



(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

ANNOUNCEMENT MADE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The Board of Directors (the “Board”) of Shanghai Industrial Holdings Limited (the “Company”) announces that the Company (as guarantor) and a wholly-owned subsidiary of the Company (as borrower) entered into a facility agreement with a syndicate of banks and financial institutions (as lenders) on 8th December 2008 (the “Facility Agreement”) for a 3-year term loan facility of up to HK\$670 million (the “Facility”).

Pursuant to the terms of the Facility Agreement, if any of the following events of default (unless with the prior written consent of the lenders) occurs, all loans together with accrued interest and any other amounts accrued under the Facility may become immediately due and payable:

- (1) Shanghai Industrial Investment (Holdings) Company Limited (“SIIC”), a controlling shareholder of the Company, ceases to hold (directly and indirectly) at least 35% ultimate beneficial interest of and in the voting share capital of the Company or ceases to have management control over the Company; or
- (2) the Shanghai Municipal People’s Government, the controlling shareholder of SIIC, ceases to hold (directly or indirectly) at least 51% beneficial interest of and in the voting share capital of SIIC or SIIC ceases to remain under the administrative leadership of the Shanghai Municipal People’s Government.

As at the date of this announcement, SIIC is interested in approximately 52.45% of the issued voting share capital of the Company.

By Order of the Board
Shanghai Industrial Holdings Limited
Leung Lin Cheong
Company Secretary

Hong Kong, 8th December 2008

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

Executive Directors:

Mr. Teng Yi Long, Mr. Cai Yu Tian, Mr. Lu Ming Fang, Mr. Ding Zhong De, Mr. Zhou Jie, 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