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):

<table>
<thead>
<tr>
<th>Name of Shareholder</th>
<th>Number of Shares</th>
<th>Approximate % of issued share capital of the Company</th>
<th>Assuming the Convertible Bonds are fully converted into Shares (subject to adjustment)</th>
<th>Approximate % of issued share capital of the Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shanghai Industrial Investment (Holdings) Company Limited and its subsidiaries(^{(note)})</td>
<td>616,434,748</td>
<td>57.0%</td>
<td>616,434,748</td>
<td>51.9%</td>
</tr>
<tr>
<td>Bondholders</td>
<td>-</td>
<td>-</td>
<td>107,319,758</td>
<td>9.0%</td>
</tr>
<tr>
<td>Other Shareholders</td>
<td>464,428,052</td>
<td>43.0%</td>
<td>464,428,052</td>
<td>39.1%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,080,862,800</strong></td>
<td><strong>100.0%</strong></td>
<td><strong>1,188,182,558</strong></td>
<td><strong>100.0%</strong></td>
</tr>
</tbody>
</table>

**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*