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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)*

**(Shares – Stock Code: 563; Convertible bonds due 2011 – Stock Code: 2528)**

**POLL RESULTS AT ANNUAL GENERAL MEETING  
HELD ON MONDAY, 16 MAY 2011**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

At the annual general meeting of Shanghai Industrial Urban Development Group Limited (the “**Company**”) held on Monday, 16 May 2011 (“**AGM**”), all proposed resolutions as set out in the notice of the AGM dated 11 April 2011 were taken by poll.

The Company’s share registrars, namely Tricor Secretaries Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Set out below are the poll results in respect of the respective resolutions put to the vote at the AGM:

<b>ORDINARY RESOLUTIONS</b>		<b>No. of Votes (Aprox. %)</b>	
		<b>For</b>	<b>Against</b>
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 2010.	1,495,493,740 (100%)	0 (0.00%)
2.	(A) To re-elect Mr. Cai Yu Tian as an executive director of the Company.	1,495,493,740 (100%)	0 (0.00%)
	(B) To re-elect Mr. Ni Jianda as an executive director of the Company.	1,495,493,740 (100%)	0 (0.00%)
	(C) To re-elect Mr. Qian Shizheng as an executive director of the Company.	1,494,999,740 (99.97%)	494,000 (0.03%)

ORDINARY RESOLUTIONS		No. of Votes (Aprox. %)	
		For	Against
(D)	To re-elect Mr. Zhou Jun as an executive director of the Company.	1,495,493,740 (100%)	0 (0.00%)
(E)	To re-elect Mr. Yang Biao as an executive director of the Company.	1,495,493,740 (100%)	0 (0.00%)
(F)	To re-elect Mr. Chen Anmin as an executive director of the Company.	1,495,493,740 (100%)	0 (0.00%)
(G)	To re-elect Mr. Jia Bowei as an executive director of the Company.	1,495,493,740 (100%)	0 (0.00%)
(H)	To re-elect Mr. Doo Wai-Hoi, William as an independent non-executive director of the Company.	1,495,493,740 (100%)	0 (0.00%)
(I)	To re-elect Dr. Wong Ying Ho, Kennedy as an independent non-executive director of the Company.	1,495,493,740 (100%)	0 (0.00%)
(J)	To re-elect Mr. Fan Ren Da, Anthony as an independent non-executive director of the Company.	1,494,999,740 (99.97%)	494,000 (0.03%)
(K)	To re-elect Mr. Li Ka Fai, David as an independent non-executive director of the Company.	1,494,999,740 (99.97%)	494,000 (0.03%)
(L)	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	1,495,493,740 (100%)	0 (0.00%)
3.	To appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix the remuneration of the auditors of the Company.	1,495,493,740 (100%)	0 (0.00%)
4.	To give a general mandate to the directors of the Company 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.	1,495,493,740 (98.53%)	22,340,000 (1.47%)

ORDINARY RESOLUTIONS		No. of Votes (Approx. %)	
		For	Against
5.	To give a general mandate to the directors of the Company 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.	1,479,773,746 (97.49%)	38,059,994 (2.51%)
6.	To extend the general mandate granted to the directors of the Company 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.	1,479,773,746 (97.49%)	38,059,994 (2.51%)

As a majority of the votes were cast in favor of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the total number of issued shares of the Company was 2,629,332,189, representing the total number of shares entitling the holders thereof to attend and vote for or against all the resolutions proposed at the AGM. There were no shares entitling the shareholders of the Company (the “Shareholder(s)”) to attend and vote only against the resolutions proposed at the AGM.

No Shareholder was required to abstain from voting on the resolutions at the AGM and no Shareholder has stated their intention in the Company’s circular dated 11 April 2011 to vote against the resolutions at the AGM.

By order of the Board of  
**SHANGHAI INDUSTRIAL URBAN  
DEVELOPMENT GROUP LIMITED**  
**Cai Yu Tian**  
*Chairman*

Hong Kong, 16 May 2011

*At the date hereof, the Board comprises Mr. Cai Yu Tian, Mr. Ni Jianda, Mr. Qian Shizheng, Mr. Zhou Jun, Mr. Yang Biao, Mr. Chen Anmin and Mr. Jia Bowei as executive directors of the Company; 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 of the Company.*