



上海實業控股有限公司
SHANGHAI INDUSTRIAL HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)

上海實業醫藥科技(集團)有限公司*
SIIC MEDICAL SCIENCE AND TECHNOLOGY (GROUP) LTD.
(Incorporated in the Cayman Islands with limited liability)

**JOINT ANNOUNCEMENT
PROPOSED PRIVATISATION OF
SIIC MEDICAL SCIENCE AND TECHNOLOGY (GROUP) LIMITED
BY SHANGHAI INDUSTRIAL HOLDINGS LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT**

**RESULTS OF COURT MEETING AND EXTRAORDINARY GENERAL MEETING
AND RESUMPTION OF TRADING**

**Financial Adviser to Shanghai Industrial Holdings Limited
BNP PARIBAS PEREGRINE CAPITAL LIMITED**

The Scheme was approved at the Court Meeting and the Extraordinary General Meeting.

At the request of SIIC MedTech, trading in the Shares was suspended with effect from 9:30 a.m. on Monday, 11th August 2003, pending the release of this announcement. An application has been submitted to the Stock Exchange requesting the resumption of trading in the Shares with effect from 9:30 a.m. on Tuesday, 12th August 2003.

This announcement is made further to the joint announcement of SIIC MedTech and SIHL dated 17th July 2003 and the document (the “Scheme Document”) dated 18th July 2003 sent by SIIC MedTech to the Shareholders in relation to the Proposal. Terms defined in the Scheme Document have the same meanings when used in this announcement.

RESULTS OF THE COURT MEETING AND THE EXTRAORDINARY GENERAL MEETING

The directors of SIHL and the Directors jointly announce that:

- (i) at the Court Meeting held on 11th August 2003 to approve the Scheme, a total of 68,274,239 Shares (amounting to approximately 11.00% of the issued share capital of SIIC MedTech and approximately 33.77% of the Shares held by all the Independent Shareholders) were voted either in person or by proxy. 27 Independent Shareholders, representing 66,258,484 Shares (amounting to approximately 97.05% of the Shares voted and approximately 32.77% of the Shares held by all the Independent Shareholders), voted in favour of the Scheme and 3 Independent Shareholders, representing 2,015,755 Shares (amounting to approximately 2.95% of the Shares voted and approximately 1.00% of the Shares held by all the Independent Shareholders), voted against the Scheme. Accordingly: (a) the resolution to approve the Scheme was duly passed by a majority in number of the Independent Shareholders present and voting either in person or by proxy at the Court Meeting representing not less than three-fourths in value of the Shares that were voted either in person or by proxy by the Independent Shareholders (by way of poll); and (b) the number of votes cast against the resolution at the Court Meeting was not more than 10% of all the Shares held by all of the Independent Shareholders; and
- (ii) at the Extraordinary General Meeting held on 11th August 2003, a total of 490,852,239 Shares (amounting to approximately 79.12% of the issued share capital of SIIC MedTech) were voted either in person or by proxy. 488,848,484 Shares (amounting to approximately 99.59% of the Shares voted) were voted in favour of the special resolution approving and giving effect to the Scheme and 2,003,755 Shares (amounting to approximately 0.41% of the Shares voted) were voted against the special resolution approving and giving effect to the Scheme. The special resolution to approve and give effect to the Scheme was accordingly duly passed by a majority of not less than three-fourths of votes cast by the Shareholders present and voting, in person or by proxy (by way of poll), at the Extraordinary General Meeting.

CURRENT STATUS OF THE CONDITIONS OF THE SCHEME

The Scheme will become effective subject to the fulfilment or waiver (as applicable) of the conditions listed as (c) to (g) under Conditions of the Scheme section on pages 38 and 39 of the Scheme Document.

EFFECTIVE DATE OF THE SCHEME

The Scheme is expected to become effective in the morning on Tuesday, 16th September 2003 (Cayman Islands time) (which will be the evening on Tuesday, 16th September 2003 (Hong Kong time)). Shareholders will be notified of the exact date on which the Scheme becomes effective by further press announcements and also by an announcement published on the GEM website. The Scheme will lapse if it does not become effective on or before 30th September 2003 (or such late date as SIHL and SIIC MedTech may agree or, to the extent applicable, as the Grand Court may direct).

EXPECTED TIMETABLE

Shareholders should note that the expected timetable for the Proposal is as follows:

- (i) last day of dealing in the Shares on the Stock Exchange will be on Monday, 8th September 2003;
- (ii) the latest time for lodging transfers of the Shares to qualify for entitlements under the Scheme will be 4:30 p.m. on Wednesday, 10th September 2003;
- (iii) Grand Court hearing of petition to sanction the Scheme and the petition to confirm the Reduction of Capital will be on Wednesday, 10th September 2003 (Cayman Islands time);
- (iv) the Scheme will become effective on Tuesday, 16th September 2003;
- (v) the listing of the Shares on the Stock Exchange will be withdrawn at 9:30 a.m. on Wednesday, 17th September 2003; and
- (vi) cheques for payment under the Scheme will be despatched to the Shareholders on or before Friday, 26th September 2003.

APPLICATION FOR WITHDRAWAL OF LISTING

An application for withdrawal of the listing of the Shares will be made to the Stock Exchange. Subject to the approval of the Stock Exchange, it is expected that dealings in the Shares on the Stock Exchange will cease at 4:00 p.m. on Monday, 8th September 2003 and the listing of the Shares on the Stock Exchange will be withdrawn with effect from 9:30 a.m. on Wednesday, 17th September 2003. As mentioned above, all transfers of the Shares must be lodged with the branch share registrar of SIIC MedTech in Hong Kong, Secretaries Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 10th September 2003 in order to qualify for entitlements under the Scheme.

SUSPENSION AND RESUMPTION OF TRADING IN THE SHARES

At the request of SIIC MedTech, trading in the Shares was suspended with effect from 9:30 a.m. on Monday, 11th August 2003, pending the release of this announcement. An application has been submitted to the Stock Exchange requesting the resumption of trading in the Shares with effect from 9:30 a.m. on Tuesday, 12th August 2003.

REGISTRATION

It is proposed to close the Register immediately after 4:30 p.m. on Wednesday, 10th September 2003, or such other date as may be notified to Independent Shareholders by announcements on the GEM website and press announcement, in order to establish entitlements to the Cancellation Price under the Scheme. The Independent Shareholders should ensure that their Shares are registered or lodged for registration in their names or in the names of their nominees before the Register is closed. The branch share registrar of SIIC MedTech in Hong Kong is Secretaries Limited situated at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong.

GENERAL

As at the Latest Practicable Date, the aggregate number of Shares held by SIHL, SIIH, SIHL Treasury and CFI was 408,934,000 Shares representing approximately 65.91% of the total issued share capital of SIIC MedTech. No Shares have been acquired by SIHL, SIIH, SIHL Treasury or CFI since the Latest Practicable Date.

By Order of the board of
Shanghai Industrial Holdings Limited
Cai Lai Xing
Chairman

By Order of the board of
SIIC Medical Science and Technology (Group) Limited
Lu Ming Fang
Chairman

Hong Kong, 11th August 2003

The directors of SIHL (except for Dr. Lee Quo Wei due to health reason) jointly and severally accept full responsibility for the accuracy of the information in relation to SIHL contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement, for which the directors of SIIC MedTech collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement (other than information in relation to SIHL) is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website on the “Latest Company Announcements” page for a minimum period of 7 days from the date of publication.

* for identification purpose only