



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

For the month ended (dd/mm/yyyy) : 31/07/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Shanghai Industrial Holdings Limited

Date Submitted 02/08/2013

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

| (1) Stock code : <u>363</u> Description : <u>N/A</u> |                           |  |  |
|--|---------------------------|--|--|
|  | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                  | <u>2,000,000,000</u>      | <u>HKD0.10</u>                             | <u>HKD200,000,000</u>                                    |
| Increase/(decrease)                                  | <u>-</u>                  |  | <u>-</u>   |
| Balance at close of the month                        | <u>2,000,000,000</u>      | <u>HKD0.10</u>                             | <u>HKD200,000,000</u>                                    |
| (2) Stock code : <u>N/A</u> Description : _____      |                           |  |  |
|  | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                  | _____                     | _____                                      | _____  |
| Increase/(decrease)                                  | _____                     |  | _____  |
| Balance at close of the month                        | _____                     | _____                                      | _____  |

## 2. Preference Shares

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

## 3. Other Classes of Shares

|                                     |                                   |  |  |
|-------------------------------------|-----------------------------------|--|--|
| Stock code :                        | <u>N/A</u>                        | Description :                              | _____  |
|                                     | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| 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              | 1,080,889,000          | N/A | N/A                     | N/A                            |
| Increase/ <del>(decrease)</del> during the month | 7,200                  | N/A | N/A                     | N/A                            |
| Balance at close of the month                    | 1,080,896,200          | 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<br>(as approved at EGM on 31/05/2002)<br>Exercise Price of HK\$36.60 each<br>Ordinary Shares<br>(Note 1) | -                         | -         | -         | -      | -  | 24,450,000  |
| 2. Share Option Scheme<br>(as approved at EGM on 31/05/2002)<br>Exercise Price of HK\$22.71 each<br>Ordinary Shares<br>(Note 1) | -                         | 7,200     | -         | -      | -  | 19,199,200  |
| 3. Share Option Scheme<br>(as approved at EGM on 31/05/2002)<br>Exercise Price of HK\$23.69 each<br>Ordinary Shares<br>(Note 1) | -                         | -         | -         | -      | -  | 1,144,000   |
| Total A. (Ordinary shares)  |                           |           |           |        | 7,200  |   |
| (Preference shares)   |                           |           |           |        | N/A  |   |
| (Other class)   |                           |           |           |        | N/A  |   |
| Total funds raised during the month from exercise of options (State currency)   |                           |           |           |        | HKD163,512.00  |   |

## 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   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 2. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 3. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 4. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(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. HK\$3,900,000,000 zero coupon guaranteed convertible bonds due 2018 (Issuer: Tong Jie Limited 同捷有限公司) | HKD                            | 3,900,000,000                      | -                          | 3,900,000,000                | -  | 107,319,758   |
| Stock code (if listed)   | 5906                           |                                    |                            |                              |  | (Remarks)   |
| Class of shares issuable ( <i>Note 1</i> )   | Ordinary shares                |                                    |                            |                              |  |   |
| Conversion price   | HK\$36.34 per share            |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)   | (N/A)                          |                                    |                            |                              |  |   |
| 1. 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   |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
| 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   |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)   |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )   |                                |                                    |                            |                              |  |   |
| Subscription price   |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)   | ( / / )                        |                                    |                            |                              |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares)   |  |   |
|  |                                |                                    |                            | (Preference shares)          |  |   |
|  |                                |                                    |                            | (Other class)                |  |   |

Remarks: Assuming full conversion of the convertible bonds into new shares at the initial conversion price of HK\$36.34 per share.

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 ( <i>Note 1</i> )   |  |   |
| 2. N/A<br><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )   |  |   |
| 3. N/A<br><br><br><br>(   /   /   )<br>shares ( <i>Note 1</i> )   |  |   |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(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 _____<br>(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 _____<br>(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 _____<br>(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 _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )  |   |
|                 |                                 |  | EGM approval date: (dd/mm/yyyy)         | ( / / )  |   |
|                 |                                 |  |   | <u>N/A</u>   | <u>N/A</u>  |

## For Main Board and GEM listed issuers

|               |                         |                              |   | 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<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---------------|-------------------------|------------------------------|---|--|---|
| Type of Issue |                         |                              |   |  |   |
| 5.            | Scrip dividend          | At price : State<br>currency | <div>_____</div> <div>Class of shares issuable _____<br/>(Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div> | N/A  | N/A   |
| 6.            | Repurchase of<br>shares |                              | <div>Class of shares repurchased (Note 1) _____</div> <div>Cancellation date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                          | N/A  | N/A   |
| 7.            | Redemption of<br>shares |                              | <div>Class of shares redeemed (Note 1) _____</div> <div>Redemption date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                               | N/A  | N/A   |
| 8.            | Consideration issue     | At price : State<br>currency | <div>Class of shares issuable _____<br/>(Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                  | N/A  | N/A   |

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

|  |     |       |
|--|-----|-------|
| Total increase / <del>(decrease)</del> in ordinary shares during the month (i.e. Total of A to E):               | (1) | 7,200 |
|  | (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)

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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.*