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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 GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY
PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME
AND
NOTICE OF THE 2013 ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening an annual general meeting of Shanghai Industrial Urban Development Group Limited to be held at Island Ballroom A, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 16 May 2013 at 11:30 a.m. is set out on pages 34 to 38 of this circular. A form of proxy for use at the annual 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) and the Company (www.siud.com). Whether or not you are able to attend the annual 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 annual 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.

16 April 2013

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DEFINITIONS

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

“2013 AGM”	the annual general meeting of the Company to be held at Island Ballroom A, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 16 May 2013 at 11:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 34 to 38 of this circular, or any adjournment thereof;
“Adoption Date”	the date on which the New Share Option Scheme becomes unconditional upon fulfillment of the conditions as set out in the paragraph headed “4. Proposed Adoption of the New Share Option Scheme – Conditions of the New Share Option Scheme” in the section headed “Letter from the Board”;
“associate”	has the meaning ascribed to it under the Listing Rules;
“Auditors”	the auditors for the time being of the Company;
“Board”	the board of Directors of the Company;
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Bye-laws”	the bye-laws of the Company currently in force;
“Companies Ordinance”	the Companies Ordinance (Chapter 32) of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time);
“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;
“Eligible Employees”	the eligible employees of the New Share Option Scheme as more particularly set out in paragraph 2(a) of the Appendix III to this circular;
“Eligible Participants”	the eligible participants of the New Share Option Scheme as more particularly set out in paragraph 2 of the Appendix III to this circular;

DEFINITIONS

“Exercise Date”	as defined in paragraph 13 of Appendix III to this circular;
“Expired Share Option Scheme”	the expired share option scheme adopted by the Company by Shareholder resolution at a special general meeting of the Company held on 12 December 2002;
“General Scheme Limit”	as defined in paragraph 4(b) of Appendix III to this circular;
“Grantee”	any Eligible Participant who accepts an offer in accordance with the terms of the New Share Option Scheme or (where the context so permits) any person who is entitled to exercise the Option in accordance with the laws of succession applicable in respect of death of a Grantee;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Invested Entity”	any entity in which any member of the Group holds any equity interest;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	10 April 2013, 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 of Hong Kong Limited;
“New Share Option Scheme”	the new share option scheme which is proposed to be adopted by the Company at the 2013 AGM, the principal terms of which are set out in the Appendix III to this circular;
“Offer Date”	the date, which must be a Business Day, on which an offer for the grant of an Option is made to an Eligible Participant;

DEFINITIONS

“Option(s)”	as the context may require, in relation to the New Share Option Scheme or the Expired Share Option Scheme, a right granted under the New Share Option Scheme or the Expired Share Option Scheme (as the case may be) to subscribe for Shares in accordance with the New Share Option Scheme or the Expired Share Option Scheme (as the case may be);
“Option Period”	as defined in paragraph 5 of Appendix III to this circular;
“PRC”	the People’s Republic of China;
“Remuneration Committee”	the remuneration committee of the Company;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.04 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“SIHL”	Shanghai Industrial Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“SIIC”	Shanghai Industrial Investment (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (has the meaning as ascribed to it under the Companies Ordinance) of the Company;
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules; and
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong.

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 & President)
Mr. Zhou Jun
Mr. Yang Jianwei
Mr. Yang Biao
Ms. Huang Fei
Mr. Ye Weiqi

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

*Principal Place of Business
in Hong Kong:*

Suites 3003-3007
30/F., Great Eagle Centre
23 Harbour Road
Wanchai, Hong Kong

16 April 2013

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY
PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME
AND
NOTICE OF THE 2013 ANNUAL GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2013 AGM for (a) the Buyback Mandate; (b) the Issuance Mandate; (c) the extension of the Issuance Mandate by adding to it the nominal amount of issued Shares repurchased by the Company under the Buyback Mandate; (d) the re-election of the retiring Directors; and (e) the adoption of the New Share Option Scheme.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES, AND EXTENSION OF THE ISSUANCE MANDATE

At the annual general meeting of the Company held on 18 May 2012, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to allot, issue and deal with new Shares respectively. Such mandates will lapse at the conclusion of the 2013 AGM.

Ordinary resolutions will be proposed at the 2013 AGM to approve the granting of new general mandates to the Directors:

- (a) To exercise the powers of the Company to repurchase Shares not exceeding 10% of aggregate nominal amount of the share capital of the Company in issue at the date of the passing of such resolution (the “**Buyback Mandate**”);
- (b) To exercise the powers of the Company to issue, allot and otherwise deal with new Shares not exceeding 20% of aggregate nominal amount of the share capital of the Company in issue at the date of the passing of such resolution (the “**Issuance Mandate**”); and
- (c) To extend the Issuance mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issuance Mandate of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprises 4,811,523,189 Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Buyback Mandate and the Issuance Mandate, the maximum number of Shares which may be repurchased by the Company pursuant to the Buyback Mandate will be 481,152,318 Shares; and the maximum number of Shares which may be issued pursuant to the Issuance Mandate will be 962,304,637 Shares.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2013 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the 2013 AGM as set out on pages 34 to 38 of this circular. With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular. Neither the explanatory statement nor the proposed granting of the Buyback Mandate has any unusual features.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with clause 86(2) of the Bye-laws, Mr. Yang Jianwei, Ms. Huang Fei and Mr. Ye Weiqi, who were all appointed as executive Directors on 22 March 2013, hold office as a Director until the first general meeting of the Company after his/her appointment. Separate ordinary resolutions will be proposed to seek Shareholders' approval to the proposed re-election of Mr. Yang Jianwei, Ms. Huang Fei and Mr. Ye Weiqi as executive Directors.

In accordance with clause 87 of the Bye-laws, Mr. Zhou Jun, being an executive Director and Mr. Doo Wai-Hoi, William and Dr. Wong Ying Ho, Kennedy, both being independent non-executive Directors, will retire from office and, being eligible, offer themselves for re-election at the 2013 AGM. Separate ordinary resolutions will be proposed at the 2013 AGM to re-elect Mr. Zhou Jun as an executive Director and to re-elect Mr. Doo Wei-Hoi, William and Dr. Wong Ying Ho, Kennedy as independent non-executive Directors.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above, directors to be re-elected and retiring Directors are set out in Appendix II to this circular.

4. PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

On 12 December 2002, the Company adopted the Expired Share Option Scheme which expired on 11 December 2012. No further options have been and will be granted under the Expired Share Option Scheme upon its expiry. As at the Latest Practicable Date, the Company has not adopted another share option scheme and 60,750,000 Options granted under the Expired Share Option Scheme were outstanding. The outstanding Options granted under the Expired Share Option Scheme shall continue to be exercisable in accordance with their terms of issue and in all other respects the provisions of the Expired Share Option Scheme will remain in full force and effect.

The Board proposes to adopt the New Share Option Scheme, which will be valid for ten years from the Adoption Date. The purpose of the New Share Option Scheme is to enable the Company to grant Options to the Eligible Participants, as incentives and/or rewards for their contribution to the Group. The Board considers that the New Share Option Scheme will provide Eligible Participants with the opportunity to acquire Shares and to encourage Eligible Participants to work towards enhancing the value of the Company and the Shares for the benefit of the Company and its shareholders as a whole.

The provisions of the New Share Option Scheme will comply with the requirements of Chapter 17 of the Listing Rules.

LETTER FROM THE BOARD

The New Share Option Scheme does not specify any minimum period for which an Option must be held before it can be exercised, although the Directors may state in an offer any such minimum period. There is no performance target specified in the New Share Option Scheme, although the Directors may specify in an offer the performance targets, if any, that must be achieved before an Option can be exercised. The basis for determining the subscription price of an Option complies with the requirements of Rule 17.03(9) of the Listing Rules and is specified in the New Share Option Scheme. The Directors consider that the aforesaid terms of the New Share Option Scheme will serve to encourage Eligible Participants to participate in the New Share Option Scheme.

As the New Share Option Scheme is yet to be approved by the Shareholders at the 2013 AGM, the Board has not determined the time frame and any details on the granting of the Options. The Board considers that it is premature and inappropriate to state the value of the Options as if they had been granted pursuant to the New Share Option Scheme at the Latest Practicable Date as a number of variables which are crucial for the calculation of the Option value have not been determined. Such variables include but not limited to the exercise price, exercise period, any lock-up period, any performance targets set and other relevant variables. The Board believes that any calculation of the value of the Options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to the Shareholders. However, in compliance with the Listing Rules, estimated valuations of Options granted during any financial period will be provided based on the Black-Scholes option pricing model, binomial model or a comparable generally accepted methodology as at the end of the relevant financial period of the Company.

The New Share Option Scheme will be subject to the administration of the Board. No trustee is or will be appointed to administer the New Share Option Scheme. None of the Directors is or will be a trustee of the New Share Option Scheme or have a direct or indirect interest in any such trustee, if any.

Conditions of the New Share Option Scheme

The adoption of the New Share Option Scheme is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders in a general meeting for the adoption of the New Share Option Scheme and to authorise the Directors to grant Options to subscribe for Shares under the New Share Option Scheme and to allot, issue and deal in the Shares pursuant to the exercise of any Options to be granted pursuant to the New Share Option Scheme;
- (b) the passing of an ordinary resolution by the shareholders of SIHL in a general meeting for the adoption of the New Share Option Scheme by the Company; and
- (c) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any Shares which may fall to be issued by the Company pursuant to the exercise of the Options (initially up to the limit equal to 10% of the total number of Shares in issue as at the date of the 2013 AGM) in accordance with the terms and conditions of the New Share Option Scheme.

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Subject to the satisfaction of the conditions set above for the adoption of the New Share Option Scheme, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other option scheme of the Company must not in aggregate exceed 10% of the total issued capital of the Company as at the Adoption Date unless the Company obtains a fresh approval from Shareholders to renew the 10% limit on the basis that the maximum number of Shares in respect of which Options may be granted under the New Share Option Scheme together with any Options outstanding and yet to be exercised under the New Share Option Scheme and any other option scheme must not exceed 30% of the issued share capital of the Company from time to time.

As at the Latest Practicable Date, there were 4,811,523,189 Shares in issue. Assuming that no further Share will be allotted, issued or repurchased prior to the 2013 AGM, the total number of Shares which can be issued pursuant to the New Share Option Scheme and any other option scheme of the Company on the Adoption Date would be 481,152,318 Shares, representing 10% of the total number of Shares in issue as at the date of the 2013 AGM.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the Options granted under the New Share Option Scheme.

A summary of the principal terms of the New Share Option Scheme is set out in the Appendix III to this circular. A copy of the New Share Option Scheme is available for inspection during normal business hours at the principal place of business of the Company in Hong Kong from the date of this circular up to and including the date of the 2013 AGM.

5. 2013 AGM AND PROXY ARRANGEMENT

The notice of the 2013 AGM is set out on pages 34 to 38 of this circular. At the 2013 AGM, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate, the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the aggregate nominal amount of share capital of the Company repurchased pursuant to the Buyback Mandate, the re-election of the retiring Directors and the adoption of the New Share Option Scheme.

A form of proxy for use at the 2013 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (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 2013 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2013 AGM if you so wish and in such event, the proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

6. LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the chairman of the 2013 AGM will therefore demand a poll for every resolution put to the vote of the 2013 AGM pursuant to Article 66 of the Bye-laws. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors consider that (a) the granting of the Buyback Mandate; (b) the granting/extension of the Issuance Mandate; (c) the re-election of the retiring Directors; and (d) the adoption of the New Share Option Scheme, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2013 AGM.

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 resolutions to be proposed at the 2013 AGM.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory statement on the Buyback Mandate); Appendix II (Details of the retiring Directors proposed to be re-elected at the 2013 AGM); and Appendix III (Summary of the principal terms of the New Share Option Scheme) to this circular.

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

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2013 AGM in relation to the granting of the Buyback Mandate. Neither the explanatory statement nor the proposed granting of the Buyback Mandate has any unusual features.

