

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

*This announcement is not for distribution, directly or indirectly, in or into the United States. This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. No public offer of securities referred to herein is being or will be made in the United States.*



(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

COMPLETION OF THE ISSUE OF HK\$3,900,000,000 ZERO COUPON GUARANTEED CONVERTIBLE BONDS DUE 2018

JOINT BOOKRUNNERS

in alphabetical order

BofA Merrill Lynch

Deutsche Bank 

**Goldman
Sachs**

The Board is pleased to announce that all conditions precedent for the issue of the Convertible Bonds under the Subscription Agreement have been fulfilled, and the completion of the issue of the Convertible Bonds in the aggregate principal amount of HK\$3,900,000,000 took place on 18 February 2013.

Reference is made to the Company’s announcement dated 16 January 2013 (the “**Announcement**”) in relation to the Subscription Agreement entered into among (i) the Company as issuer of the Conversion Shares and guarantor for payment of all sums payable in relation to the Convertible Bonds, (ii) the Bond Issuer (a wholly owned subsidiary of the Company) as issuer of the

Convertible Bonds, and (iii) the Managers. Unless otherwise defined, capitalised terms in this announcement shall have the same meanings ascribed to them in the Announcement.

The Board is pleased to announce that all conditions precedent for the issue of the Convertible Bonds under the Subscription Agreement have been fulfilled, and the completion of the issue of the Convertible Bonds in the aggregate principal amount of HK\$3,900,000,000 took place on 18 February 2013. The Convertible Bonds are expected to be listed on the Stock Exchange on 19 February 2013 with stock code 5906.

The estimated net proceeds from the issue of Convertible Bonds, after deduction of commission and expenses, amounted to approximately HK\$3,861,000,000.

The Convertible Bonds have been offered and sold to six or more independent placees.

Assuming full conversion of the Convertible Bonds in the aggregate principal amount of HK\$3,900,000,000, the following table summarises the potential effects on the shareholding structure of the Company as a result of the conversion (by reference to the information on shareholdings available to the Company as at the date of this announcement):

<i>Name of Shareholder</i>	<i>Number of Shares</i>	Shareholding as at the date of this announcement <i>Approximate % of issued share capital of the Company</i>	Assuming the Convertible Bonds are fully converted into Shares (subject to adjustment) at the initial Conversion Price of HK\$36.34 each <i>Approximate % of issued share capital of the Company</i>	
			<i>Number of Shares</i>	
Shanghai Industrial Investment (Holdings) Company Limited and its subsidiaries ^(note)	616,434,748	57.0%	616,434,748	51.9%
Bondholders	-	-	107,319,758	9.0%
Other Shareholders	464,428,052	43.0%	464,428,052	39.1%
Total	1,080,862,800	100.0%	1,188,182,558	100.0%

Note: Shanghai Industrial Investment (Holdings) Company Limited through its subsidiaries, namely Shanghai Investment Holdings Limited, SIIC Capital (B.V.I.) Limited, SIIC Treasury (B.V.I.) Limited, Shanghai Industrial Financial (Holdings) Company Limited, SIIC Trading Company Limited, Billion More Investments Limited, South Pacific International Trading Limited, The Tien Chu Ve Tsin (Hong Kong) Company Limited and SIIC CM Development Limited held 500,573,748 shares, 80,000,000 shares, 17,646,000 shares, 13,685,000 shares, 2,351,000 shares, 1,219,000 shares, 650,000 shares, 300,000 shares and 10,000 shares of the Company respectively, and was accordingly deemed to be interested in the respective shares held by the aforementioned companies.

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

Hong Kong, 18 February 2013

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

Executive Directors:

Mr. Teng Yi Long, Mr. Zhou Jie, Mr. Lu Shen, Mr. Zhou Jun, Mr. Xu Bo and Mr. Qian Yi

Independent Non-Executive Directors:

*Dr. Lo Ka Shui, Prof. Woo Chia-Wei, Mr. Leung Pak To, Francis and
Mr. Cheng Hoi Chuen, Vincent*