
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 2020 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 C, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 18 May 2020 at 11:00 a.m. or any adjournment thereof is set out on pages 20 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 54, 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.

In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 ("COVID-19"), the Company will implement additional precautionary measures at the annual general meeting including, without limitation:

- compulsory body temperature screening;
- wearing of surgical face masks;
- no distribution of corporate gift or refreshment;
- mandatory health declaration — anyone subject to the Hong Kong Government's prescribed quarantine or who has travelled overseas within 14 days immediately before the date of the annual general meeting will be denied entry into the annual general meeting venue; and
- appropriate seating arrangement in line with the guidance from the Hong Kong Government will be made.

The Company strongly advises Shareholders to appoint the chairman of the annual general meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the annual general meeting in person. Shareholders are advised to read page (i) of this circular for further details and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

14 April 2020

PRECAUTIONARY MEASURES FOR THE 2020 AGM

In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health ("CHP") on the prevention of coronavirus disease 2019 ("COVID-19"), the Company will implement precautionary measures at the 2020 AGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the 2020 AGM (the "Stakeholders") which include without limitation:

- (1) Every attendee **will be required to wear a surgical face mask** throughout the 2020 AGM and inside the 2020 AGM venue. Attendees are advised to maintain appropriate social distance with each other at all times when attending the 2020 AGM.
- (2) There will be **compulsory body temperature screening** for all persons before entering the 2020 AGM venue. Any person with a body temperature of 37.3 degrees Celsius or above or any person which exhibits any flu-like symptoms may be denied entry to the 2020 AGM venue or be required to promptly leave the 2020 AGM venue.
- (3) **No refreshment will be served, and there will be no corporate gift.**
- (4) Attendees may be asked (i) if he/she has travelled outside of Hong Kong within 14 days immediately before the 2020 AGM; AND (ii) if he/she is subject to any Hong Kong Government prescribed quarantine requirement. Any person who responds positively to any of these questions will be denied entry into the 2020 AGM venue.
- (5) Anyone attending the 2020 AGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate seating arrangement at the 2020 AGM venue in line with the guidance from the Hong Kong Government will be made.
- (7) **In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and reminds Shareholders that physical attendance in the 2020 AGM is not necessary for the purpose of exercising voting rights. The Company strongly advises Shareholders to appoint the chairman of the 2020 AGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the 2020 AGM in person.**
- (8) **Shareholders are advised to monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**
- (9) Health education materials and up-to-date development on COVID-19 can be found on the CHP website (www.chp.gov.hk) and the website of the Hong Kong Government on COVID-19 (www.coronavirus.gov.hk).

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	4
2. Proposed granting of the Buyback and Issuance Mandates, and extension of the Issuance Mandate	5
3. Proposed re-election of the retiring Directors	6
4. Proposed distribution of final dividend and special dividend	6
5. Proposed share premium reduction and transfer to Contributed Surplus Account	8
6. 2020 AGM and proxy arrangement	9
7. Listing Rules requirement	10
8. Responsibility statement	10
9. Recommendation	10
10. General information	10
Appendix I — Explanatory statement on the Buyback Mandate	11
Appendix II — Details of the retiring Directors proposed to be re-elected at the 2020 AGM	15
Notice of the 2020 AGM	20

DEFINITIONS

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

“2020 AGM”	the annual general meeting of the Company to be held at Island Ballroom C, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 18 May 2020 at 11:00 a.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 20 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
“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 2020 AGM at which the relevant special resolution approving the Share Premium Reduction will be considered and, if thought fit, passed by the Shareholders and subject to the fulfillment of the conditions set forth in the section headed “Conditions of the Share Premium Reduction”, it is expected that the effective date will be 19 May 2020
“Final Dividend”	the proposed final dividend of 1.8 HK cents per Share in cash for the year ended 31 December 2019 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board
“Latest Practicable Date”	6 April 2020, 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
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Record Date”	Friday, 29 May 2020, being the record date for the determination of entitlement of the Shareholders to the Final Dividend and Special Dividend
“RMB”	Renminbi, the lawful currency of the PRC
“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 the Effective Date with the credit arising therefrom to be transferred to the Contributed Surplus Account and be applied in such manner as permitted under the laws of Bermuda and the Bye-laws
“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 realisable value of the Company’s assets would not thereby be less than its liabilities

DEFINITIONS

“Special Dividend”	the proposed special dividend of 2.3 HK cents per Share in cash for the year ended 31 December 2019 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. Zeng Ming (Chairman)
Mr. Zhou Xiong (Vice Chairman and President)
Mr. Lou Jun
Mr. Fei Zuoxiang
Mr. Ye Weiqi
Mr. Zhong Tao

Independent Non-executive Directors:

Mr. Doo Wai-Hoi, William, J.P.
Mr. Fan Ren Da, Anthony
Mr. Li Ka Fai, David
Mr. Qiao Zhigang

Registered Office:

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda.

