



香港交易所

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

For the month ended (dd/mm/yyyy) : **31 May 2011**

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	3 June 2011

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>2330</u>	Description : <u>CHINA UPTOWN</u>		
		No. of ordinary shares	Par value (HK\$)
			Authorised share capital (HK\$)
Balance at close of preceding month		<u>3,000,000,000</u>	<u>0.10</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>
(2) Stock code : _____	Description : _____		
		No. of ordinary shares	Par value (State currency)
			Authorised share capital (State currency)
Balance at close of preceding month		<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>

## 2. Preference Shares

Stock code : _____ Description : _____				
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <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 ( <i>State currency</i> )	Authorised share capital ( <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	851,980,000	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	851,980,000	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		
<u>1.Share Option Scheme</u> <u>approved at</u> <u>the EGM on</u> <u>(20 / 01 / 2003)</u> <u>Exercise price:</u> <u>HK\$1.18</u> <u>Ordinary shares</u> <i>(Note 1)</i>	Nil	Nil	Nil	Nil	Nil	17,948,000
<u>2.Share Option Scheme</u> <u>approved at</u> <u>the AGM on</u> <u>(30 / 11 / 2009)</u> <u>Exercise price:</u> <u>HK\$0.88</u> <u>Ordinary shares</u> <i>(Note 1)</i>	Nil	Nil	Nil	Nil	Nil	10,000,000
<u>3. N/A</u> <u>( / / )</u> <u>shares</u> <i>(Note 1)</i>	N/A	N/A	N/A	N/A	N/A	N/A
			Total A. (Ordinary shares)		Nil	
			(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 (Date of expiry - dd/mm/yyyy)	Currency of nominal value	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) _____						
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. (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. Convertible Redeemable Preference Shares	HK\$	35,000,000	Nil	35,000,000**	Nil	368,421,052*
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price	HK\$0.38*					
EGM approval date (if applicable) (dd/mm/yyyy)	( 28 / 06 / 2006 & 08 / 06 / 2007 )					
2. Convertible Redeemable Preference A Shares	HK\$	11,000,000	Nil	11,000,000**	Nil	115,789,473*
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price	HK\$0.38*					
EGM approval date (if applicable) (dd/mm/yyyy)	( 28 / 12 / 2006 )					
3. 4% Convertible Bonds due 2013	HK\$	160,000,000	Nil	160,000,000	Nil	271,186,440
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price	HK\$0.59					
EGM approval date (if applicable) (dd/mm/yyyy)	( 18 / 10 / 2010 )					
4. 0% Convertible Bonds due 2014	HK\$	230,000,000	N/A	230,000,000	Nil	283,425,754
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price	HK\$0.8115					
EGM approval date (if applicable) (dd/mm/yyyy)	( 14 / 01 / 2011 )					
			Total C. (Ordinary shares)		Nil	
			(Preference shares)		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)

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. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )	N/A	N/A
2. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )	N/A	N/A
3. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )	N/A	N/A
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

## Other Movements in Issued Share Capital

Other Movements in Issued Share Capital				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					
1.	Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ 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 (Note 1) _____ 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 currency _____	Class of shares issuable (Note 1) _____ 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 (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>

		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			
5.	Scrip dividend	At price : State currency _____	<p>Class of shares issuable _____ (<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p> <p style="text-align: right;">N/A          N/A</p>
6.	Repurchase of shares		<p>Class of shares repurchased _____ (<i>Note 1</i>)</p> <p>Cancellation date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p> <p style="text-align: right;">N/A          N/A</p>
7.	Redemption of shares		<p>Class of shares redeemed _____ (<i>Note 1</i>)</p> <p>Redemption date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p> <p style="text-align: right;">N/A          N/A</p>
8.	Consideration issue	At price : State currency _____	<p>Class of shares issuable _____ (<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p> <p style="text-align: right;">N/A          N/A</p>



For Main Board and GEM listed issuers

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) ( / / )	N/A	N/A
10. Other (Please specify)	At price : _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
Total E.		(Ordinary shares) N/A	(Preference shares) N/A
		(Other class) 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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

Remarks (if any):

**\* Refer to the announcement of the Company dated 1 December 2010, as a result of completion of the issue of the Convertible Bonds, the conversion price of the convertible redeemable preference shares and the convertible redeemable preference A shares of the Company have been adjusted from HK\$0.4 to HK\$0.38 with effect from 1 December 2010.**

**\*\* Upon full conversion of the convertible redeemable preference shares with par value of HK\$35,000,000 and the convertible redeemable preference A shares with par value of HK\$11,000,000 of the Company, ordinary shares of the Company with par value of HK\$36,842,105 and HK\$11,578,947 will be issued by the Company to the subscribers.**

Submitted by: Fu Lui

Title: 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.*