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(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

ANNOUNCEMENT

INSIDE INFORMATION

This announcement is made pursuant to Part XIVA of the Securities and Futures Ordinance (Cap. 571) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**).

Reference is made to the announcement of Shanghai Industrial Holdings Limited (the **“Company”**) dated 18 March 2015. The board of directors (the **“Board”**) of the Company hereby announces that on 9 April 2015, Shanghai Industrial Development Co., Ltd. (**“SI Development”**), a subsidiary of the Company established in the People’s Republic of China and listed on the Shanghai Stock Exchange, made an announcement in relation to an application made by SI Development for the continued suspension of trading of its shares. Set out below are the main contents of such announcement: SI Development is currently contemplating a proposed private placing of its shares (the **“Proposal”**) and the trading of its shares will continue to be suspended from 10 April 2015 to 29 April 2015. It is proposed that SI Development will use part of the proceeds of the proposed private placing for the acquisition of the equity interests in certain property companies, including 上海上投控股有限公司 (Shanghai Investment Holdings Co., Ltd.) from SIIC Shanghai (Holdings) Company Limited (**“SIIC Shanghai”**) (the **“SIIC Shanghai Acquisition”**), and the remainder of the proceeds for the development and construction of its own project. Whilst SI Development and related parties are progressing well with the preliminary work in connection with the Proposal, details of the Proposal are still being discussed and there is uncertainty as to whether it will proceed. As SIIC Shanghai is a connected person of the Company for the purposes of the Listing Rules, if the Proposal proceeds, the SIIC Shanghai Acquisition would constitute a connected transaction of the Company under the Listing Rules.

The above private placing of shares by SI Development may or may not proceed, and the shareholders of the Company and public investors should therefore exercise caution when dealing in the Company’s shares. The Board will make further announcement(s) on any progress in relation to the proposed private placing of shares by SI Development in due course pursuant to the relevant requirements of the Listing Rules.

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

Hong Kong, 9 April 2015

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

Executive Directors:

Mr. Wang Wei, Mr. Zhou Jie, Mr. Lu Shen, Mr. Zhou Jun 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