
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, 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, licensed securities dealer or other agent through whom the sale or transfer 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)

- (1) PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY;**
(2) PROPOSED EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;
(3) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
(4) PROPOSED DISTRIBUTION OF FINAL DIVIDEND AND SPECIAL DIVIDEND;
(5) PROPOSED SHARE PREMIUM REDUCTION;
AND
(6) NOTICE OF THE 2017 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 Friday, 19 May 2017 at 11:00a.m. or any adjournment thereof is set out on pages 21 to 25 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 and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours (Hong Kong time) 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 and in such event, the form of proxy previously submitted shall be deemed to be revoked.

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DEFINITIONS

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

“2017 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 Friday, 19 May 2017 at 11:00a.m. (or any adjournment thereof), to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Shanghai Industrial Urban Development Group Limited (上海實業城市開發集團有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Contributed Surplus Account”	the contributed surplus account of the Company within the meaning of the Companies Act
“Director(s)”	the director(s) of the Company
“Effective Date”	the date on which the Share Premium Reduction shall become effective, being the first business day immediately following the date of the 2017 AGM at which the relevant special resolution approving the Share Premium Reduction will be considered and, if thought fit, passed by the Shareholders
“Final Dividend”	the proposed final dividend of 1.4 HK cents per Share in cash for the year ended 31 December 2016 to the Shareholders whose names appear on the register of members of the Company on the Record Date
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board
“Latest Practicable Date”	6 April 2017, 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
“PRC”	the People’s Republic of China
“Record Date”	Monday, 29 May 2017, being the record date for the determination of entitlement of the Shareholders to the Final Dividend and Special Dividend
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.04 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Premium Account”	the share premium account of the Company
“Share Premium Reduction”	the proposed reduction of the amount of HK\$600,000,000 standing to the credit of the Share Premium Account as at 31 December 2016 and the crediting of such amount to the Contributed Surplus Account to be considered and, if thought fit, approved by Shareholders by way of special resolution at the 2017 AGM
“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 (stock code: 363)
“SIIC”	Shanghai Industrial Investment (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability
“Solvency Test”	(a) the Company is, or would after the payment of dividend be, able to pay its liabilities as they become due; and (b) the realizable value by the Company’s assets would not thereby be less than its liabilities

DEFINITIONS

“Special Dividend”	the proposed special dividend of 1.9 HK cents per Share in cash for the year ended 31 December 2016 to the Shareholders whose names appear on the register of members of the Company on the Record Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“SUD”	上海城開(集團)有限公司 (Shanghai Urban Development (Holdings) Co., Ltd.), a company incorporated in the PRC with limited liability and is indirectly owned by the Company as to 59% and by Xuhui SASAC as to 41%
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong
“Xuhui SASAC”	上海市徐匯區國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of Shanghai Xuhui District), a government authority authorised by and established directly under Shanghai Xuhui District People’s Government for supervising and managing state-owned assets in the possession of Xuhui District, including but not limited to, exercising state-owned shareholders’ right over SUD and a shareholder holding 41% of the equity interest in SUD

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. Ji Gang (*Chairman and President*)
Mr. Zhou Jun
Mr. Yang Jianwei
Mr. Yang Biao
Mr. Ye Weiqi
Ms. Huang Fei

Independent Non-executive Directors:

Mr. Doo Wai-Hoi, William, *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 3004–3007,
30th Floor,
Great Eagle Centre,
23 Harbour Road,
Wanchai, Hong Kong.

13 April 2017

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY;
(2) PROPOSED EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;
(3) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
(4) PROPOSED DISTRIBUTION OF FINAL DIVIDEND AND SPECIAL DIVIDEND;
(5) PROPOSED SHARE PREMIUM REDUCTION;
AND
(6) NOTICE OF THE 2017 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 2017 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; (e) the declaration of Final Dividend and Special Dividend; and (f) the Share Premium Reduction.

