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**(Stock Code: 363)**

**ANNUAL GENERAL MEETING AND  
EXTRAORDINARY GENERAL MEETING  
HELD ON 21 MAY 2013  
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 21 May 2013 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 2012.		841,399,125 (100%)	0 (0%)
2.	To declare a final dividend.		841,399,125 (100%)	0 (0%)
3.	a.	To re-elect Mr. Xu Bo as Director.	833,436,403 (99.08%)	7,732,922 (0.92%)
	b.	To re-elect Mr. Qian Yi as Director.	833,434,403 (99.08%)	7,732,922 (0.92%)

	c.	To re-elect Dr. Lo Ka Shui as Director.	823,831,219 (97.91%)	17,567,906 (2.09%)
	d.	To re-elect Prof. Woo Chia-Wei as Director.	837,752,825 (99.57%)	3,648,300 (0.43%)
	e.	To re-elect Mr. Cheng Hoi Chuen, Vincent as Director.	826,480,219 (98.23%)	14,916,906 (1.77%)
	f.	To authorize the Board to fix the Directors' remuneration.	840,679,325 (99.92%)	683,800 (0.08%)
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and to authorize the Directors to fix Auditor's remuneration.		841,085,125 (99.96%)	316,000 (0.04%)
5.	To give a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital.		840,630,125 (99.91%)	729,000 (0.09%)
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.		642,113,012 (76.31%)	199,288,113 (23.69%)
7.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		642,226,398 (76.78%)	194,170,727 (23.22%)
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 1,080,889,000, 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**

<b>Resolution</b>	<b>Number of Votes (%)</b>	
	<b>For</b>	<b>Against</b>
To approve the New SIUD Share Option Scheme (as defined in the circular of the Company dated 18 April 2013) and authorise any one director of the Company to do all necessary and desirable acts in order to give effect to the New SIUD Share Option Scheme.	650,474,897 (77.40%)	189,907,345 (22.60%)
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 1,080,889,000, 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 the EGM.

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

Hong Kong, 21 May 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*