

# 上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)  
(Stock Code : 0363)

## ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING HELD ON 28TH MAY, 2004 – POLL RESULTS

### Annual General Meeting

The poll results in respect of the resolutions proposed at the Annual General Meeting (the “AGM”) of Shanghai Industrial Holdings Limited (the “Company”) held on 28th May, 2004 are as follows:

No.	Resolutions	No. of Votes (%)	
		For	Against
1.	To adopt the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31st December, 2003.	619,255,501 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
2.	To declare a final dividend of HK32 cents per share for the year ended 31st December, 2003.	619,589,501 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(i)a.	To re-elect Mr. Ding Zhong De as Director.	614,705,487 (99.91%)	551,201 (0.09%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(i)b.	To re-elect Mr. Lu Shen as Director.	614,810,987 (99.91%)	551,201 (0.09%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(i)c.	To re-elect Mr. Qian Shi Zheng as Director.	614,810,987 (99.91%)	551,201 (0.09%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(i)d.	To re-elect Mr. Ge Wen Yao as Director.	614,808,987 (99.91%)	551,201 (0.09%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(i)e.	To re-elect Mr. Woo Chia-Wei as Director.	614,812,981 (99.91%)	551,201 (0.09%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(i)f.	To re-elect Mr. Leung Pak To, Francis as Director.	614,810,981 (99.91%)	551,201 (0.09%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
3(ii).	To authorise the Board to fix the Directors’ remuneration.	614,804,981 (99.93%)	453,707 (0.07%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors and to authorise the Directors to fix their remuneration.	615,161,188 (99.98%)	97,500 (0.02%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares not exceeding 20% of the existing issued share capital.	580,205,014 (92.55%)	46,719,925 (7.45%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
6.	To give a general mandate to the Directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the existing issued share capital.	619,701,501 (98.88%)	6,993,438 (1.12%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
7.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.	619,347,794 (98.83%)	7,327,145 (1.17%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
8.	To amend the Articles of Association of the Company.	618,289,829 (99.78%)	1,383,672 (0.22%)
	As more than 75% of the votes were cast in favour of the resolution, the resolution was carried.		

### Extraordinary General Meeting

Reference is made to the circular of the Company dated 10th May, 2004 (the “Circular”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the resolutions relating to the approval of the Mergen Share Option Scheme and the grant of an option beyond the Specified Limit to Mr. Hu Fang pursuant to the Mergen Share Option Scheme proposed at the Extraordinary General Meeting (the “EGM”) of the Company held on 28th May, 2004 are as follows:

No.	Resolutions	No. of Votes (%)	
		For	Against
1.	To approve the Mergen Share Option Scheme.	562,321,711 (84.88%)	100,176,935 (15.12%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		
2.	To approve the grant of an option beyond the Specified Limit to Mr. Hu Fang pursuant to the Mergen Share Option Scheme.	562,323,711 (85.20%)	97,653,935 (14.80%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.		

As at the date of the AGM and the EGM, the issued share capital of the Company was 948,328,000 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM and the EGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM and the EGM.

Secretaries Limited, the Share Registrars of the Company, acted as Scrutineers for the poll at the AGM and the EGM.

By Order of the Board  
**Roger L.C. Leung**  
Company Secretary

Hong Kong, 28th May, 2004

As at the date of this announcement, the Board is comprised of 12 Directors, of which 9 are Executive Directors, namely Messrs. Cai Lai Xing, Lu Ming Fang, Lu Da Yong, Ding Zhong De, Lu Shen, Qian Shi Zheng, Lu Yu Ping, Yao Fang and Ge Wen Yao and 3 are Independent Non-executive Directors, namely Messrs. Lo Ka Shui, Woo Chia-Wei and Leung Pak To, Francis.