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上海實業城市開發集團有限公司

SHANGHAI INDUSTRIAL URBAN DEVELOPMENT GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 563)

**POLL RESULTS OF
ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING
HELD ON FRIDAY, 18 MAY 2012**

At the annual general meeting (“AGM”) and the special general meeting (“SGM”) of Shanghai Industrial Urban Development Group Limited (the “Company”) held on Friday, 18 May 2012, all proposed resolutions as set out in the notice of the AGM (the “AGM Notice”) and the notice of the SGM (the “SGM Notice”) of the Company were taken by poll.

(A) POLL RESULTS OF THE AGM

Reference is made to the AGM Notice and the circular of the Company (the “AGM Circular”) both dated 16 April 2012.

The board of directors of the Company (the “Board”) is pleased to announce that all ordinary and special resolutions as set out in the AGM Notice contained in the AGM Circular and proposed at the AGM were duly passed by way of poll at the AGM held on 18 May 2012. Tricor Secretaries Limited (“Tricor Secretaries”), the Company’s branch share registrar and transfer office in Hong Kong, acted as the scrutineer at the AGM. Set out below are the poll results in respect of the respective resolutions put to the vote at the AGM:

| ORDINARY RESOLUTIONS | | No. of Votes (%) | |
|----------------------|--|---------------------------|----------------------|
| | | For | Against |
| 1. | To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2011. | 3,588,874,742 (99.92%) | 2,842,500 (0.08%) |

| ORDINARY RESOLUTIONS | | No. of Votes (%) | |
|-----------------------------|--|---------------------------|------------------------|
| | | For | Against |
| 2. | (A) To re-elect Mr. Ni Jianda as an Executive Director. | 3,580,458,742 (99.69%) | 11,258,500 (0.31%) |
| | (B) To re-elect Mr. Yang Biao as an Executive Director. | 3,588,874,742 (99.92%) | 2,842,500 (0.08%) |
| | (C) To re-elect Mr. Chen Anmin as an Executive Director. | 3,588,874,742 (99.92%) | 2,842,500 (0.08%) |
| | (D) To re-elect Mr. Fan Ren Da, Anthony as an Independent Non-executive Director. | 3,580,250,742 (99.68%) | 11,466,500 (0.32%) |
| | (E) To authorise the Board to fix the remuneration of the directors of the Company. | 3,588,666,742 (99.92%) | 3,050,500 (0.08%) |
| 3. | To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix the remuneration of the auditors. | 3,588,874,742 (99.92%) | 2,842,500 (0.08%) |
| 4. | To give a general mandate to the Directors to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution. | 3,588,870,742 (99.92%) | 2,846,500 (0.08%) |
| 5. | To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution. | 3,459,639,299 (95.60%) | 159,047,943 (4.40%) |
| 6. | To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company. | 3,459,639,299 (96.32%) | 132,077,943 (3.68%) |
| SPECIAL RESOLUTIONS | | | |
| 7. | To alter the Bye-laws of the Company. | 3,588,870,742 (99.92%) | 2,846,500 (0.08%) |
| 8. | To approve the adoption of a new set of Bye-laws, which consolidates all of the proposed amendments to the Bye-laws as set out in the notice convening the meeting and all previous amendments made pursuant to the resolution passed by shareholders of the Company at the general meeting held on 10 September 2009, as the new Bye-laws of the Company. | 3,588,870,742 (99.92%) | 2,846,500 (0.08%) |

Shareholders may refer to the AGM Notice for the full text of the above ordinary and special resolutions.

As more than 50% of the votes were cast in favor of each of the above resolutions nos. 1 to 6, all such resolutions were duly passed as ordinary resolutions. As more than 75% of the votes were cast in favour of each of the resolutions nos. 7 to 8, all such resolutions were duly passed as special resolutions.

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

(B) POLL RESULTS OF THE SGM

Reference is made to the SGM Notice and the circular of the Company (the “**SGM Circular**”) both dated 3 May 2012.

The Board is pleased to announce that the ordinary resolution as set out in the SGM Notice contained in the SGM Circular and proposed at the SGM was duly passed by way of poll at the SGM held on 18 May 2012. Tricor Secretaries acted as the scrutineer at the SGM. Set out below are the poll results in respect of the resolution put to the vote at the SGM:

| ORDINARY RESOLUTION | | No. of Votes (%) | |
|----------------------------|--|---------------------------|----------------------|
| | | For | Against |
| 1. | (A) To elect Mr. Ji Gang as an Executive Director. | 3,597,752,742 (99.92%) | 2,842,500 (0.08%) |
| | (B) To authorise the Board to fix the remuneration of Mr. Ji Gang. | 3,597,544,742 (99.92%) | 3,050,501 (0.08%) |

Shareholders may refer to the SGM Notice for the full text of the above ordinary resolution.

As more than 50% of the votes were cast in favor of the above resolution, the above resolution was duly passed as an ordinary resolution.

As at the date of the SGM, the total number of issued shares of the Company was 4,811,523,189, representing the total number of shares entitling the holders thereof to attend and vote on the resolution proposed at the SGM. No Shareholder was entitled to attend and abstain from voting in favour of the resolution proposed at the SGM. No Shareholder was required under the Listing Rules to abstain from voting on the resolution at the SGM and no Shareholder has stated its intention in the SGM Circular to vote against the resolution at the SGM.

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

Hong Kong, 18 May 2012

As at the date of this announcement, the Board 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.