1. REASONS FOR REPURCHASES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$192,460,927.56 divided into 4,811,523,189 Shares of HK\$0.04 each.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the 2013 AGM in respect of the granting of the Buyback Mandate assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issuance Mandate and the Buyback Mandate, the maximum number of Shares which may be repurchased by the Company pursuant to the Buyback Mandate will be 481,152,318 Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

The Company is empowered by its Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of the capital paid up on the relevant shares, or funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on a repurchase may only be paid out of the funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the Company.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2012) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If as a result of a repurchase of shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The interests of the substantial Shareholders which fall to be disclosed to the Company under Part XV of the SFO as at the Latest Practicable Date and their respective percentage shareholdings of the Company assuming that the Buyback Mandate is exercised in full are as follows:

Name of substantial Shareholders	Number of Shares held as at the Latest Practicable Date	Percentage of existing shareholding as at the Latest Practicable Date	Percentage of shareholding if the Buyback Mandate is exercised in full
SIHL (Note 1)	3,415,883,000 (Notes 1 and 2)	70.99%	78.88%
SIIC (Note 3)	3,415,883,000 (Notes 1, 2 and 3)	70.99%	78.88%

Notes:

1. These shares are beneficially held by Novel Good Limited, a wholly owned subsidiary of SIHL.
2. These interests include 50,000,000 Shares (short position) held by Invest Gain Limited (a company beneficially and wholly owned by Mr. Li Song Xiao who ceased to be a substantial shareholder of the Company during the year ended 31 December 2011) which was pledged to Novel Good Limited. Therefore, SIHL and SIIC are deemed or taken to be interested in these 50,000,000 Shares.

3. SIIC through its subsidiaries, namely Shanghai Investment Holdings Ltd., SIIC Capital (B.V.I.) Ltd., SIIC Treasury (B.V.I.) Ltd., Shanghai Industrial Financial (Holdings) Co. Ltd., South Pacific International Trading Ltd., The Tien Chu Ve-Tsin (Hong Kong) Co. Ltd., SIIC Trading Co. Ltd., Billion More Investments Ltd. and SIIC CM Development Ltd. held approximately 57.06% of the shares of SIHL. Therefore, SIIC is deemed or taken to be interested in the 3,415,883,000 shares held by SIHL for the purpose of the SFO.

On the basis that (1) both the issued share capital of the Company and the shareholding interest remain unchanged immediately prior to the full exercise of the Buyback Mandate; and (2) the number of Shares held by SIHL and SIIC remain unchanged before and after the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2013 AGM, the shareholding interest of SIHL and SIIC in the issued Shares would be increased to approximately 78.88% of the total issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Takeovers Code. In any event, the Directors do not intend to exercise the Buyback Mandate to an extent or which will reduce the aggregate amount of the share capital of the Company in public hands below 25% of the issued share capital of the Company, being the minimum public float requirement of the Stock Exchange.

6. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

7. MARKET PRICES OF SHARES

During each of the previous 12 months, the highest and lowest prices at which the Shares were traded on Stock Exchange preceding the Latest Practicable Date were as follows:

Month	Traded Prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2012		
April	1.66	1.40
May	1.70	1.45
June	1.63	1.40
July	1.57	1.27
August	1.40	1.22
September	1.31	1.12
October	1.41	1.15
November	1.81	1.30
December	1.86	1.62
2013		
January	2.40	1.82
February	2.18	1.63
March	1.74	1.46
April (up to the Latest Practicable Date)	1.52	1.40

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2013 AGM

Pursuant to the Listing Rules, details of the Directors who will retire and stand for re-election at the 2013 AGM according to the Bye-laws are provided below.

(1) Mr. Yang Jianwei (“Mr. Yang”)

Position and Experience

Mr. Yang, aged 41, was appointed as an Assistant CEO of SIHL in October 2009. He graduated from Huazhong University of Science and Technology and Shanghai Jiaotong University with a bachelor’s degree of engineering, master’s degree of management engineering and doctor’s degree in management. He worked for China National Nonferrous Materials Co., Ltd. and Hong Yuan Securities Co., Ltd. Mr. Yang joined SIIC in June 2004, and was assistant general manager of Shanghai Galaxy Investment Co., Ltd., assistant general manager of the board of directors’ office and secretary to chairman of SIIC. He has more than 10 years’ experience of financial investment, securities research, investment banking and project planning.

Save as disclosed above, Mr. Yang has not held any other directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Yang has been appointed for a term of 3 years and is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Relationships

Save as disclosed above and as far as the Directors are aware, Mr. Yang does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yang held 810,000 share options granted by SIHL under its share option scheme adopted on 31 May 2002. Save as disclosed above, Mr. Yang is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Director’s emoluments

There is a service contract entered into between Mr. Yang and the Company. Mr. Yang is currently not entitled to any director fee but is entitled to a discretionary bonus and additional fees which are subject to review by the Remuneration

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2013 AGM

Committee and the Board by reference to his duties, responsibilities and performance, the Company's remuneration policy and the prevailing market conditions.

(2) Ms. Huang Fei ("Ms. Huang")

Position and Experience

Ms. Huang, aged 48, is the Vice President of the Company. She was awarded a master's degree in business administration and European integration by Technische Universität Dresden in 2003. She was the league secretary of the Third Tramway Company of the Public Transport Corporation in Shanghai, the chairman of the labour union of Xuhui Urban Construction Corporation, the manager of sales division of Shanghai Urban Development (Holdings) Co., Ltd. ("**Shanghai Urban Development**"), the general manager of Shanghai Urban Development (Group) Real Property Agent Company prior to her employment with the Group. She is currently a vice-president of Shanghai Urban Development and deputy general manager (routine) of Shanghai Wan Yuan.

