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上海實業城市開發集團有限公司

SHANGHAI INDUSTRIAL URBAN DEVELOPMENT GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 563)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Shanghai Industrial Urban Development Group Limited (the “**Company**”) will be held at Salon 1-3, JW Marriott Ballroom (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 17 November 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions of the Company with or without amendment:

1. “THAT:

- (a) a sale and purchase agreement (the “**Agreement**”) dated 14 April 2011 entered into between the Company and Shanghai Industrial Holdings Limited (“**SIH**”) in relation to the sale and purchase of the Sale Share (as defined in the circular of the Company dated 31 October 2011 (the “**Circular**”)) and the Shareholder’s Loan (as defined in the Circular), a copy of which is marked “A” and tabled before the Meeting and initialled by the chairman of the Meeting for identification purposes, and the transactions contemplated under it and all other incidental transactions be and are hereby authorised, approved, ratified and confirmed;
- (b) a deed of assignment (the “**Deed**”) dated 14 April 2011 entered into between the Company and SIH in relation to the assignment of the Dividend Receivable (as defined in the Circular), a copy of which is marked “B” and tabled before the Meeting and initialled by the chairman of the Meeting for identification purposes, and the transactions contemplated under it and all other incidental transactions be and are hereby authorised, approved, ratified and confirmed;
- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares (as defined in the Circular), the grant of a specific mandate to the directors of the Company (the “**Directors**”) to exercise all the powers of the Company to allot and issue the Consideration Shares to SIH or such other persons it may direct be and is hereby approved; and

- (d) any one or more of the Directors be and is/are hereby authorised to sign and execute all such documents, instruments and agreements, and to do all such acts and things, as he/they may consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the paragraphs (a) to (c) of this ordinary resolution and all transactions contemplated thereunder; and to agree to any amendment to any of the terms of such agreements which in the opinion of the Director(s) is/are in the interests of the Company.”

2. “**THAT:**

- (a) subject to the Executive (as defined in the Circular) granting to SIH and parties acting in concert with it (within the meaning of the Takeovers Code) the Whitewash Waiver (as defined in the Circular) and the satisfaction of any condition(s) attached to the Whitewash Waiver imposed by the Executive, the waiver pursuant to Note 1 on dispensations from Rule 26 of the Code on Takeovers and Mergers (the “**Takeovers Code**”), waiving any obligation on SIH and parties acting in concert with it (within the meaning of the Takeovers Code) to make a mandatory general offer for (i) all the shares of the Company, and (ii) all the outstanding Warrants (as defined in the Circular) and share options of the Company, that are not already owed or agreed to be acquired by them, as a result of the Company allotting and issuing the Consideration Shares to SIH be and is hereby approved; and
- (b) any one or more of the Directors be and is/are hereby authorised to sign and execute all such documents, instruments and agreements, and to do all such acts and things, as he/they may consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the paragraph (a) of this ordinary resolution and all transactions contemplated thereunder; and to agree to any amendment to any of the term of such agreements which in the opinion of the Director(s) is/are in the interests of the Company.”

By order of the Board
Shanghai Industrial Urban Development Group Limited
Cai Yu Tian
Chairman

31 October 2011, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. The instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The votes to be taken at the Meeting for the resolutions will be by way of poll.

As at the date of this notice, the board of directors of the Company comprises Mr. Cai Yu Tian, Mr. Ni Jianda, Mr. Qian Shizheng, Mr. Zhou Jun, Mr. Yang Biao, Mr. Chen Anmin and Mr. Jia Bowei as executive Directors and Mr. Doo Wai-Hoi, William, J.P., Dr. Wong Ying Ho, Kennedy, BBS, J.P., Mr. Fan Ren Da, Anthony and Mr. Li Ka Fai, David as independent non-executive Directors.