

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): |
|---------|-----|-------|
|---------|-----|-------|

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.