Save as disclosed above, Ms. Huang has not held any other directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Length of service

Ms. Huang has been appointed for a term of 3 years and is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Relationships

As far as the Directors are aware, Ms. Huang does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Huang held 6,000,000 Share options granted by the Company under the Expired Share Option Scheme, which entitle her to subscribe 6,000,000 Shares. Save as disclosed above, Ms. Huang is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

There is a service contract entered into between Ms. Huang and the Company. Ms. Huang is entitled to a director's fee of HK\$150,000 per month, discretionary bonus and additional fees which are determined by the Remuneration Committee

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and the Board by reference to her duties, responsibilities and performance, the Company's remuneration policy and the prevailing market conditions.

(3) Mr. Ye Weiqi ("Mr. Ye")

Position and Experience

Mr. Ye, aged 49, is a Vice President of the Company. He is a member of the Remuneration Committee and the Investment Appraisal Committee of the Company. Mr. Ye has a master's degree in business administration from EIPOS Europäisches Institut für postgraduate Bildung an der Technischen Universität Dresden in 2002. He was the finance manager of finance department of Shanghai Far East Aviation Technology Import and Export Company, the manager of budget finance department of Shanghai Great World Plaza Company Limited, the deputy manager of budget finance department Shanghai Great World (Group) Company prior to his employment with the Group. He was also the director of the auditing office, manager of investment and development department and assistant to the general manager of Shanghai Urban Development. He is currently the vice president of Shanghai Urban Development and general manager of Shanghai Huanyu Investment Co., Ltd. He is a director of Ningbo Fubang Precision Industry Group Stock Co., Ltd. (a company listed on the Shanghai Stock Exchange with a stock code of 600768).

Save as disclosed above, Mr. Ye has not held any other directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Ye has been appointed for a term of 3 years and is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Relationships

As far as the Directors are aware, Mr. Ye does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Ye held 6,000,000 Shares options granted by the Company under the Expired Share Option Scheme, which entitle him to subscribe 6,000,000 Shares. Save as disclosed above, Mr. Ye is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

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Director's emoluments

There is a service contract entered into between Mr. Ye and the Company. Mr. Ye is currently entitled to a director's fee of HK\$150,000 per month, discretionary bonus, and additional fee which are determined by the Remuneration Committee and the Board by reference to his duties, responsibilities and performance, the Company's remuneration policy and the prevailing market conditions.

(4) Mr. Zhou Jun ("Mr. Zhou")

Position and Experience

Mr. Zhou, aged 43, is an executive Director of the Company and was appointed on 5 July 2010. He is a member of the Investment Appraisal Committee of the Company. Mr. Zhou is an executive director and a deputy chief executive officer of SIHL. He has been a director of Shanghai Urban Development since 9 July 2007. He is also a vice president of SIIC and the chairman of Shanghai Galaxy Investment Co., Ltd., Shanghai Hu-Ning Expressway (Shanghai Section) Co., Ltd., Shanghai Luqiao Development Co., Ltd., Shanghai Industrial Management (Shanghai) Limited, United Run Tong Water Company Limited and Shanghai Shen-Yu Development Co., Ltd., and the executive director and vice chairman of SIIC Environment Holdings Ltd. (a company listed on the Singapore Stock Exchange with a stock code of 5GB). He is an independent non-executive director of Zhejiang Expressway Co., Ltd. (stock code: 0576). He graduated from Nanjing University with a bachelor's degree in 1991 and from Fudan University with a master's degree in economics (international finance) in 1994. He worked for Guotai Securities Co., Ltd. (now Guotai Junan Securities Co.) before joining SIIC in April 1996. He held the positions of a deputy general manager of SIIC Real Estate Holdings (Shanghai) Co., Ltd., deputy general manager of Shanghai United Industrial Co., Ltd. (now Shanghai Pharmaceutical Co., Ltd.) and general manager of the strategic department of SIIC. Mr. Zhou has nearly 20 years of professional experience in securities, finance, real estate and project planning.

Save as disclosed above, Mr. Zhou has not held any other directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Zhou has not been appointed for any specific term but is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Relationships

Save as disclosed above, Mr. Zhou does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2013 AGM

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhou held 7,000,000 share options granted by the Company under the Expired Share Option Scheme, which entitle him to subscribe for 7,000,000 Shares. Save as disclosed above, Mr. Zhou is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

There is a service contract entered into between Mr. Zhou and the Company. Mr. Zhou is currently not entitled to any director fee but is subject to review by the Remuneration Committee and the Board by reference to his responsibilities and performance and the prevailing market conditions.

(5) Mr. Doo Wai-Hoi, William ("Mr. Doo")

Position and Experience

Mr. Doo, aged 68, is an independent non-executive Director. He is the member of the Audit Committee and the Chairman of the Remuneration Committee of the Company. He was appointed on 5 July 2010. Mr. Doo is the Chairman of Fung Seng Enterprises Limited, director of New World Hotels (Holdings) Limited. Since 1995 he has been serving as a Governor of the Canadian Chamber of Commerce in Hong Kong. From 2008 to January 2013, he has served as the Standing Committee Member as well as the Convener of the Hong Kong and Macau members for the 11th Chinese People's Political Consultative Conference (CPPCC) in Shanghai. In February 2013 he is appointed as a National Committee Member of the 12th CPPCC. Mr. Doo is the Honorary Consul General of the Kingdom of Morocco in Hong Kong and Macau. In 2008, he was awarded the Chevalier de la Légion d' Honneur by the French government. He is also a director of the following publicly listed companies:

Listed Company	Role
<i>Hong Kong main board listed companies</i>	
• New World China Land Limited (stock code: 917)	Non-executive director and the vice-chairman
• NWS Holdings Limited (stock code: 659)	Non-executive director and the deputy chairman
• Lifestyle International Holdings Limited (stock code: 1212)	Executive director
• The Bank of East Asia, Limited (stock code: 23)	Independent non-executive director

APPENDIX II	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2013 AGM
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Save as disclosed above, Mr. Doo has not held any other directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Doo has been appointed for a term of 3 years and is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Relationships

As far as the Directors are aware, Mr. Doo does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Doo held 1,000,000 share options granted by the Company under the Expired Share Option Scheme, which entitle him to subscribe for 1,000,000 Shares. Save as disclosed above, Mr. Doo is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

There is a service contract entered into between Mr. Doo and the Company. Mr. Doo is entitled to an annual director fee of HK\$380,000, which is determined by the Remuneration Committee and the Board by reference to his responsibilities and performance and the prevailing market conditions.