Principal Place of

Business in Hong Kong:

11th Floor,
Henley Building,
5 Queen's Road Central,
Hong Kong.

14 April 2020

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 2020 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 2020 AGM for (a) the Buyback Mandate; (b) the Issuance Mandate; (c) the extension of the Issuance Mandate by adding to it the aggregate number 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 22 May 2019, 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 2020 AGM.

Ordinary resolutions will be proposed at the 2020 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 number of the shares 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 number of the shares 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 number of shares 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 4,806,323,189 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 480,632,318 Shares; and the maximum number of Shares which may be issued pursuant to the Issuance Mandate will be 961,264,637 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 2020 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 6 of the notice of the 2020 AGM as set out on pages 20 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.

LETTER FROM THE BOARD

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.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Bye-law 87 of the Bye-laws, Mr. Lou Jun (“**Mr. Lou**”), Mr. Fei Zuoxiang (“**Mr. Fei**”) and Mr. Zhong Tao (“**Mr. Zhong**”), all being executive Directors and Mr. Qiao Zhigang (“**Mr. Qiao**”) being independent non-executive Director, will retire from office and, being eligible, offer themselves for re-election at the 2020 AGM. Separate ordinary resolutions will be proposed at the 2020 AGM to re-elect Mr. Lou, Mr. Fei and Mr. Zhong as executive Directors, and Mr. Qiao as independent non-executive Director.

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.

The re-election of aforesaid Directors has been reviewed by the Nomination Committee which recommended to the Board that the re-election be proposed for the Shareholders’ approval at the 2020 AGM based on the nomination policy and the diversity policy adopted by the Company. The Nomination Committee also assessed and reviewed the written confirmation received from Mr. Qiao, who have offered himself for re-election at the 2020 AGM and formed the view that he has met the independence criteria as set out in Rule 3.13 of the Listing Rules and remains independent.

The Board, with the recommendation of the Nomination Committee, believes that the valuable knowledge and experience of the retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole and supports their re-elections as Directors at the 2020 AGM.

4. PROPOSED DISTRIBUTION OF FINAL DIVIDEND AND SPECIAL DIVIDEND

Proposed Final Dividend and Special Dividend

As stated in the announcement of the Company dated 30 March 2020 relating to the annual results of the Group for the year ended 31 December 2019, the Board recommends the payment of the Final Dividend and the Special Dividend (for the year ended 31 December 2018: final dividend of 1.8 HK cents per Share in cash and special

LETTER FROM THE BOARD

dividend of 2.3 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 2020 AGM.

As the Company had insufficient contributed surplus available for distribution to the Shareholders as at 31 December 2019, 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 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 2020 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 announcement of the Company dated 14 April 2020.

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 2020 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 Tuesday, 23 June 2020.

The Final Dividend and Special Dividend are conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the 2020 AGM approving the Final Dividend and Special Dividend; and
- (ii) the passing of a special resolution by the Shareholders at the 2020 AGM approving the Share Premium Reduction and the Share Premium Reduction has become effective.

Closure of Register of Members

As stated in the announcement of the Company dated 30 March 2020, 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 Wednesday, 27 May 2020 to Friday, 29 May 2020, 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 2020 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 26 May 2020.

Shareholders whose names appear on the register of members of the Company on the Record Date, i.e. Friday, 29 May 2020, will be entitled to the Final Dividend and Special Dividend.

LETTER FROM THE BOARD

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 2019, based on the audited consolidated financial statements of the Company, was HK\$9,509,949,000. It is proposed that an amount of HK\$600,000,000 standing to the credit of the Share Premium Account as at the Effective Date 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 Account. The Share Premium Reduction and the subsequent transfer of the credit arising therefrom to the Contributed Surplus Account will therefore increase the 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.

LETTER FROM THE BOARD

Conditions of the Share Premium Reduction

The Share Premium Reduction is conditional upon the following being fulfilled:

- (i) the passing of a special resolution by the Shareholders to approve the Share Premium Reduction at the 2020 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 2020 AGM (i.e. 19 May 2020). The details of the Share Premium Reduction are disclosed in the Company's announcement dated 14 April 2020.

6. 2020 AGM AND PROXY ARRANGEMENT

The notice of the 2020 AGM is set out on pages 20 to 25 of this circular. At the 2020 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 the Issuance Mandate by the addition thereto of the aggregate number of shares 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 2020 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 54, 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 2020 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2020 AGM if you so wish and in such event, the proxy form previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

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 2020 AGM will therefore demand a poll for every resolution put to the vote at the 2020 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 2020 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 2020 AGM.

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 2020 AGM) to this circular.

