

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Industrial Urban Development Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED ELECTION OF EXECUTIVE DIRECTOR  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting of Shanghai Industrial Urban Development Group Limited to be held at Salon 2 & 3, JW Marriott Ballroom (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 18 May 2012 at 12:15 p.m. (or so soon thereafter as the annual general meeting of the Company convened for the same place and date at 11:30 a.m. shall have been concluded or adjourned) is set out on page 6 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.siud.com](http://www.siud.com)). Whether or not you are able to attend the special general meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

3 May 2012

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Salon 2 & 3, JW Marriott Ballroom (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 18 May 2012 at 11:30 a.m., or any adjournment thereof;
“Board”	the board of Directors;
“Company”	Shanghai Industrial Urban Development Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	30 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mr. Ji”	Mr. Ji Gang;
“Remuneration Committee”	the remuneration committee of the Company;
“SGM”	the special general meeting of the Company to be held at Salon 2 & 3, JW Marriott Ballroom (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 18 May 2012 at 12:15 p.m. (or so soon thereafter as the annual general meeting of the Company convened for the same place and date at 11:30 a.m. shall have been concluded or adjourned) to consider and, if appropriate, to approve the ordinary resolution contained in the notice of the meeting which is set out on page 6 of this circular, or any adjournment thereof;

## DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.04 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

## LETTER FROM THE BOARD



# 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)**

*Executive Directors:*

Mr. Ni Jianda (*Chairman*)  
Mr. Ji Gang (*Vice Chairman and President*)  
Mr. Zhou Jun  
Mr. Yang Biao  
Mr. Chen Anmin

*Independent Non-executive Directors:*

Mr. Doo Wai-Hoi, William, J.P.  
Dr. Wong Ying Ho, Kennedy, BBS, J.P.  
Mr. Fan Ren Da, Anthony  
Mr. Li Ka Fai, David

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and*

*Principal Place of Business:*  
Suites 3003–3007  
30th Floor, Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

3 May 2012

*To the Shareholders*

Dear Sir or Madam,

### PROPOSED ELECTION OF EXECUTIVE DIRECTOR AND NOTICE OF SPECIAL GENERAL MEETING

#### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolution to be proposed at the SGM for the election of an executive Director and to give a notice to the Shareholders of the SGM.

#### 2. PROPOSED ELECTION OF EXECUTIVE DIRECTOR

On 27 April 2012, the Company announced the appointment of Mr. Ji as the Vice Chairman, the President and an executive Director of the Company with effect from 27 April 2012.

According to Bye-law 86(2)(b) of the existing Bye-laws of the Company, Mr. Ji will hold office as a Director until the first general meeting of the Company after his appointment. The next general meeting of the Company will be the AGM, notice of which had been despatched to the Shareholders on 16 April 2012 prior to the date on which Mr. Ji was appointed by the Board. The Board therefore proposes to convene the SGM

## LETTER FROM THE BOARD

immediately following the conclusion of the AGM, at which an ordinary resolution will be proposed to seek Shareholders' approval to the proposed election of Mr. Ji as an executive Director.

Brief particulars of Mr. Ji are set out below:

Mr. Ji, aged 54, is the Vice Chairman, the President and an executive Director of the Company. He is an independent non-executive director and the chairman of the remuneration committee of Shanghai Jin Jiang International Hotels (Group) Company Limited, the H shares of which are listed on the main board of the Stock Exchange (stock code: 02006). He was the vice chairman and president of Shanghai Industrial Development Co., Ltd., a subsidiary of Shanghai Industrial Holdings Limited (the substantial shareholder of the Company, and the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited with stock code: 363), and the shares of which are listed on A Shares Market of the Shanghai Stock Exchange (stock code: 600748).

Mr. Ji graduated from Fudan University with a master's degree in economics and is designated a senior economist. Mr. Ji was the general manager of Zhongya Hotel, the chairman and general manager of Shanghai Everbright City Services Co., Ltd., an officer of the Commercial Committee and Economic Committee of the People's Government of Zhabei District, Shanghai, a vice president of Shanghai Industrial Dongtan Investment Development (Holdings) Co., Ltd., the president of Shanghai SIIC Urban Development Investment Co., Ltd., an executive director and the president of Shanghai Industrial Investment Co. Ltd.. He has over 34 years' experience in corporate management.

Mr. Ji has been appointed for no fixed term but will be subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. As at the Latest Practicable Date, no service contract was entered into between Mr. Ji and the Company. Mr. Ji will be entitled to a director fee and a discretionary bonus which is determined by the Remuneration Committee and the Board by reference to his responsibilities and performance and the prevailing market conditions. As at the Latest Practicable Date, the emoluments of Mr. Ji were yet to be fixed, and details in relation to his emoluments will be announced as and when appropriate.

Save as disclosed above, Mr. Ji does not, and did not in the last three years, hold any directorship in listed companies; and he does not have any other relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save for the 150,000 Shares held by Mr. Ji, Mr. Ji did not hold any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters concerning the appointment of Mr. Ji as the Vice Chairman, the President and an executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Ji that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

## LETTER FROM THE BOARD

### 3. SGM AND PROXY ARRANGEMENT

The notice of the SGM is set out on page 6 of this circular. At the SGM, an ordinary resolution will be proposed to seek Shareholders' approval to the proposed election of Mr. Ji as an executive Director.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.siud.com](http://www.siud.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Branch Share Registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish and in such event, the proxy form shall be deemed to be revoked.

### 4. RECOMMENDATION

The Directors consider that the proposed election of Mr. Ji as an executive Director is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the SGM.

By Order of the Board  
**SHANGHAI INDUSTRIAL URBAN DEVELOPMENT GROUP LIMITED**  
**Ni Jianda**  
*Chairman*

## NOTICE OF SGM



# 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 of Shanghai Industrial Urban Development Group Limited (the “**Company**”) will be held at Salon 2 & 3, JW Marriott Ballroom (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 18 May 2012, Friday at 12:15 p.m. (or so soon thereafter as the annual general meeting of the Company convened for the same place and date at 11:30 a.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

### ORDINARY RESOLUTION

1. To elect Mr. Ji Gang as executive director of the Company and to authorise the board of directors of the Company to fix his remuneration.

By Order of the Board

**Shanghai Industrial Urban Development Group Limited**

**Ni Jianda**

*Chairman*

Hong Kong, 3 May 2012

*Notes:*

1. Any member of the Company entitled to attend and vote at the above 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.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
3. To be effective, a form of 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 26/F, 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. The votes to be taken at the meeting for the resolution will be by way of poll.