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(6) Dr. Wong Ying Ho, Kennedy (“Dr. Wong”)

Position and Experience

Dr. Wong, aged 50, is an independent non-executive Director. He was appointed on 5 July 2010. He is the Chairman of the Nomination Committee and a member of the Audit Committee of the Company. He is a solicitor, a China Appointed Attesting Officer and a director of the China Law Society. He obtained his honorary doctorate in Civil Law from the University of Kent in 2007. He is the managing partner of Philip K.H. Wong, Kennedy Y.H. Wong & Co., Solicitors & Notaries. He is a director of Bohai Industrial Investment Fund Management Company Limited and Hong Kong Airlines Limited. Dr. Wong is a National Committee Member of the Chinese People’s Political Consultative Conference. He is also a member of the Election Committee of Hong Kong which is responsible for the election of Hong Kong’s Chief Executive and a deputy convener of the New Century Forum. He is also a co-founder of the Hong Kong Legal Forum. Dr. Wong served on Hong Kong’s legislature from 1996 to 1998 and was selected as one of the Ten Outstanding Young Persons of Hong Kong awarded by Junior Chamber International Hong Kong (formerly known as Hong Kong Junior Chamber) in 1998. He was also one of the recipients of the Ten Outstanding Young Persons of the World awards awarded by the Junior Chamber International in 2003. Dr. Wong has over seven years of experience in the property industry. He is a director of the following listed companies:

Listed Company	Role
<i>Hong Kong main board listed companies</i>	
<ul style="list-style-type: none"> • Hong Kong Resources Holdings Company Limited (stock code: 2882) 	<p>Chairman, executive director, members of the remuneration committee and the nomination committee</p>
<ul style="list-style-type: none"> • Asia Cement (China) Holdings Corporation (stock code: 743) 	<p>Independent non-executive director, chairman of the remuneration committee, members of the audit committee, the nomination committee and the independence committee</p>
<ul style="list-style-type: none"> • China Overseas Land & Investment Limited (stock code: 688) 	<p>Independent non-executive director, chairman of the remuneration committee, members of the audit committee and the nomination committee</p>
<ul style="list-style-type: none"> • Goldlion Holdings Limited (stock code: 533) 	<p>Non-executive director and deputy chairman of the audit committee</p>

APPENDIX II	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2013 AGM
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Dr. Wong was also an non-executive director of International Financial Network Holdings Limited (now known as “First China Financial Network Holdings Limited”) (stock code: 8123) until 11 July 2008 and Qin Jia Yuan Media Services Company Limited (stock code: 2366) until 29 November 2010; and an independent non-executive director of Great Wall Technology Company Limited (stock code: 74) until 18 June 2010, Director of Pacific Alliance Asia Opportunity Fund Limited (AIM: PAX) until 31 December 2011.

In or around June/July 2011, Dr. Wong was requested by the Independent Commission Against Corruption (“ICAC”) to assist them in investigations in relation to the acquisition of shares in Ocean Grand Chemicals Holdings Limited, which has been since renamed as Hong Kong Resources Holdings Company Limited (stock code: 2882). Dr. Wong acquired interest in Hong Kong Resources Holdings Company Limited during its restructuring in October 2008. As announced by Hong Kong Resources Holdings Company Limited (“HKRH”) on 13 July 2011, the board of HKRH received confirmation that the investigations were initiated against Dr. Wong and another person in their own personal capacity, and no charges had been laid by ICAC against Dr. Wong. As further announced by HKRH on 21 February 2012, Dr. Wong has been requested by ICAC to assist in the investigations which are essentially an extension of the aforesaid investigation conducted by ICAC in July 2011.

Save as disclosed above, Dr. Wong has not held any other directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years.

Length of service

Dr. Wong has been appointed for a term of 3 years and is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Relationships

As far as the Directors are aware, Dr. Wong does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

APPENDIX II	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2013 AGM
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Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Wong held 1,000,000 share options granted by the Company under the Expired Share Option Scheme, which entitle him to subscribe for 1,000,000 Shares. Save as disclosed above, Dr. Wong is not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

There is a service contract entered into between Dr. Wong and the Company. Dr. Wong is entitled to an annual director's fee of HK\$380,000, which are determined by the Remuneration Committee and the Board by reference to his responsibilities and performance and the prevailing market conditions.

Save as disclosed, there is no information which is discloseable nor are/were Mr. Yang, Ms. Huang, Mr. Ye, Mr. Zhou, Mr. Doo and Dr. Wong involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yang, Ms. Huang, Mr. Ye, Mr. Zhou, Mr. Doo and Dr. Wong that need to be brought to the attention of the Shareholders.

This Appendix III is a summary of the principal terms of the New Share Option Scheme but does not form part of, nor is it intended to be, part of the New Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the New Share Option Scheme.

NEW SHARE OPTION SCHEME

The following is a summary of the principal terms of the New Share Option Scheme to be adopted at the 2013 AGM:

1. Purpose and Administration of the New Share Option Scheme

The purpose of the New Share Option Scheme is to enable the Company to grant Options to the Eligible Participants as incentives and/or rewards for their contributions to the Group.

The New Share Option Scheme shall be subject to the administration of the Directors whose decisions on all matters arising in relation to the New Share Option Scheme or their interpretations or effect shall (save for the grant of Options to any Director, chief executive or substantial shareholder of the Company or any of their respective associates which must be approved by the independent non-executive Directors (excluding any independent non-executive Directors who or whose associate is the proposed Grantee of Options)) be final and binding on all persons who may be affected thereby.

2. Grant and acceptance of Options

Subject to the terms of the New Share Option Scheme, the Board may, at its absolute discretion, grant Options to the following Eligible Participants:

- (a) any employee (whether full time or part time, including any executive Director and non-executive director but excluding any independent non-executive director and (if applicable) any supervisors) of any member of the Group or any Invested Entity ("Eligible Employees");
- (b) any independent non-executive directors and (if applicable) any supervisors of any member of the Group or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other support (technical or otherwise) to any member of the Group or any Invested Entity;

- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any adviser or consultant (professional or otherwise) to any area of business or business development of any member of the Group or any Invested Entity; and
- (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group,

and, for the purposes of the New Share Option Scheme, an offer may be made to any company wholly-owned by one or more Eligible Participants.

