

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): <u>31/10/2013</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Shanghai Industrial Holdings Limited	
Date Submitted	01/11/2013	

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>363</u> Descrij	ption :	N/A	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 : <u>N/A</u> Descri	ption :		
	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

Stock code : <u>N/A</u> Descr	ription :		
	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	Descrip	otion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding 1	nonth			
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 ordin	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	1,081,245,400	N/A	N/A	N/A
Increase / (decrease) during the month	80,200	N/A	N/A	N/A
Balance at close of the month	1,081,325,600	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					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date (dd/mm/yyyy) and -		Movement duri	ng the month		thereto	as at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option	-	-	380,000	-	_	24,070,000
Scheme			200,000			,. ,
(as approved at						
EGM on						
31/05/2002)						
Exercise Price of						
HK\$36.60 each						
Ordinary Shares						
(Note 1)						
2. Share Option	-	80,200	-	-	-	18,669,000
Scheme						, ,
(as approved at						
EGM on						
31/05/2002)						
Exercise Price of						
HK\$22.71 each						
Ordinary Shares						
(Note 1)						
3. Share Option	-	-	-	-	-	1,144,000
Scheme						
(as approved at						
EGM on						
31/05/2002) Exercise Price of						
HK\$23.69 each						
Ordinary Shares						
(Note 1)		<u> </u>		<u> </u>		
		Te	tal A. (Ordin	ary charac)	80,200	
		IC		nce shares)	N/A	
			•	Other class)	N/A N/A	
Tetal for de select 1 1		£		Juici Class)	11/71	
Total funds raised dur options (State currence		from exercise o		KD1,821,342		
1	J /			7 - 7		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value 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
<u>1. N/A</u>					
(/ /) 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)	(/ /)				
<u>3. N/A</u>					
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>)					
Subscription price EGM approval date (if applicable)	(/ /)				
4. N/A					
Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
	Total	(Prefere	nary shares) nce shares) Other class)		

For Main Board and GEM listed issuers

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of issuer shares of which may be issuer issued issued pursuant during the Amount at month thereto as at Currency of close of Converted Amount at pursuant close of the amount preceding during the close of thereto month Class and description outstanding month month 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) 3,900,000,000 -HKD 3,900,000,000 -107,319,758 Stock code (if listed) 5906 (Remarks) 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)

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

(Other class)

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		
	{	
	1	
shares (Note 1)		
2. N/A		
	{	
shares (Note 1)		
3. N/A		
	1	
	{	
shares (Note 1)		
	{	
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)	İ	
(Ouler 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)

Ot	her Movements in	Issued Share Capital				No of a	No of
	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
	21						
			Class of shares issuable (<i>Note 1</i>)				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	N/A
			Class of shares issuable				
			(Note 1)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	<u>N/A</u>
			Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issuable $(N + 1)$				
4.	Bonus issue		(<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(30, 1111, 33, 33, 37)			N/A	N/A

