



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)
(於百慕達註冊成立之有限公司)
(Stock Code: 563)
(股份代號: 563)

16 April 2012

Dear Non-registered Holder(s),^(Note 1)

**Shanghai Industrial Urban Development Group Limited (the “Company”)
– Notification of Publication of 2011 Annual Report and Circular dated 16 April 2012 together with Notice and Form of Proxy of Annual General Meeting (collectively the “Current Corporate Communications”)**

The Current Corporate Communications of the Company (in English and Chinese) are available on the Company’s website at www.siud.com and the website of Hong Kong Exchanges and Clearing Limited (“HKEx”) at www.hkexnews.hk. You may access the Current Corporate Communications by clicking “Investor Relations” on the homepage of the Company’s website.

If you wish to receive the printed version(s) of the Current Corporate Communications and all future Corporate Communications^(Note 2) of the Company, please provide reasonable prior notice through: (i) completing the Request Form on the reverse side and returning it by using the pre-paid postage mailing label at the bottom of the Request Form (no stamp is needed if posted in Hong Kong), or (ii) sending an e-mail with a scanned copy of the completed Request Form to siud563-ecom@hk.tricorglobal.com. The Request Form may also be downloaded from the Company’s website at www.siud.com or the HKEx’s website at www.hkexnews.hk.

Should you have any queries relating to the above, please call the service hotline of the Hong Kong branch share registrar of the Company at (852) 2980 1333 during business hours (9:00 a.m. to 6:00 p.m., Monday to Friday, excluding Hong Kong public holidays).

Yours faithfully,
For and on behalf of
Shanghai Industrial Urban Development Group Limited
Cai Yu Tian
Chairman

Note 1: This Letter is addressed to Non-registered Holder(s) of the shares in the Company (“Non-registered Holder” means such person or company whose shares are held in the Central Clearing and Settlement System and who has notified the Company from time to time through Hong Kong Securities Clearing Company Limited that he/she/it wishes to receive the Corporate Communications). If you have sold or transferred your shares in the Company, please disregard this letter and the Request Form on the reverse side.

Note 2: Corporate Communications include but are not limited to (a) directors’ reports, annual accounts together with copies of the auditors’ reports and, where applicable, summary financial reports; (b) interim reports and, where applicable, summary interim reports; (c) notices of meeting; (d) listing documents; (e) circulars; and (f) proxy forms.

各位非登記持有人^(附註1)：

上海實業城市開發集團有限公司(「本公司」)
—二零一一年年報及日期為二零一二年四月十六日之通函，連同股東週年大會通告及代表委任表格(統稱「本次公司通訊」)之登載通知

本公司本次公司通訊(中文及英文版)已於本公司網站www.siud.com及香港交易及結算所有限公司(「香港交易所」)網站www.hkexnews.hk登載。閣下可在本公司網站主頁按「投資者關係」瀏覽本次公司通訊。

倘閣下欲收取本公司本次公司通訊及所有日後公司通訊^(附註2)的印刷本，請透過以下方式預先發出合理通知：(i)填妥本函背面的要求表格，並使用要求表格下方的已預付郵費郵寄標籤(如在香港投寄，毋須貼上郵票)交回，或(ii)將已填妥的要求表格的掃描副本電郵至siud563-ecom@hk.tricorglobal.com。要求表格亦可於本公司網站www.siud.com或香港交易所網站www.hkexnews.hk下載。

倘閣下對上述事項有任何查詢，請於營業時間內(星期一至星期五上午9時至下午6時，香港公眾假期除外)致電本公司香港股份過戶登記分處服務熱線(852) 2980 1333。

代表
上海實業城市開發集團有限公司
主席
蔡育天
謹啟

附註1：本函件為致本公司非登記股份持有人(「非登記持有人」指所持有的股份存放於中央結算及交收系統的人士或公司，透過香港中央結算有限公司不時向本公司發出通知，表示欲收取公司通訊)。倘閣下已出售或轉讓所持有的本公司股份，則毋須理會本函件及背面的要求表格。

