



上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

上海實業集團成員 A Member of SIIC

FOR IMMEDIATE RELEASE

***SHANGHAI INDUSTRIAL SOLD SMIC, BRIGHT DAIRY  
FOR HK\$2.86 BILLION***

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***EYEING FOR MAJOR ASSET ACQUISITIONS IN 2H09***

(July 27, 2009 — Hong Kong) Shanghai Industrial Holdings Limited ("SIHL") announced the disposal of all its 8.2% shareholding in Semiconductor Manufacturing International Corporation ("SMIC") to a subsidiary owned by SIHL's parent company Shanghai Industrial Investment (Holdings) Company Limited ("SIIC") at HK\$0.6 per share, with a total consideration of approximately HK\$1.1 billion. At the same time, SIHL also divested its remaining 30.176% shareholding in Bright Dairy to Bright Food Group at RMB4.93 (approximately HK\$5.6) per share, with a total consideration of approximately RMB1.55 billion (approximately HK\$1.76 billion). The proceeds from these two disposals are expected to be approximately HK\$2.86 billion.

Together with the earlier disposal of 5% shareholding of Bright Dairy and 18.89% interest of MicroPort Medical, SIHL is expected to realize HK\$3.767 billion divestment proceeds this year by means of disposing its non-core investment projects.

SIHL chairman Teng Yilong said that the company has generally achieved the objective of divesting its non-core assets, with reference to the two-thronged approach of acquisitive growth and non-core assets divestment. The company's business structure will be more focused after the disposal of non-core businesses, said Teng.

Mr. Teng indicated that the next step would be strengthening the core businesses through mergers and acquisitions. SIHL is planning to acquire major real estate and infrastructure facilities projects in the second half of the year. For real estate, in addition to the Shanghai Bay acquisition announced in June, the company plans to acquire more prime real estates this year, including the injection of land reserve in Shanghai from the parent company. For infrastructures facilities, SIHL has identified another toll road in Shanghai for acquisition.

Mr. Teng is positive that Shanghai will continue its robust economic growth as the city hosts the World Expo in 2010, and evolves into an international financial and shipping hub by 2020. The core businesses of SIHL are well positioned to leverage on the company's unique "Shanghai advantage" and benefit from the Shanghai economic growth, Teng said.

## SMIC EQUITY TRANSFER

SIHL disposed all its 8.2% interest in SMIC to a subsidiary wholly-owned by the parent company SIIC at HK\$0.6 per share, payable in cash. The consideration was made with reference to an independent valuation report, representing approximately 39.5% and 41.5% premium respectively over the closing price of HK\$0.43 on July 24, 2009 (being the last trading date prior to the date of Sale and Purchase Agreement) and over the average closing price of HK\$0.424 of the five trading days up to and including July 24, 2009. Upon completion, SIHL is expected to receive disposal proceed of approximately HK\$1.1 billion, and to record an exceptional loss of approximately HK\$840 million by reference to the carrying value of SMIC held by SIHL as at March 31, 2009. While in line with SIHL's divestment strategy, the disposal of SMIC shares would substantially optimize the company's investment portfolio, and discontinue SIHL's sharing the operating loss of SMIC in recent years. Proceeds from the disposal would be used to expand SIHL's core businesses. The purchaser SIIC would continue to support SMIC's development after the equity transfer.

## BRIGHT DAIRY EQUITY TRANSFER

SIHL disposed its remaining 30.176% interest in Bright Dairy to the latter's single largest shareholder Bright Food Group at RMB4.93 (approximately HK\$5.6) per share, payable in cash, for a consideration of approximately RMB1.55 billion (approximately HK\$1.76 billion). Upon completion, it is estimated to bring SIHL a pre-tax disposal gain of approximately HK\$945 million. As the 30.176% equity interest of Bright Dairy was still in lock-up period (5% and 25.176% of the Bright Dairy shares will not be freely transferable until October 2009 and October 2010 respectively), the present disposal of Bright Dairy would enable SIHL to avoid the stock market risks and uncertainty factors during the lock-up period. In addition, SIHL could take advantage of the current market opportunities for the proceeds in its core business development.

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