Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/09/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer                  Shanghai Industrial Holdings Limited
Date Submitted                  02/10/2013

I. Movements in Authorised Share Capital

I. Ordinary Shares

<table>
<thead>
<tr>
<th>Stock code</th>
<th>Description</th>
<th>N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Ordinary Shares</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock code : 363 Description : N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>No. of ordinary shares</th>
<th>Par value (State currency)</th>
<th>Authorised share capital (State currency)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance at close of preceding month</td>
<td>2,000,000,000</td>
<td>HKD0.10</td>
</tr>
<tr>
<td>Increase/(decrease)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Balance at close of the month</td>
<td>2,000,000,000</td>
<td>HKD0.10</td>
</tr>
</tbody>
</table>

| Stock code : N/A Description : |

<table>
<thead>
<tr>
<th>No. of ordinary shares</th>
<th>Par value (State currency)</th>
<th>Authorised share capital (State currency)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance at close of preceding month</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Increase/(decrease)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Balance at close of the month</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
2. Preference Shares

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

3. Other Classes of Shares

| Stock code : | N/A | Description : | | |
|--------------|-----|----------------|---|
| No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| 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

<table>
<thead>
<tr>
<th></th>
<th>No. of ordinary shares</th>
<th>No of preference shares</th>
<th>No. of other classes of shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance at close of preceding month</td>
<td>1,080,900,200</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Increase/ (decrease) during the month</td>
<td>345,200</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Balance at close of the month</td>
<td>1,081,245,400</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

III. Details of Movements in Issued Share Capital

<table>
<thead>
<tr>
<th>Share Options (under Share Option Schemes of the Issuer)</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
</tr>
</thead>
<tbody>
<tr>
<td>Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable</td>
<td>Movement during the month</td>
<td></td>
</tr>
<tr>
<td>1. Share Option Scheme (as approved at EGM on 31/05/2002)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Exercise Price of HK$36.60 each Ordinary Shares (Note 1)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>2. Share Option Scheme (as approved at EGM on 31/05/2002)</td>
<td>-</td>
<td>345,200</td>
</tr>
<tr>
<td>Exercise Price of HK$22.71 each Ordinary Shares (Note 1)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>3. Share Option Scheme (as approved at EGM on 31/05/2002)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Exercise Price of HK$23.69 each Ordinary Shares (Note 1)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Total A. (Ordinary shares)</td>
<td>345,200</td>
<td>N/A</td>
</tr>
<tr>
<td>(Preference shares)</td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>(Other class)</td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Total funds raised during the month from exercise of options (State currency)</td>
<td></td>
<td>HKD7,839,492</td>
</tr>
<tr>
<td>Description of warrants (Date of expiry - dd/mm/yyyy)</td>
<td>Currency of nominal value</td>
<td>Nominal value at close of preceding month</td>
</tr>
<tr>
<td>-----------------------------------------------------</td>
<td>---------------------------</td>
<td>------------------------------------------</td>
</tr>
<tr>
<td>1. N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>( / / )</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock code (if listed)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class of shares issuable (Note 1)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Subscription price</td>
<td></td>
<td></td>
</tr>
<tr>
<td>EGM approval date (if applicable)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(dd/mm/yyyy)</td>
<td>( / / )</td>
<td></td>
</tr>
<tr>
<td>2. N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>( / / )</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock code (if listed)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class of shares issuable (Note 1)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Subscription price</td>
<td></td>
<td></td>
</tr>
<tr>
<td>EGM approval date (if applicable)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(dd/mm/yyyy)</td>
<td>( / / )</td>
<td></td>
</tr>
<tr>
<td>3. N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>( / / )</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock code (if listed)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class of shares issuable (Note 1)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Subscription price</td>
<td></td>
<td></td>
</tr>
<tr>
<td>EGM approval date (if applicable)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(dd/mm/yyyy)</td>
<td>( / / )</td>
<td></td>
</tr>
<tr>
<td>4. N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>( / / )</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock code (if listed)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class of shares issuable (Note 1)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Subscription price</td>
<td></td>
<td></td>
</tr>
<tr>
<td>EGM approval date (if applicable)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(dd/mm/yyyy)</td>
<td>( / / )</td>
<td></td>
</tr>
</tbody>
</table>

Total B. (Ordinary shares) _____________
(Preference shares) _____________
(Others class) _____________
Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

<table>
<thead>
<tr>
<th>Class and description</th>
<th>Currency of amount outstanding</th>
<th>Amount at close of preceding month</th>
<th>Converted during the month</th>
<th>Amount at close of the month</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. HK$3,900,000,000 zero coupon guaranteed convertible bonds due 2018 (Issuer: Tong Jie Limited (同捷有限公司))</td>
<td>HKD</td>
<td>3,900,000,000</td>
<td>-</td>
<td>3,900,000,000</td>
<td>-</td>
<td>107,319,758</td>
</tr>
</tbody>
</table>

  Stock code (if listed) 5906
  Class of shares issuable *(Note 1)* 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 *(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) ____________________________

  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)

<table>
<thead>
<tr>
<th>Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>( / / )</td>
<td></td>
</tr>
<tr>
<td></td>
<td>shares (Note 1)</td>
<td></td>
</tr>
<tr>
<td>2. N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>( / / )</td>
<td></td>
</tr>
<tr>
<td></td>
<td>shares (Note 1)</td>
<td></td>
</tr>
<tr>
<td>3. N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>( / / )</td>
<td></td>
</tr>
<tr>
<td></td>
<td>shares (Note 1)</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total D. (Ordinary shares)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Preference shares)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Other class)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
For Main Board and GEM listed issuers

Other Movements in Issued Share Capital

<table>
<thead>
<tr>
<th>Type of Issue</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Rights issue</td>
<td>Class of shares issuable (Note 1)</td>
<td>Issue and allotment date: (dd/mm/yyyy)</td>
</tr>
<tr>
<td>2. Open offer</td>
<td>Class of shares issuable (Note 1)</td>
<td>Issue and allotment date: (dd/mm/yyyy)</td>
</tr>
<tr>
<td>3. Placing</td>
<td>Class of shares issuable (Note 1)</td>
<td>Issue and allotment date: (dd/mm/yyyy)</td>
</tr>
<tr>
<td>4. Bonus issue</td>
<td>Class of shares issuable (Note 1)</td>
<td>Issue and allotment date: (dd/mm/yyyy)</td>
</tr>
<tr>
<td>Type of Issue</td>
<td>Class of shares issuable (Note 1)</td>
<td>Issue and allotment date : (dd/mm/yyyy)</td>
</tr>
<tr>
<td>----------------------------------</td>
<td>-----------------------------------</td>
<td>----------------------------------------</td>
</tr>
<tr>
<td>5. Scrip dividend At price : State currency</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>6. Repurchase of shares</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>7. Redemption of shares</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>8. Consideration issue At price : State currency</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
For Main Board and GEM listed issuers

### Type of Issue

<table>
<thead>
<tr>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th><strong>9. Capital reorganisation</strong></th>
<th>Class of shares issuable (Note 1)</th>
<th>Issue and allotment date: (dd/mm/yyyy)</th>
<th>EGM approval date: (dd/mm/yyyy)</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>10. Other (Please specify)</strong></th>
<th>At price: State currency</th>
<th>Class of shares issuable (Note 1)</th>
<th>Issue and allotment date: (dd/mm/yyyy)</th>
<th>EGM approval date: (dd/mm/yyyy)</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Total E.</strong></th>
<th>(Ordinary shares)</th>
<th>(Preference shares)</th>
<th>(Other class)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): 345,200  
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

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.