S. Scrip dividend At price : State currency Class of shares issuable (Note 1) S. Scrip dividend At price : State currency Issue and allotment (///) G. Repurchase of shares (d/mm/yyyy) 6. Repurchase of shares Class of shares mean date: (//) (d/mm/yyyy) N/A N/A 6. Repurchase of shares Class of shares mean date: (//) (d/mm/yyyy) Cancellation date : (//) (d/mm/yyyy) N/A N/A N/A N/A N/A Class of shares N/A N/A N/A N/A N/A N/A N/A Shares Class of shares mean date: (//) (d/mm/yyyy) N/A Kedemption of shares Class of shares issuable mean date: (//) (d/mm/yyyy) N/A ECM approval date: (///) N/A (d/mm/yyyy) N/A 8. Consideration issue At price : State currency Issue and allotment (// /) (d/mm/yyyy) State (d/mm/yyyy) N/A		Type of Issue		E	∛or Main	Boar	rd and GEM lis No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
S. Scrip dividend At price : $\frac{State}{currency}$ Issue and allotment $(///)$ Issue and allotment $(///)$ N/A N/A Issue and allotment $(///)$ $(///)$ Issue and allotment Issue and allotment $(///)$ $(///)$ Issue and allotment Issue and allotment $(///)$ $(///)$ Issue and allotment Issue and allotment $(///)$ $(///)$								
5. Scrip alvidend At price : currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 6. Repurchase of shares Class of shares issual N/A 6. Repurchase of shares Cancellation date : (/ /) N/A (dd/mm/yyyy) EGM approval date: (/ /) N/A 7. Redemption of shares Class of shares issual N/A 7. Redemption of shares Class of shares issual N/A 7. Redemption of shares Class of shares issual N/A 7. Redemption of shares Class of shares N/A 8. Consideration issue At price : State currency Class of shares issuable (/ /) N/A 8. Consideration issue At price : State currency Issue and allotment (/ /) N/A			G	(Note 1)				
Image: Construct approval date: N/A N/A (dd/mm/yyyy) N/A N/A 6. Repurchase of shares Class of shares repurchased (Note 1) 6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 7. Redemption of shares Class of shares redeemed (Note 1) 7. Redemption of shares Class of shares (/ /) (dd/mm/yyyy) N/A N/A 8. Consideration issue At price : State currency Issue and allotment (/ /) 8. Consideration issue At price : State currency Issue and allotment (/ /) Bate Shares Class of shares issuable (/ /) (/ /) Bate Shares Class of shares issuable (/ /) (/ /) Bate Shares Class of shares issuable (/ /) (/ /) Bate Shares Class of shares issuable (/ /) (/ /) Bate Shares State (/ /) (/ /) Bate Shares State (/ /) (/ /) Bate Shares State (/ /) (/ /) Bate Shares (/ /) (/ /)	5.	Scrip dividend			(/ /)		
6. Repurchase of shares Cancellation date : $(///)$ (d/mm/yyyy) EGM approval date: $(///)$ (d/mm/yyyy) N/A N/A N/A State Issue and allotment (dd/mm/yyyy) EGM approva				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
6. Repurchase of shares Cancellation date : $(///)$ (d/mm/yyyy) EGM approval date: $(///)$ (d/mm/yyyy) N/A N/A N/A State Issue and allotment (dd/mm/yyyy) EGM approva								
shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A Redemption of shares Class of shares redeemed (Note 1) Redemption date : (/ /) (dd/mm/yyyy) N/A N/A N/A State Issue and allotment (N/A Issue and allotment (dd/mm/yyyy) Issue and allotment (dd/mm/yyyy)								
Boom approval date: $(dd/mm/yyyy)$ N/A N/A Redemption of shares Redemption date : Redemption date : (/ /) (dd/mm/yyyy) N/A N/A N/A State Issue and allotment (// /) Issue and allotment (// /) <td>6.</td> <td></td> <td></td> <td></td> <td>(/ /</td> <td>)</td> <td></td> <td></td>	6.				(/ /)		
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 N/A N/A 8. Consideration issue At price : State currency Issue and allotment (//) Issue and allotment (dd/mm/yyyy) EGM approval date: $(//)$ Bayers				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
7. Redemption of shares Redemption date : $(///)$ 7. Redemption of shares Redemption date : $(//)$ (dd/mm/yyy) EGM approval date: $(//)$ (dd/mm/yyyy) N/A N/A N/A 8. Consideration issue At price : State currency Issue and allotment (//) EGM approval date: (///) Issue and allotment (//) (d/mm/yyyy) EGM approval date: (//)								
shares $(dd/mm/yyyy)$ EGM approval date: $(///)$ (dd/mm/yyyy) N/A $N/AN/A$ $N/A8. Consideration issue At price : Statecurrency — Issue and allotment (//)date : (dd/mm/yyyy)EGM approval date: (//)$								
8. Consideration issue At price : $\frac{\text{State}}{\text{currency}}$ $\frac{\text{Class of shares issuable}}{\text{Issue and allotment}} (/ /) \\ \frac{\text{Kate} N/A}{\text{Class of shares issuable}} = \frac{(Note 1)}{(Note 1)}$ EGM approval date: $(/ /) $ (/ /)	7.			Redemption date : (dd/mm/yyyy)	(/ /)		
8. Consideration issue At price : State Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)				EGM approval date: (dd/mm/yyyy)	(/ /)	NI/A	N/A
8. Consideration issue At price : State Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)							<u>N/A</u>	N/A
8. Consideration issue At price : currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)								
(dd/mm/yyyy)	8.	Consideration issue			(/ /)		
<u>N/A</u> N/A					(/ /)		
							N/A	N/A

			F	For Main Board	d and GEM lis	sted 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)	(//)	<u>N/A</u>	N/A
10.	Other (Please specify)	At price : State	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
				Ordinary shares eference shares (Other class	s)	

Total increase $\frac{1}{2}$ (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	80,200		
	(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):
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N/A

Submitted by: Yee Foo Hei	
Title. Company Secretary	
Title: <u>Company Secretary</u>	
(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.