



# 上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

## ANNUAL GENERAL MEETING HELD ON 30TH MAY 2006 POLL RESULTS

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 30th May 2006 are as follows:

Resolutions		No. of Votes (%)	
		For	Against
1.	To adopt the audited Consolidated Financial Statements for the year ended 31st December 2005 and the Reports of the Directors and Auditors thereon.	711,987,138 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
2.	To declare a final dividend for the year ended 31st December 2005.	716,433,918 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
3.	a. To re-elect Mr. Cai Yu Tian as Director.	716,233,018 (99.98%)	133,900 (0.02%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
	b. To re-elect Mr. Ding Zhong De as Director.	716,233,018 (99.98%)	133,900 (0.02%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
	c. To re-elect Mr. Qian Shi Zheng as Director.	716,234,018 (99.98%)	133,900 (0.02%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
	d. To re-elect Prof. Woo Chia-Wei as Director.	716,357,918 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
	e. To re-elect Mr. Leung Pak To, Francis as Director.	709,945,335 (99.10%)	6,421,583 (0.90%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
	f. To authorise the Board of Directors to fix the Directors’ remuneration.	714,461,918 (99.72%)	1,972,000 (0.28%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors and to authorise the Directors to fix their remuneration.	711,844,435 (99.37%)	4,523,483 (0.63%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
5.	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.	716,433,918 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an Ordinary Resolution.		
6.	To give a general mandate to the Directors to allot, issue and deal with shares not exceeding 20% of the existing issued share capital.	572,434,141 (81.44%)	130,468,777 (18.56%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an Ordinary Resolution.		
7.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.	713,833,534 (99.64%)	2,599,384 (0.36%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an Ordinary Resolution.		

As at the date of the AGM, the issued share capital of the Company was 968,124,000 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. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM.

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

By Order of the Board  
**Wong Mei Ling, Marina**  
Company Secretary

Hong Kong, 30th May 2006

*As at the date of this announcement, the Board of the Directors of the Company is comprised of:*

*Executive Directors: Mr. Cai Lai Xing, Mr. Cai Yu Tian, Mr. Qu Ding, Mr. Lu Ming Fang, Mr. Ding Zhong De, Mr. Qian Shi Zheng, Mr. Yao Fang and Mr. Tang Jun*

*Independent Non-Executive Directors: Dr. Lo Ka Shui, Prof. Woo Chia-Wei and Mr. Leung Pak To, Francis*

Please also refer to the published version of this announcement in South China Morning Post.