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 25 May 2016, 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 2017 AGM.

Ordinary resolutions will be proposed at the 2017 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 4,811,273,189 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 481,127,318 Shares; and the maximum number of Shares which may be issued pursuant to the Issuance Mandate will be 962,254,637 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 2017 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 6 of the notice of the 2017 AGM as set out on pages 21 to 25 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 Bye-law 87 of the Bye-laws, Ms. Huang Fei, being an executive Director and Mr. Fan Ren Da, Anthony and Mr. Li Ka Fai, David, both being independent non-executive Directors, will retire from office and, being eligible, offer themselves for re-election at the 2017 AGM. Separate ordinary resolutions will be proposed at the 2017 AGM to re-elect Ms. Huang Fei as an executive Director and to re-elect Mr. Fan Ren Da, Anthony and Mr. Li Ka Fai, David 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 DISTRIBUTION OF FINAL DIVIDEND AND SPECIAL DIVIDEND

Proposed Final Dividend and Special Dividend

As stated in the announcement of the Company dated 28 March 2017 relating to the annual results of the Group for the year ended 31 December 2016, the Board recommends the payment of the Final Dividend and the Special Dividend (for the year ended 31 December 2015: final dividend of 1.2 HK cents per Share in cash and special dividend of 1.6 HK cents per Share in cash) to the Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date, subject to approval by the Shareholders at the 2017 AGM.

As the Company had insufficient contributed surplus available for distribution to the Shareholders as at 31 December 2016, the Final Dividend and the Special Dividend are intended to be funded through reduction of certain amount standing to the credit of the Share Premium Account as at 31 December 2016 and crediting of such amount to the Contributed Surplus Account in accordance with the provisions of the applicable laws of Bermuda. A special resolution will be proposed at the 2017 AGM to approve the Share Premium Reduction for the purpose of, among others, distribution of the Final Dividend and the Special Dividend. The details of the Share Premium Reduction are disclosed in the form of an announcement dated 12 April 2017.

Conditional upon the approval of the proposed Share Premium Reduction as well as the proposed distribution of Final dividend and Special dividend by the Shareholders at the 2017 AGM and that the Share Premium Reduction has become effective, it is expected that the Final dividend and Special dividend warrants will be despatched to those entitled Shareholders on or around Monday, 26 June 2017.

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The Final Dividend and Special Dividend are conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the 2017 AGM approving the Final Dividend and Special Dividend; and
- (ii) the passing of a special resolution by the Shareholders at the 2017 AGM approving the Share Premium Reduction.

Closure of Register of Members

As stated in the announcement of the Company dated 28 March 2017, for determining the entitlement of the Shareholders to receive the Final Dividend and Special Dividend, the Company's register of members will be closed from Friday, 26 May 2017 to Monday, 29 May 2017, both days inclusive, during which period no transfer of shares of the Company will be registered.

In order to qualify for the Final Dividend and Special Dividend (subject to Shareholders' approval at the 2017 AGM), all duly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30p.m. on Thursday, 25 May 2017.

Shareholders whose names appear on the register of members of the Company on the Record Date, i.e. Monday, 29 May 2017, will be entitled to the Final Dividend and Special Dividend.

5. PROPOSED SHARE PREMIUM REDUCTION AND TRANSFER TO CONTRIBUTED SURPLUS ACCOUNT

The Board intends to put forward to the Shareholders a proposal to reduce the share premium of the Company pursuant to the laws of Bermuda and the Bye-laws. The amount standing to the credit of the Share Premium Account as at 31 December 2016, based on the audited consolidated financial statements of the Company, was HK\$10,115,153,000. It is proposed that the amount of HK\$600,000,000 standing to the credit of the Share Premium Account be reduced in accordance with section 46 of the Companies Act and Bye-law 6 of the Bye-laws and that the credit arising therefrom be transferred to the Contributed Surplus Account, subject to the conditions set out in the section headed "Conditions of the Share Premium Reduction".