An offer of the grant of an Option shall be made to an Eligible Participant in writing in such form as the Board may from time to time determine and shall remain open for acceptance by the Eligible Participant concerned for a period of 21 days from the Offer Date, provided that no such offer shall be made after the tenth anniversary of the Adoption Date or the termination of the New Share Option Scheme.

A non-refundable nominal consideration of HK\$1.00 is payable by the Grantee upon acceptance of an Offer. An Offer shall have been accepted when the duplicate letter comprising acceptance of the Offer duly signed by the Eligible Participant together with the said consideration of HK\$1.00 is received by the Company. Upon an offer being accepted by an Eligible Participant in whole or in part in accordance with terms of the New Share Option Scheme, Options in respect of which the offer was so accepted will be deemed to have been granted by the Company to such Eligible Participant on the Offer Date.

Any offer of the grant of an Option may be accepted in respect of less than the number of Shares in respect of which it is offered.

3. Subscription Price

The subscription price for Shares under the New Share Option Scheme may be determined by the Board at its absolute discretion subject to any adjustments made pursuant to the scheme and in any event will not be less than the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheets on the Offer Date;
- (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five (5) Business Days immediately preceding the Offer Date; and
- (c) the nominal value of a Share on the Offer Date.

4. Maximum number of Shares

- (a) The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Group must not exceed 30% of the Shares in issue from time to time. No options will be granted under the New Share Option Scheme or any other share option scheme of the Group at any time if such grant would result in the aforesaid limit being exceeded.
- (b) The Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and all other share option schemes of the Group shall not exceed 10% of the Shares in issue on the date of 2013 AGM (the “**General Scheme Limit**”), subject to renewal of the General Scheme Limit as referred to below.

Options lapsed in accordance with the terms of the New Share Option Scheme shall not be counted for the purpose of calculating the General Scheme Limit as the same may be renewed from time to time. As at the Latest Practicable Date, there were 4,811,523,189 Shares in issue. Assuming that no further Share will be allotted, issued or repurchased prior to the date of the 2013 AGM, the total number of Shares issuable pursuant to the New Share Option Scheme would be 481,152,318 Shares, representing 10% of the total number of Shares in issue as at the date of approval of the New Share Option Scheme.

The Company may refresh the General Scheme Limit at any time subject to prior Shareholders’ approval. However, the General Scheme Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders’ approval of such limit. Options previously granted under the New Share Option Scheme and under any other share option schemes (including those outstanding, cancelled, lapsed in accordance with the schemes or exercised) shall not be counted for the purpose of calculating the limit as refreshed.

- (c) The Company may also seek separate Shareholders’ approval for granting Options beyond the General Scheme Limit (or the refreshed limit), to Eligible Participants specifically identified by the Company before the aforesaid Shareholders’ meeting where such approval is sought.

- (d) The total number of Shares issued and to be issued on the exercise of options granted and to be granted (including both exercised and outstanding options) under the New Share Option Scheme and other share option scheme of the Group to each Grantee in any 12-month period shall not exceed 1% of the total issued Shares for the time being unless the Shareholders approve in a general meeting the grant of the Options in excess of the 1% limit referred to in this paragraph with the relevant Grantee and his associates abstain from voting on such resolution.
- (e) The exercise of any Option shall be subject to Shareholders' approval in a general meeting of any necessary increase in the authorised share capital of the Company. Subject thereto, the Board shall make available sufficient authorised but unissued share capital of the Company to allot the Shares on the exercise of Options.

5. Exercise of Options

Options may be exercised at any time during the period to be determined and identified by the Board to each Grantee at the time of making an offer for the grant of an Option, but in any event no later than ten years from the Offer Date (the "**Option Period**"). Options may be exercised in whole or in part by the Grantee giving notice in writing to the Company stating that Options are thereby exercised and the number of Shares in respect of which they are exercised. Each such notice must be accompanied by a remittance for the full amount of the subscription price for the Shares in respect of which the notice is given.

Within 21 days (or 7 days in the case of a general or partial offer, where applicable according to terms of the New Share Option Scheme) after receipt of the notice and the remittance and, where appropriate, receipt of the certificate of the Auditors or independent financial advisors pursuant to the terms of the New Share Option Scheme, the Company shall allot and issue the relevant Shares to the Grantee credited as fully paid.

There is no performance target which must be achieved or minimum period for which an Option must be held before any of the Options can be exercised, unless otherwise determined by the Board.

6. Restrictions on the time of grant of Options

No offer shall be made:

- (a) after inside information has come to the knowledge of the Company until the Company has announced the information. In particular, an offer may not be made during the period commencing one month immediately before the earlier of:

- (i) the date of the board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, half-year, quarter or any other interim period (whether or not required under the Listing Rules); and
 - (ii) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarter or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement; and
- (b) to an Eligible Participant who is a Director or a relevant employee of the Company during the periods or times in which the Directors and/or the relevant employees (as the case may be) are prohibited from dealing in Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company (as the case may be).

7. Rights are personal to the Grantees

An Option is personal to the Grantee and shall not be transferable or assignable. A Grantee shall not sell, transfer, charge, mortgage, encumber or otherwise dispose of or create with any interest in favour of any third party over or in relation to any Option or enter into any agreement to do so. Any breach of the forgoing shall entitle the Company to cancel any outstanding Options or any part thereof.

8. Grant of Options to connected persons or any of their respective associates

Each grant of Options to any director, chief executive or substantial shareholder of the Company or any of their respective associate shall be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who or whose associate is the proposed Grantee). Where any grant of Options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% of the Shares in issue; and

- (b) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Offer Date of each offer, in excess of HK\$5 million,

such further grant of Options must be approved by the Shareholders in general meeting. All connected persons (as defined in the Listing Rules) of the Company must abstain from voting in favour at such general meeting.

