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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)**

## **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON THURSDAY, 16 MAY 2013**

At the annual general meeting (“AGM”) of Shanghai Industrial Urban Development Group Limited (the “**Company**”) held on Thursday, 16 May 2013, all proposed resolutions as set out in the notice of the AGM (the “**AGM Notice**”) of the Company were taken by poll.

### **POLL RESULTS OF THE AGM**

Reference is made to the AGM Notice and the circular of the Company (the “**AGM Circular**”) both dated 16 April 2013.

The board of directors of the Company (the “**Board**”) is pleased to announce that all ordinary resolutions as set out in the AGM Notice contained in the AGM Circular and proposed at the AGM were duly passed by way of poll at the AGM held on Thursday, 16 May 2013. Tricor Secretaries Limited, the Company’s branch share registrar and transfer office in Hong Kong, acted as the scrutineer at the AGM. Set out below are the poll results in respect of the respective resolutions put to the vote at the AGM:

<b>ORDINARY RESOLUTIONS</b>		<b>No. of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2012.	3,552,920,537 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
2.	(A) To re-elect Mr. Yang Jianwei as an executive director of the Company.	3,552,920,537 (100.00%)	0 (0.00%)
	(B) To re-elect Ms. Huang Fei as an executive director of the Company.	3,552,920,537 (100.00%)	0 (0.00%)
	(C) To re-elect Mr. Ye Weiqi as an executive director of the Company.	3,549,482,537 (99.90%)	3,438,000 (0.10%)
	(D) To re-elect Mr. Zhou Jun as an executive director of the Company.	3,552,920,537 (100.00%)	0 (0.00%)
	(E) To re-elect Mr. Doo Wai-Hoi, William as an independent non-executive director of the Company.	3,549,207,537 (99.90%)	3,438,000 (0.10%)
	(F) To re-elect Dr. Wong Ying Ho, Kennedy as an independent non-executive director of the Company.	3,549,482,537 (99.90%)	3,438,000 (0.10%)
	(G) To authorise the Board to fix the remuneration of the directors of the Company (the “ <b>Directors</b> ”).	3,552,920,537 (100.00%)	0 (0.00%)
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix the remuneration of the auditors.	3,552,920,537 (100.00%)	0 (0.00%)
4.	To give a general mandate to the Directors to purchase the Company’s shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	3,552,920,537 (100.00%)	0 (0.00%)
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	3,392,859,799 (95.49%)	160,060,738 (4.51%)
6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.	3,419,829,799 (96.25%)	133,090,738 (3.75%)
7.	To approve adoption of the new share option scheme.	3,422,425,615 (96.33%)	130,494,922 (3.67%)

Shareholders of the Company (the “**Shareholders**”) may refer to the AGM Notice for the full text of the above ordinary resolutions.

As a majority of the votes were cast in favor of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the total number of issued shares of the Company was 4,811,523,189, representing the total number of shares entitling the holders thereof to attend and vote on the resolutions proposed at the AGM. No Shareholder was entitled to attend and abstain from voting in favour of the resolutions proposed at the AGM. No Shareholder was required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to abstain from voting on the resolutions at the AGM and no Shareholder has stated its intention in the AGM Circular to vote against the resolutions or to abstain at the AGM.

By order of the Board  
**Shanghai Industrial Urban Development Group Limited**  
**Ni Jianda**  
*Chairman*

Hong Kong, 16 May 2013

*As at the date hereof, the Board comprises Mr. Ni Jianda, Mr. Ji Gang, Mr. Zhou Jun, Mr. Yang Jianwei, Mr. Yang Biao, Ms. Huang Fei and Mr. Ye Weiqi 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.*