Reasons for the Share Premium Reduction

Pursuant to the Companies Act and the Bye-laws, subject to the Solvency Test, the Company may pay dividends or make distributions to its members out of contributed surplus. The Share Premium Reduction and the subsequent transfer of the credit arising therefrom to the Contributed Surplus Account will therefore increase the

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distributable reserves of the Company, thereby giving the Company greater flexibility in its dividend policy and making distributions to the shareholders of the Company in the future, including the payment of the Final Dividend and the Special Dividend.

The Board considers that it is in the interest of the Company and the Shareholders as a whole to implement the Share Premium Reduction.

Effect of the Share Premium Reduction

The Share Premium Reduction does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares.

Save for the expenses to be incurred in relation to the Share Premium Reduction, the Board considers that the implementation of the Share Premium Reduction will not, in itself, have material adverse effect on the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders in the underlying assets of the Company.

The Directors are of the view that there are no reasonable grounds for believing that the Company is, or after the Share Premium Reduction becoming effective would be, unable to pay its liabilities as they become due.

Conditions of the Share Premium Reduction

The Share Premium Reduction is conditional upon, *inter alia*, the following being fulfilled:

- (i) the passing of a special resolution by the Shareholders to approve the Share Premium Reduction at the 2017 AGM;
- (ii) compliance with the requirements of section 46(2) of the Companies Act to effect the Share Premium Reduction; and
- (iii) the Directors having satisfied that on the Effective Date, there are no reasonable grounds for believing that the Company is, or after the Effective Date will be, unable to pay its liabilities as they become due.

Subject to the fulfillment of the above conditions, it is expected that the Share Premium Reduction shall become effective on the first business day immediately following the date of passing of the special resolution to approve the Share Premium Reduction at the 2017 AGM (i.e. 22 May 2017). The details of the Share Premium Reduction are disclosed in the Company's announcement dated 12 April 2017.

6. 2017 AGM AND PROXY ARRANGEMENT

The notice of the 2017 AGM is set out on pages 21 to 25 of this circular. At the 2017 AGM, resolutions will be proposed to approve, *inter alia*, (i) the ordinary resolutions relating to the granting of the Buyback Mandate, the Issuance Mandate, the extension of

LETTER FROM THE BOARD

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 declaration of Final Dividend and Special Dividend; and (ii) the special resolution for the Share Premium Reduction.

A form of proxy for use at the 2017 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 and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours (Hong Kong time) before the time appointed for holding the 2017 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2017 AGM if you so wish and in such event, the proxy form previously submitted shall be deemed to be revoked.

7. LISTING RULES REQUIREMENT

Pursuant 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 2017 AGM will therefore demand a poll for every resolution put to the vote at the 2017 AGM pursuant to Bye-law 66 of the Bye-laws. The Company will announce the results of the poll in the manner as prescribed under Rule 13.39(5) of the Listing Rules.

8. 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.

9. 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; (d) the declaration of Final Dividend and Special Dividend; and (e) the Share Premium Reduction, 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 2017 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 2017 AGM.

LETTER FROM THE BOARD

10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory statement on the Buyback Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the 2017 AGM) to this circular.

By order of the Board of
SHANGHAI INDUSTRIAL URBAN DEVELOPMENT GROUP LIMITED
Ji Gang
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 2017 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 as a whole.

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 and fully paid share capital of the Company was HK\$192,450,927.56 divided into 4,811,273,189 Shares of HK\$0.04 each.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the 2017 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 481,127,318 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.

