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

**For the month ended (dd/mm/yyyy) :**      **31/07/2011**

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer          Shanghai Industrial Holdings Limited

Date Submitted          01/08/2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :      363      Description :                              N/A

|  | No. of ordinary shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Balance at close of preceding month | 2,000,000,000 | HKD0.10 | HKD200,000,000 |
| Increase/(decrease) | - |  | - |
| Balance at close of the month | 2,000,000,000 | HKD0.10 | HKD200,000,000 |

(2) Stock code :      N/A      Description :

|  | No. of ordinary shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Balance at close of preceding month |  |  |  |
| Increase/(decrease) |  |  |  |
| Balance at close of the month |  |  |  |

2. Preference Shares

| | No. of preference shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Stock code : N/A  Description : | | | |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

3. Other Classes of Shares

| | No. of other classes of shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Stock code : N/A  Description : | | | |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

Total authorised share capital at the end of the month *(State currency)* :           HKD200,000,000

## 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 | 1,079,785,000 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | 0 | N/A | N/A | N/A |
| Balance at close of the month | 1,079,785,000 | 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 |  |  |
| 1. Share Option Scheme (as approved at EGM on 31/05/2002) Exercise Price of HK$36.60 each Ordinary Shares *(Note 1)* | - | - | - | - | - | 25,350,000 |
| 2. N/A ( / / ) shares *(Note 1)* |  |  |  |  |  |  |
| 3. N/A ( / / ) shares *(Note 1)* |  |  |  |  |  |  |

|  |  |
|---|---|
| Total A.   (Ordinary shares) | - |
| (Preference shares) | N/A |
| (Other class) | N/A |
| Total funds raised during the month from exercise of options (State currency) | 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<br><br>(  /  /     )<br>Stock code (if listed) _____<br>Class of shares issuable *(Note 1)* _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) ____(  /  /    )____ | | | | | | |
| 2. N/A<br><br>(  /  /     )<br>Stock code (if listed) _____<br>Class of shares issuable *(Note 1)* _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) ____(  /  /    )____ | | | | | | |
| 3. N/A<br><br>(  /  /     )<br>Stock code (if listed) _____<br>Class of shares issuable *(Note 1)* _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) ____(  /  /    )____ | | | | | | |
| 4. N/A<br><br>(  /  /     )<br>Stock code (if listed) _____<br>Class of shares issuable *(Note 1)* _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) ____(  /  /    )____ | | | | | | |

Total B.  (Ordinary shares) _____
(Preference shares) _____
(Other class) _____

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) | | | | | | |
| 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) | ( / / ) | | | | | |

Total C.  (Ordinary shares) _____

(Preference shares) _____

(Other class) _____

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> shares *(Note 1)* | | |
| 2. N/A <br><br> ( / / ) <br> shares *(Note 1)* | | |
| 3. N/A <br><br> ( / / ) <br> shares *(Note 1)* | | |
| Total D. (Ordinary shares) | | |
| (Preference shares) | | |
| (Other class) | | |

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 _____ *(Note 1)* | | | |
| | | | Issue and allotment date : (dd/mm/yyyy) | ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy) | ( / / ) | | |
| | | | | | N/A | N/A |
| 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) | ( / / ) | | |
| | | | | | N/A | N/A |
| 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) | ( / / ) | | |
| | | | | | N/A | N/A |
| 4. Bonus issue | | | Class of shares issuable _____ *(Note 1)* | | | |
| | | | Issue and allotment date : (dd/mm/yyyy) | ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy) | ( / / ) | | |
| | | | | | N/A | 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 |
|---|---|---|---|
| 5. Scrip dividend At price : State currency ——— | Class of shares issuable _(Note 1)_ ———<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A | N/A |
| 6. Repurchase of shares | Class of shares repurchased _(Note 1)_ ———<br><br>Cancellation date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A | N/A |
| 7. Redemption of shares | Class of shares redeemed _(Note 1)_ ———<br><br>Redemption date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A | N/A |
| 8. Consideration issue At price : State currency ——— | Class of shares issuable _(Note 1)_ ———<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A | 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 ———— *(Note 1)* <br><br> Issue and allotment date : (dd/mm/yyyy)　( / / ) <br><br> EGM approval date: (dd/mm/yyyy)　( / / ) | <br><br><br><br>N/A | <br><br><br><br>N/A |
| 10. Other (Please specify)　At price : State currency ———— | Class of shares issuable ———— *(Note 1)* <br><br> Issue and allotment date : (dd/mm/yyyy)　( / / ) <br><br> EGM approval date: (dd/mm/yyyy)　( / / ) | <br><br><br><br>N/A | <br><br><br><br>N/A |
| | Total E.　(Ordinary shares) ————<br>(Preference shares) ————<br>(Other class) ———— | | |

| | | |
|---|---|---|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | - |
| | (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 Issued Share Capital").)*

Remarks (if any):

N/A

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Submitted by: __Yee Foo Hei_____

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.*