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(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

**ANNUAL GENERAL MEETING AND
EXTRAORDINARY GENERAL MEETING
HELD ON 25 MAY 2012
POLL RESULTS**

The poll results in respect of the resolutions proposed at the Annual General Meeting (the “**AGM**”) and Extraordinary General Meeting (the “**EGM**”) of Shanghai Industrial Holdings Limited (the “**Company**”) held on 25 May 2012 were as follows:

AGM Poll Results

Resolutions			Number of Votes (%)	
			For	Against
1.	To adopt the audited consolidated Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2011.		841,803,600 (100%)	0 (0%)
2.	To declare a final dividend.		841,816,600 (100%)	0 (0%)
3.	a.	To re-elect Mr. Teng Yi Long as Director.	835,333,968 (99.23%)	6,482,632 (0.77%)
	b.	To re-elect Mr. Lu Ming Fang as Director.	816,179,166 (96.99%)	25,365,434 (3.01%)

	c.	To re-elect Mr. Lu Shen as Director.	831,231,968 (98.77%)	10,372,632 (1.23%)
	d.	To re-elect Mr. Leung Pak To, Francis as Director.	834,203,600 (99.10%)	7,613,000 (0.90%)
	e.	To authorize the Board to fix the Directors' remuneration.	829,460,679 (98.53%)	12,342,921 (1.47%)
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and to authorize the Directors to fix Auditor's remuneration.		840,635,510 (99.86%)	1,181,090 (0.14%)
5.	To give a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital.		838,251,600 (99.58%)	3,552,000 (0.42%)
6.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital.		644,561,899 (76.70%)	195,751,701 (23.30%)
7.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		661,017,853 (78.52%)	180,798,747 (21.48%)
As more than 50% of the votes were cast in favour of the above resolutions, all resolutions were duly passed as ordinary resolutions of the Company.				

As at the date of the AGM, the total number of issued shares of the Company (“**Shares**”) was 1,079,968,000, which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no shareholders of the Company were required under the Listing Rules to abstain from voting at the AGM. There were no restrictions on any shareholders to cast votes on the proposed resolutions at the AGM. No parties have indicated in the notices convening the AGM that they intend to vote against or to abstain from voting on the proposed resolutions.

EGM Poll Results

Resolution	Number of Votes (%)	
	For	Against
To terminate the SIHL Existing Scheme (as defined in the circular of the Company dated 20 April 2012) and to approve and adopt the SIHL New Scheme (as defined in the circular of the Company dated 20 April 2012).	674,602,786 (80.11%)	167,487,668 (19.89%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution of the Company.		

As at the date of the EGM, the total number of issued Shares was 1,079,968,000, which was the total number of Shares entitling the holders to attend and vote on the resolution proposed at the EGM. There were no Shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules and no shareholders of the Company were required under the Listing Rules to abstain from voting at the EGM. There were no restrictions on any shareholders to cast votes on the proposed resolution at the EGM. No parties have indicated in the notice convening the EGM that they intend to vote against or to abstain from voting on the proposed resolution.

Tricor Secretaries Limited, the Share Registrar of the Company, acted as scrutineer for the purpose of vote taking at the AGM and EGM.

By Order of the Board
Shanghai Industrial Holdings Limited
Yee Foo Hei
Company Secretary

Hong Kong, 25 May 2012

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Teng Yi Long, Mr. Zhou Jie, Mr. Lu Ming Fang, Mr. Lu Shen, Mr. Zhou Jun and Mr. Qian Yi

Independent Non-Executive Directors:

Dr. Lo Ka Shui, Prof. Woo Chia-Wei and Mr. Leung Pak To, Francis