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 2016) 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	Approximate percentage of existing shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Buyback Mandate is exercised in full
SIHL	3,415,883,000(L) ⁽²⁾⁽³⁾	71.00%	78.89%
SIIC	3,427,683,000(L) ⁽²⁾⁽³⁾⁽⁴⁾	71.24%	79.16%

Notes:

1. L denotes long positions.
2. 3,365,883,000 Shares were held by Smart Charmer Limited. 50,000,000 Shares are deemed to be held by Novel Good Limited under the pledge described in note 3 below. Smart Charmer Limited and Novel Good Limited are both wholly-owned subsidiaries of SIHL.
3. These interests include 50,000,000 Shares (short positions) 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 are pledged to Novel Good Limited. Therefore, SIHL and SIIC are deemed or taken to be interested in these 50,000,000 Shares.

4. SIIC through its subsidiaries, namely Shanghai Investment Holdings Limited, SIIC Capital (B.V.I.) Limited, SIIC Treasury (B.V.I.) Limited, Shanghai Industrial Financial (Holdings) Company Limited, SIIC CM Development Funds Limited and SIIC CM Development Limited held approximately 58.98% 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. Separately, 11,800,000 Shares were held by SIIC Trading Company Limited, a subsidiary of SIIC.

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 2017 AGM, the shareholding interest of SIHL and SIIC in the issued Shares would be increased to approximately 78.89% and 79.16% respectively 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 close 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 the Stock Exchange preceding the Latest Practicable Date were as follows:

Month	Traded Prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2016		
April	1.62	1.42
May	1.54	1.38
June	1.61	1.47
July	1.82	1.55
August	1.85	1.75
September	2.06	1.80
October	2.02	1.85
November	2.19	1.96
December	2.18	1.80
2017		
January	2.10	1.82
February	2.12	1.92
March	2.11	1.78
April (up to the Latest Practicable Date)	1.86	1.77

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).

Pursuant to the Listing Rules, details of the Directors who will retire and stand for re-election at the 2017 AGM according to the Bye-laws are provided below.

(1) Ms. Huang Fei (“Ms. Huang”)

Position and Experience

Ms. Huang, aged 52, was appointed as an executive Director on 22 March 2013. She is also 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 SUD, the general manager of Shanghai Urban Development (Group) Real Property Agent Company prior to her employment with the Group. She is currently the director and vice president of SUD.

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 three 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, Ms. Huang has no relationships to any directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

Save for the 6,000,000 Share options granted to Ms. Huang by the Company, Ms. Huang is not interested or deemed to be interested in the shares or underlying shares of the Company or its associated corporations within the meaning of 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 and a discretionary bonus under the relevant service contract and additional fees will be paid to Ms. Huang for serving on other Board committees, if any, the amount of which will be determined by the remuneration committee of the Company and the Board. The

amount of the discretionary bonus and additional fees will be determined with reference to her duties, responsibilities and performance in respect of the Company, the Company's remuneration policy and the prevailing market situation.

(2) Mr. Fan Ren Da, Anthony (“Mr. Fan”)

Position and Experience

Mr. Fan, aged 56, was appointed as an independent non-executive Director on 5 July 2010. He is also the chairman of the investment appraisal committee, the members of the audit committee, remuneration committee and nomination committee of the Company. He has over five years of experience in the property industry. Mr. Fan holds a Master's Degree in Business Administration from the United States of America. He is the president and an executive council member of the Hong Kong Independent Non-Executive Director Association. He is the chairman and managing director of AsiaLink Capital Limited. Mr. Fan was an independent non-executive director of Chinney Alliance Group Limited (stock code: 385) and an independent director of 深圳世聯地產顧問股份有限公司 (a company listed on the Shenzhen Stock Exchange with stock code of 002285). He is a director of the following listed companies:

Listed Company	Role
<i>Hong Kong listed companies</i>	
<ul style="list-style-type: none"> ● Technovator International Limited (stock code: 1206) 	Independent non-executive director, chairman of the remuneration committee and risk management committee, the members of the audit committee and the nomination committee
<ul style="list-style-type: none"> ● Raymond Industrial Limited (stock code: 229) 	Independent non-executive director, members of the remuneration committee, the audit committee and the nomination committee
<ul style="list-style-type: none"> ● Uni-President China Holdings Ltd. (stock code: 220) 	Independent non-executive director, chairman of the audit committee, member of the remuneration committee and the Investment, Strategy and Development Committee
<ul style="list-style-type: none"> ● Renhe Commercial Holdings Company Limited (stock code: 1387) 	Independent non-executive director and chairman of the audit committee

