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**上海實業城市開發集團有限公司**

**SHANGHAI INDUSTRIAL URBAN DEVELOPMENT GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 563)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting 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

*Head Office and Principal Place of Business*

*in Hong Kong:*

Suites 3003–3007,  
30th Floor, Great Eagle Centre,  
23 Harbour Road,  
Wanchai, Hong Kong

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*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.

*As at the date of this announcement, the board of directors of the Company comprises Mr. Ni Jianda, Mr. Ji Gang, Mr. Zhou Jun, Mr. Yang Biao and Mr. Chen Anmin as executive directors and Mr. Doo Wai-Hoi, William, J.P., Dr. Wong Ying Ho, Kennedy, BBS, J.P., Mr. Fan Ren Da, Anthony and Mr. Li Ka Fai, David as independent non-executive directors.*