附註2：公司通訊包括但不限於：(a)董事會報告、年度賬目連同核數師報告副本及(倘適用)財務報告概要；(b)中期報告及(倘適用)中期報告概要；(c)會議通告；(d)上市文件；(e)通函；及(f)代表委任表格。

二零一二年四月十六日

Request Form 要求表格

To: Shanghai Industrial Urban Development Group Limited (the "Company") 致：上海實業城市開發集團有限公司(「本公司」)
(Stock Code: 563) (股份代號：563)
c/o Tricor Secretaries Limited 經 卓佳秘書商務有限公司
26th Floor, Tesbury Centre 香港灣仔
28 Queen's Road East 皇后大道東28號
Wanchai, Hong Kong 金鐘匯中心26樓

I/We would like to receive the 2011 Annual Report and Circular dated 16 April 2012 together with Notice of Annual General Meeting and all future Corporate Communications[#] of the Company in the manner as indicated below:

本人／吾等欲以下列方式收取 貴公司的二零一一年年報及日期為二零一二年四月十六日之通函連同股東週年大會通告及所有日後本公司之公司通訊[#]：

(Please mark "X" in **ONLY ONE** of the following boxes)
(請僅在下列其中一個空格內劃上「X」號)

- the **printed copy of the English version ONLY; OR**
僅收取英文印刷本；或
- the **printed copy of the Chinese version ONLY; OR**
僅收取中文印刷本；或
- printed copies of both the English and Chinese versions.**
同時收取英文及中文印刷本。

Non-registered Holder's full name:
非登記持有人全名：_____

Contact telephone number:
聯絡電話號碼：_____

Signature:
簽名：_____

Date:
日期：_____

Notes 附註：

- Terms used in this Request Form shall bear the same meanings as those defined in the Letter to Non-registered Holder(s) dated 16 April 2012.
本要求表格中所用詞彙與日期為二零一二年四月十六日致非登記持有人之函件所界定者具有相同涵義。
 - This Request Form is to be completed by Non-registered Holder(s) of the shares in the Company ("Non-registered Holder" means such person or company whose shares are held in the Central Clearing and Settlement System and who has notified the Company from time to time through Hong Kong Securities Clearing Company Limited that he/she/it wishes to receive the Corporate Communications). Please complete all your details clearly.
本要求表格應由本公司非登記股份持有人(「非登記持有人」指所持有的本公司股份存放於中央結算及交收系統的人士或公司，透過香港中央結算有限公司不時向本公司發出通知，表示欲收取公司通訊)。請 閣下清楚填妥所有資料。
 - This form will be void if the following happens: (i) more than one box in each Part is marked "X"; or (ii) none of the boxes are marked "X"; or (iii) the form is not signed or is otherwise incorrectly completed.
倘發生以下情況，則本表格將予失效：(i)各部分內超過一個空格劃上「X」號；或(ii)概無於空格劃上「X」號；或(iii)未於本表格簽名，或未正確填寫表格。
 - For the avoidance of doubt, we do not accept any special written instructions on this Request Form.
為免存疑，任何在本要求表格上的特別手寫指示，本公司將不予處理。
- [#] Corporate Communications include but are not limited to (a) directors' reports, annual accounts together with copy of the auditors' reports and, where applicable, summary financial reports; (b) interim reports and, where applicable, summary interim reports; (c) notices of meeting; (d) listing documents; (e) circulars; and (f) proxy forms.
公司通訊包括但不限於：(a)董事會報告、年度賬目連同核數師報告副本及(倘適用)財務報告概要；(b)中期報告及(倘適用)中期報告概要；(c)會議通告；(d)上市文件；(e)通函；及(f)代表委任表格。

MAILING LABEL 郵寄標籤

Please cut the mailing label and stick this on the envelope to return this Request Form to us.

No postage stamp necessary if posted in Hong Kong.

閣下寄回本要求表格時，請將郵寄標籤剪貼於信封上。
如在本港投寄毋須貼上郵票。

Tricor Secretaries Limited
卓佳秘書商務有限公司
Freepost No. 簡便回郵號碼：37
Hong Kong 香港