Listed Company <i>Hong Kong listed companies</i>	Role
● Tenfu (Cayman) Holdings Company Limited (stock code: 6868)	Independent non-executive director, chairman of the remuneration committee, members of the audit committee and the nomination committee
● CITIC Resources Holdings Limited (stock code: 1205)	Independent non-executive director, chairman of the audit committee, members of the remuneration committee and the nomination committee
● Guodian Technology & Environment Group Corporation Limited (stock code: 1296)	Independent non-executive director and chairman of the audit committee
● Hong Kong Resources Holdings Company Limited (stock code: 2882)	Independent non-executive director, chairman of the remuneration committee, members of the audit committee, the nomination committee and the special committee
● China Development Bank International Investment Limited (stock code: 1062)	Independent non-executive director, members of the audit committee, the nomination committee and the remuneration committee
● LT Commercial Real Estate Limited (stock code: 112)	Independent non-executive director, chairmen of the remuneration committee and the nomination committee and member of the audit committee
● Neo-Neon Holdings Limited (stock code: 1868)	Independent non-executive director, chairman of the regulatory compliance committee, members of the audit committee, the remuneration committee and the nomination committee
● CGN New Energy Holdings Co., Ltd. (stock code: 1811)	Independent non-executive director, members of the audit committee, the remuneration committee and the nomination committee

Save as disclosed above, Mr. Fan 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. Fan has been appointed for a term of three 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. Fan 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) of the Company.

Interests in Shares

Save for the 1,000,000 Share options granted to Mr. Fan by the Company, Mr. Fan is not interested or deemed to be interested in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Director's Emoluments

There is a service contract entered into between Mr. Fan and the Company. Mr. Fan is currently entitled to an annual director's fee of HK\$430,000, which is determined by the remuneration committee of the Company and the Board by reference to his duties, responsibilities and performance, the Company's remuneration policy and the prevailing market conditions.

(3) Mr. Li Ka Fai, David (“Mr. Li”)*Position and Experience*

Mr. Li, aged 62, was appointed as an independent non-executive Director on 5 July 2010. He is the chairman of the audit committee of the Company. He is currently the deputy managing partner of Li, Tang, Chen & Co. CPA (Practising). He is also a fellow of the Hong Kong Institute of Certified Public Accountants, a fellow of The Association of Chartered Certified Accountants, United Kingdom, a fellow of The Institute of Chartered Secretaries and Administrators, United Kingdom as well as a fellow of The Institute of Chartered Accountants in England and Wales. Mr. Li has over ten years of experience in the property industry. He is a director of the following listed companies:

Listed Company	Role
<i>Hong Kong listed companies</i>	
<ul style="list-style-type: none"> ● Goldlion Holdings Limited (stock code: 533) 	Independent non-executive director, chairman of the audit committee, members of the nomination committee and the remuneration committee
<ul style="list-style-type: none"> ● China-Hongkong Photo Products Holdings Limited (stock code: 1123) 	Independent non-executive director and chairman of the audit committee, members of the nomination committee and the remuneration committee
<ul style="list-style-type: none"> ● Cosmopolitan International Holdings Limited (stock code: 120) 	Independent non-executive director, chairman of the audit committee, members of the nomination committee and the remuneration committee
<ul style="list-style-type: none"> ● AVIC International Holding (HK) Limited (stock code: 232) 	Independent non-executive director, members of the audit committee and the remuneration committee
<ul style="list-style-type: none"> ● China Merchants Port Holdings Company Limited (stock code: 144) 	Independent non-executive director, chairman of the remuneration committee, members of the audit committee and the nomination committee
<ul style="list-style-type: none"> ● Wai Yuen Tong Medicine Holdings Limited (stock code: 897) 	Independent non-executive director and chairman of the audit committee

Save as disclosed above, Mr. Li 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. Li has been appointed for a term of three 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. Li 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) of the Company.

