

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 in reliance upon the whole or any part of the contents of this announcement.



(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

**ANNUAL GENERAL MEETING AND
EXTRAORDINARY GENERAL MEETING
HELD ON 28 MAY 2014
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 28 May 2014 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 2013.		841,054,392 (100%)	0 (0%)
2.	To declare a final dividend.		841,103,392 (100%)	0 (0%)
3.	a.	To re-elect Mr. Wang Wei as Director.	838,305,266 (99.6673%)	2,798,126 (0.3327%)
	b.	To re-elect Mr. Zhou Jie as Director.	840,285,266 (99.9199%)	673,326 (0.0801%)

	c.	To re-elect Mr. Zhou Jun as Director.	838,478,818 (99.7051%)	2,479,774 (0.2949%)
	d.	To re-elect Mr. Ni Jian Da as Director.	840,009,266 (99.8871%)	949,326 (0.1129%)
	e.	To re-elect Mr. Leung Pak To, Francis as Director.	836,437,316 (99.4452%)	4,666,076 (0.5548%)
	f.	To authorize the Board to fix the Directors' remuneration.	841,027,392 (100%)	0 (0%)
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and to authorize the Directors to fix Auditor's remuneration.		840,246,392 (99.9252%)	629,000 (0.0748%)
5.	To give a general mandate to the Directors to buy-back shares not exceeding 10% of the total number of shares in issue.		841,023,392 (99.9995%)	4,000 (0.0005%)
6.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of shares in issue.		641,004,840 (76.2102%)	200,096,552 (23.7898%)
7.	To extend the general mandate granted to the Directors to issue shares by the number of shares bought-back.		649,311,921 (77.1978%)	191,789,841 (22.8022%)
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 1,082,761,600, 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.

EGM Poll Results

Resolution	Number of Votes (%)	
	For	Against
To approve and adopt the Amended Articles (as defined in the circular of the Company dated 15 April 2014) as the new Articles of Association of the Company.	822,242,833 (97.65%)	19,792,169 (2.35%)
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 1,082,761,600, 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.

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, 28 May 2014

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

Executive Directors:

Mr. Wang Wei, Mr. Zhou Jie, Mr. Lu Shen, Mr. Zhou Jun, Mr. Ni Jian Da and Mr. Xu Bo

Independent Non-Executive Directors:

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