9. Rights on ceasing employment

In the event a Grantee, being an Eligible Employee, ceases to be an Eligible Employee for any reason other than his death, ill-health or retirement in accordance with his contract of employment or the termination of his employment on one or more of the grounds specified in paragraph 17(d) below before exercising the Option in full, the Grantee may exercise the Options (to the extent not already exercised) in whole or in part in accordance with the terms of the New Share Option Scheme within a period of 6 months following the date of such cessation or, if any of the events referred to in paragraphs 11 or 12 occur during such period, exercise such Options pursuant to paragraphs 11 or 12 respectively. The date of cessation or termination as aforesaid shall be the last day on which the Grantee was actually at work with the Company or the relevant Subsidiary or the Invested Entity whether salary is paid in lieu of notice or not. For the purpose of this paragraph, a Grantee being an independent non-executive director or a supervisor of the Company, any Subsidiary or any Invested Entity shall be regarded as an Eligible Employee and this paragraph shall be applied to such Grantee *mutatis mutandis*.

If the Grantee is an Eligible Employee and in the event of his ceasing to be an Eligible Employee by reason of the termination of his employment on one or more of the grounds specified in paragraph 17(d) below before exercising the Options in full, the Options (to the extent not already exercised) shall lapse on the date of cessation to be an Eligible Employee. If the Grantee is an independent non-executive director or a supervisor of the Company, any Subsidiary or any Invested Entity and in the event of his ceasing to be an independent non-executive director or a supervisor of the Company, any Subsidiary or any Invested Entity (as the case may be) by reason of the termination of his employment on one or more of the grounds specified in paragraph 17(e) below before exercising the Options in full, the Options (to the extent not already exercised) shall lapse on the date of cessation to be an independent non-executive director or a supervisor of the Company, any Subsidiary or any Invested Entity (as the case may be).

10. Rights on death, ill-health or retirement

In the event a Grantee, being an Eligible Employee, ceases to be an Eligible Employee by reason of his death, ill-health or retirement in accordance with his contract of employment before exercising the Option in full, his personal representative(s) or, as appropriate, the Grantee may exercise the Option (to the

extent not already exercised) in whole or in part in accordance with the provisions of terms of the New Share Option Scheme within a period of 12 months following the date of cessation of employment which date shall be the last day on which the Grantee was at work with the Company or the relevant Subsidiary or the Invested Entity whether salary is paid in lieu of notice or not, or such longer period as the Directors may determine or, if any of the events referred to in paragraphs 11 or 12 occur during such period, exercise such Options pursuant to paragraphs 11 or 12 respectively. For the purpose of this paragraph, a Grantee being an independent non-executive director or a supervisor of the Company, any Subsidiary or any Invested Entity shall be regarded as an Eligible Employee and this paragraph shall be applied to such Grantee mutatis mutandis.

11. Rights on takeover and scheme of arrangement

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of the Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the Grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, Shareholders. If such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders, the Grantee shall, notwithstanding any other terms on which his Options were granted, be entitled to exercise the Options (to the extent not already exercised) to the full extent or to the extent specified in the Grantee's notice to the Company in accordance with the terms of the New Share Option Scheme at any time thereafter and up to the close of such offer (or any revised offer) or the record date for entitlements under scheme of arrangement, as the case may be.

12. Rights on winding up

In the event of a resolution being proposed for the voluntary winding-up of the Company during the Option Period, the Grantee may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time not less than two (2) Business Days before the date on which such resolution is to be considered and/or passed, exercise his Options (to the extent not already exercised) either to the full extent or to the extent specified in such notice in accordance with terms of the New Share Option Scheme and the Company shall allot and issue to the Grantee the Shares in respect of which such Grantee has exercised his Option not less than one (1) Business Day before the date on which such resolution is to be considered and/or passed whereupon he shall accordingly be entitled, in respect of the Shares allotted and issued to him in the aforesaid manner, to participate in the distribution of the assets of the Company available in liquidation *pari passu* with the holders of the Shares in issue on the Business Day prior to the date of such resolution. Subject thereto, all Options then outstanding shall lapse and determine on the commencement of the winding-up.

13. Ranking of Shares

The Shares to be allotted and issued upon the exercise of an Option shall be subject to all the provisions of the constitutional documents for the time being in force and will rank *pari passu* in all respects with the then existing fully paid Shares in issue on the date on which the Option is duly exercised or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members (“**Exercise Date**”) and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A Share allotted and issued upon the exercise of an Option shall not carry voting rights until the name of the Grantee has been duly entered on the register of members of the Company as the holder thereof.

14. Cancellation of Options

Subject to paragraph 7 above and Chapter 17 of the Listing Rules, any Options granted but not exercised may be cancelled if the Grantee so agrees and subject to the approval of the Directors and new Options may be granted to the same Grantee under a share option scheme with available unissued options (excluding, for that purpose, the cancelled options) provided such new Options fall within the limits set out in paragraph 4 and otherwise comply with the terms of the New Share Option Scheme.

15. Effect of alterations to share capital

In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable or the New Share Option Scheme remains in effect, and such event arises from a capitalisation of profits or reserves, rights issue, consolidation or sub-division of the Shares, or reduction of the share capital of the Company, then, in any such case the Company shall instruct the Auditors or an independent financial adviser to certify in writing the adjustment, if any, that ought in their opinion fairly and reasonably to be made either generally or as regards any particular Grantee, to:

- (a) the number or nominal amount of Shares to which this Scheme or any Option(s) relates (insofar as it is/they are unexercised); and/or
- (b) the subscription price of any Option; and/or
- (c) (unless the relevant Grantee elects to waive such adjustment) the number of Shares comprised in an Option or which remain comprised in an Option,

and an adjustment as so certified by the Auditors or such independent financial adviser shall be made, provided that:

- (i) any such adjustment shall give the Grantee the same proportion of the issued share capital of the Company for which such Grantee would have been entitled to subscribe had he exercised all the Options held by him immediately prior to such adjustment;
- (ii) no such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;
- (iii) the issue of Shares or other securities of the Group as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment; and
- (iv) any such adjustment shall be made in compliance with such rules, codes and guidance notes of the Stock Exchange from time to time.

