class)		-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
	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
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
1. <u>N/A</u>	-	
	-	
(/ /) 		
2. N/A		
	•	
(/ /)		
shares (Note 1)		
3. <u>N/A</u>		
	-	
	-	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Oth	ner Movements	in Issued Sha	are 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
	Type of issue							
				Class of shares issuable (Note 1)				
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares				
			State	issuable (Note 1)	(/ /)		
3.	Placing	At price :	currency	Issue and allotment date : (dd/mm/yyyy)				
				EGM approval date: (dd/mm/yyyy)	(/ /)	N1/A	NI/A
							<u>N/A</u>	N/A
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(аалттуууу)			N/A	N/A

S. Scrip dividend At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) total approval date: 5. Scrip dividend At price : State currency Issue and allotment (d/mm/yyyy) (/ /) ECM approval date: (/ /) (d/mm/yyyy) 6. Repurchase of shares Class of shares repurchased (Note 1) N/A N/A 7. Redemption of shares Class of shares redeemed (Note 1) N/A N/A 7. Redemption of shares Class of shares redeemed (Note 1) N/A N/A 8. Consideration issue At price : State currency Class of shares redeemed (Note 1) N/A 8. Consideration issue At price : State currency Issue and allotment (d/mm/yyyy) (/ /) ECM approval date: (/ /) (d/mm/yyyy) 8. Consideration issue At price : State currency Issue and allotment (d/mm/yyyy) (/ /) (d/mm/yyyy)		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 Issue and allotment date : (dd/mm/yyyy) (/ /) (d/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 6. Repurchase of shares Class of shares repurchased (Note 1)									
currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	5	Scrip dividend	At price :			(/ /)		
Class of shares	5.		At price .	currency ———		(`		
6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A Redemption of shares (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A N/A N/A N/A Superval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)					EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A Redemption of shares (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A N/A N/A N/A Superval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)									
shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A State Issue and allotm									
Class of shares	6.	Repurchase of shares				(/ /)		
7. Redemption of shares Class of shares redeemed (Note 1) 7. Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A 8. Consideration issue At price : State currency Issue and allotment (/ /) (dd/mm/yyyy) Issue and allotment (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)					EGM approval date: (dd/mm/yyyy)	(/ /)	N1/4	N 1/A
7. Redemption of shares Redemption date : (/ /) 7. Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 8. Consideration issue At price : State currency Issue and allotment date: (/ /) 8. Consideration issue At price : State currency Issue and allotment date: (/ /) EGM approval date: (/ /) Issue and allotment date: (/ /) (/ /)								<u>N/A</u>	<u>N/A</u>
shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)									
8. Consideration issue State currency Class of shares	7.				Redemption date : (dd/mm/yyyy)	(/ /)		
8. Consideration issue State currency Class of shares					EGM approval date: (dd/mm/yyyy)	(/ /)		
8. Consideration issue State currency Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)								<u>N/A</u>	N/A
issue At price : currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)									
(dd/mm/yyyy)	8.		At price :			(/ /)		
<u>N/A</u> <u>N/A</u>					EGM approval date: (dd/mm/yyyy)	(/ /)		
								<u>N/A</u>	N/A

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 <i>(Note 1)</i> Issue and allotment (/ /) date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	N/A
10. Other (Please specify) At price : State currency	Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)		
	(dd/mm/yyyy) Total E. (Ordinar shares (Preference shares (Other class	s) <u>N/A</u> s) <u>N/A</u>	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	0
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: <u>Fu Lui</u> Company Secretary Title: (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.