Interests in Shares

Save for the 1,000,000 Share options granted to Mr. Li by the Company, Mr. Li is not interested or deemed to be interested in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Director's Emoluments

There is a service contract entered into between Mr. Li and the Company. Mr. Li is currently entitled to an annual director's fee of HK\$430,000, which is determined by the remuneration committee of the Company and the Board by reference to his duties, responsibilities and performance, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed, there is no information which is discloseable nor are/were Ms. Huang, Mr. Fan and Mr. Li 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 Ms. Huang, Mr. Fan and Mr. Li that need to be brought to the attention of the Shareholders.

NOTICE OF THE 2017 AGM



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 2017 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 Friday, 19 May 2017 at 11:00a.m. (or an adjournment thereof) 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 auditor of the Company for the year ended 31 December 2016;
2. (a) Subject to the special resolution below being passed, to declare a final dividend of 1.4 HK cents per Share in cash for the year ended 31 December 2016 out of the contributed surplus account of the Company; and
(b) Subject to the special resolution below being passed, to declare a special dividend of 1.9 HK cents per Share in cash for the year ended 31 December 2016 out of the contributed surplus account of the Company;
3. (a) To re-elect Ms. Huang Fei as an executive director of the Company;
(b) To re-elect Mr. Fan Ren Da, Anthony as an independent non-executive director of the Company;
(c) To re-elect Mr. Li Ka Fai, David as an independent non-executive director of the Company; and
(d) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”);
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix auditor’s remuneration;

NOTICE OF THE 2017 AGM

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

“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;
 - (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; or
 - (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 (the “**Bye-laws**”) or any applicable laws to be held.”;
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“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;

NOTICE OF THE 2017 AGM

- (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);
 - (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; or
 - (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,

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 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; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws 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).”; and

NOTICE OF THE 2017 AGM

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

“**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 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 5 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.”

8. To consider as special business and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT** subject to and conditional upon compliance with the relevant procedures and requirements under the laws of Bermuda and the Bye-laws to effect the reduction in the share premium account referred to below, and with effect from the first business day immediately following the day of passing this special resolution or upon the day on which the above condition is fulfilled (whichever is the later):

- (a) the amount of HK\$600,000,000 standing to the credit of the share premium account of the Company be reduced and that the credit arising therefrom be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (as amended) (the “**Contributed Surplus Account**”);
- (b) the Directors or a committee thereof be and are authorised to apply the entire amount standing to the credit of the Contributed Surplus Account in such manner as they consider appropriate from time to time, including but not limited to the payment of the final dividend and special dividend referred to in the resolution set out in item 2 of the notice convening this meeting, without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, confirmed and ratified; and

NOTICE OF THE 2017 AGM

- (c) the Directors be and are hereby authorised generally to carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the foregoing.”

By order of the Board of
Shanghai Industrial Urban Development Group Limited
Ji Gang
Chairman

Hong Kong, 13 April 2017

Notes:

1. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 16 May 2017 to Friday, 19 May 2017, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all duly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30p.m. on Monday, 15 May 2017.

For determining the entitlement of the Shareholders to receive the proposed final dividend and special dividend, the Company's register of members will be closed from Friday, 26 May 2017 to Monday, 29 May 2017, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final and special dividend (subject to Shareholders' approval at the above meeting), all duly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30p.m. on Thursday, 25 May 2017.

2. 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.
3. 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.
4. 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 and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours (Hong Kong Time) 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 previously submitted shall be deemed to be revoked.
5. In relation to the ordinary resolutions set out in items 5, 6 and 7 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.
6. The votes to be taken at the meeting for the resolutions will be by way of poll.