In respect of any adjustment referred to in this paragraph 15, other than any adjustment made on a capitalisation issue, the Auditors or such independent financial adviser must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provisions of the Listing Rules.

16. Duration and administration of the New Share Option Scheme

The New Share Option Scheme shall be valid and effective for a period of ten years commencing on the Adoption Date. After the expiry of the ten-year period (or the termination of the New Share Option Scheme by resolution in general meeting of the Company), no further Options may be issued but the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options granted or exercised prior thereto or otherwise as may be required in accordance with the provisions of this Scheme.

The New Share Option Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the New Share Option Scheme or its interpretation or effect (save as otherwise provided therein) shall be final and binding on all persons who may be affected thereby.

17. Lapse of Options

The Option Period in respect of any Option shall automatically terminate and that Option (to the extent not already exercised) shall lapse on the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of any of the periods as referred to in any of the paragraphs 9 to 12 above;

- (c) the date of commencement of the winding-up of the Company;
- (d) in respect of a Grantee who is an Eligible Employee, the date on which the Grantee ceases to be an Eligible Employee by reason of a termination of his employment on the grounds that he has been guilty of persistent or serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the Grantee or any member of the Group or the Invested Entity into disrepute);
- (e) in respect of a Grantee who is an independent non-executive director or a supervisor of the Company, any Subsidiary or any Invested Entity, the date on which the Directors shall at their absolute discretion determine that the Grantee ceases to be an Eligible Participant on the grounds that he has been guilty of persistent or serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the Grantee or any member of the Group or the Invested Entity into disrepute);
- (f) without prejudice to paragraph 7.1(e) in respect of a Grantee other than an Eligible Employee, the date on which the Directors shall at their absolute discretion determine that (i) (aa) the Grantee or his associate has committed any breach of any contract entered into between the Grantee or his associate on the one part and any member of the Group or any Invested Entity on the other part; or (bb) the Grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally; or (cc) the Grantee could no longer make any contribution to the growth and development of any member of the Group by reason of the cessation of its relations with the Group or by any other reason whatsoever; and (ii) the Option shall lapse as a result of any event specified in sub-paragraph (aa), (bb) or (cc) above; and
- (g) the date on which the Directors shall exercise the Company's right to cancel the Option by reason of a breach of paragraph 7 above by the Grantee in respect of that or any other Option.

18. Alterations to the terms of the New Share Option Scheme

Provisions of the New Share Option Scheme may be altered in any respect by a resolution of the Directors except that:

- (a) the provisions of the New Share Option Scheme as to the definitions of “Eligible Participants”, “Grantee”, “Option Period” and “Termination Date”; and
- (b) the provisions of this Scheme relating to the matters governed by Rule 17.03 of the Listing Rules

shall not be altered to the advantage of Grantees or prospective Grantees except with the prior sanction of a resolution of the shareholders of the Company in general meeting. Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of Options granted shall be approved by the Shareholders in general meeting except where the alterations take effect automatically under the existing terms of the New Share Option Scheme. The New Share Option Scheme so altered must comply with the applicable requirements of the Listing Rules.

19. Termination

The Company by ordinary resolution in general meeting or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered or granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect. Options complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the Share Option Scheme and remain unexpired immediately prior to the termination of the operation of the Share Option Scheme shall continue to be exercisable in accordance with their terms of issue after the termination of the New Share Option Scheme.

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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 THE 2013 AGM

NOTICE IS HEREBY GIVEN that an annual general meeting of Shanghai Industrial Urban Development Group Limited (the “**Company**”) will be held at Island Ballroom A, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 16 May 2013 at 11:30 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2012;
2.
 - (a) To re-elect Mr. Yang Jianwei as an executive director of the Company;
 - (b) To re-elect Ms. Huang Fei as an executive director of the Company;
 - (c) To re-elect Mr. Ye Weiqi as an executive director of the Company;
 - (d) To re-elect Mr. Zhou Jun as an executive director of the Company;
 - (e) To re-elect Mr. Doo Wai-Hoi, William as an independent non-executive director of the Company;
 - (f) To re-elect Dr. Wong Ying Ho, Kennedy as an independent non-executive director of the Company; and
 - (g) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”);
3. To re-appoint auditors and to authorise the Board to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);

NOTICE OF THE 2013 AGM

- (ii) any issue of shares of the Company on the exercise of the outstanding subscription rights or conversion rights attaching to any securities which are convertible into shares of the Company from time to time;
- (iii) the exercise of options granted under a share option scheme of the Company; and
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and this approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until which ever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”;

NOTICE OF THE 2013 AGM

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the Shares in the capital of the Company repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”; and

7. Subject to and conditional upon (1) the passing of an ordinary resolution by the shareholders of Shanghai Industrial Holdings Limited in a general meeting for the adoption of the New Share Option Scheme (as defined below) by the Company; and (2) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the ordinary shares of HK\$0.04 each in the share capital of the Company (the “**Shares**”) to be issued pursuant to the exercise of the share options which may be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), a copy of which is produced to this meeting and marked “**A**” and initialled by the chairman of the meeting for identification purpose, the New Share Option Scheme be and is hereby approved and adopted and the Board be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give effect to the New Share Option Scheme, including but without limitation to:
- (a) to administer the New Share Option Scheme under which share options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares;
 - (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
 - (c) to issue and allot from time to time such number of Shares as may be required to be issued and allotted pursuant to the exercise of the share options under the New Share Option Scheme;

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- (d) to make application at appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may from time to time be issued and allotted pursuant to the exercise of the share options under the New Share Option Scheme; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.

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

Hong Kong, 16 April 2013

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. In relation to the ordinary resolutions set out in items 4, 5 and 6 of the above notice, the Directors wish to state that they have no immediate plan to repurchase any existing shares or issue any new shares of the Company.
5. The votes to be taken at the meeting for the resolutions will be by way of poll.