By order of the Board of
SHANGHAI INDUSTRIAL URBAN DEVELOPMENT GROUP LIMITED
Zeng Ming
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 2020 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\$192,252,927.56 divided into 4,806,323,189 Shares of HK\$0.04 each.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the 2020 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 480,632,318 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 2019) 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	2,328,673,900 (L) ⁽¹⁾⁽²⁾⁽³⁾	48.45%	53.83%
SIIC	3,100,558,648 (L) ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	64.51%	71.68%

Notes:

1. L denotes long positions.
2. These include 2,278,673,900 Shares held by S.I. Smart Charmer Limited and 50,000,000 Shares that are deemed to be held by Novel Good Limited under the pledge described in note 3 below. As S.I. Smart Charmer Limited and Novel Good Limited are both wholly-owned subsidiaries of SIHL, which is in turn controlled by SIIC, SIHL and SIIC are deemed or taken to be interested in the interests in the Shares held by S.I. Smart Charmer Limited and Novel Good Limited.
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 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 Shanghai Investment Holdings Limited (a subsidiary of SIIC) held approximately 55.13% of the shares of SIHL. Therefore, SIIC is deemed or taken to be interested in the 2,328,673,900 Shares held by SIHL for the purpose of the SFO. On the other hand, SIIC is also deemed or taken to be interested in the 771,884,748 Shares held by its subsidiaries, namely SIIC Trading Company Limited, Shanghai Industrial Financial (Holdings) Company Limited, SIIC CM Development Limited, SIIC Capital (B.V.I.) Limited and Shanghai Investment Holdings Limited.

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 2020 AGM, the shareholding interest of SIHL and SIIC in the issued Shares would be increased to approximately 53.83% and 71.68% respectively of the total issued share capital of the Company. Such increase may give rise to an obligation to make a mandatory offer under Takeovers Code on the part of SIHL and/or parties acting in concert with it. The Directors have no present intention to exercise the Buyback Mandate to such extent as would result in triggering such mandatory offer obligations.

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>
2019		
April	1.75	1.55
May	1.64	1.39
June	1.51	1.41
July	1.58	1.26
August	1.27	1.06
September	1.14	0.96
October	1.08	0.95
November	1.03	0.95
December	1.01	0.94
2020		
January	1.04	0.88
February	0.94	0.86
March	0.91	0.66
April (up to the Latest Practicable Date)	0.74	0.69

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 2020 AGM according to the Bye-laws are provided below.

(1) Mr. Lou Jun (“Mr. Lou”)

Position and Experience

Mr. Lou, aged 48, was appointed as an executive Director on 30 June 2017. He is a director, vice president, general manager of the board office and general manager of the executive office of Shanghai Industrial Investment (Holdings) Company Limited. He obtained a bachelor’s degree in law and graduated from the Youth Work Department of the China Youth University of Political Studies, majoring in political education. In 2008, he acted as deputy director of the general office of the Foreign Affairs Office of the Shanghai Municipal People’s Government (Hong Kong and Macao Affairs Office of the Shanghai Municipal People’s Government) and was seconded to the Standing Committee Office of Shanghai Municipal People’s Congress as the leading secretary of the standing committee. He previously acted as the leading secretary of the Standing Committee of Shanghai Municipal People’s Congress and director of the general supervision department of the Standing Committee Office of Shanghai Municipal People’s Congress.

Save as disclosed above, Mr. Lou 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 and has not held any other positions with the Company and other subsidiaries of the Company.

Length of Service

Mr. Lou 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 and save as disclosed above, Mr. Lou has no relationships with any other directors, senior management, Substantial Shareholders, or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Lou 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. Lou and the Company. Mr. Lou will not receive any director's fee from the Company but is entitled a discretionary bonus under the relevant service contract and additional fees will be paid to Mr. Lou for serving on other Board committees, if any, the amount of which will be determined by the remuneration committee of the Company (the "**Remuneration Committee**") and the Board. The amount of the discretionary bonus and additional fees will be determined with reference to his duties, responsibilities and performance in respect of the Company, the Company's remuneration policy and the prevailing market situation.

(2) Mr. Fei Zuoxiang ("Mr. Fei")*Position and Experience*

Mr. Fei, aged 55, was appointed as an executive Director on 30 June 2017. He is the vice chairman of Shanghai Urban Development (Holdings) Co., Ltd. ("**SUD**"). He graduated from Shanghai Second Light Industry School, majoring in financial accounting for industrial enterprises, and is a senior accountant. He was previously an accountant of the Shanghai Pujiang Metalwork Factory (上海浦江金屬品廠), cadre of the Xuhui District Audit Bureau, head of the general business division of the Xuhui District Audit Bureau and director of the Xuhui District Finance Bureau.

Save as disclosed above, Mr. Fei 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. Fei 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 and save as disclosed above, Mr. Fei has no relationships with any other directors, senior management, Substantial Shareholders, or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Fei 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. Fei and the Company. Mr. Fei is entitled to a director's fee of RMB71,333 per month and a discretionary bonus under the relevant service contract and additional fees will be paid to Mr. Fei for serving on other Board committees, if any, the amount of which will be determined by the Remuneration Committee and the Board. The amount of director's fee, the discretionary bonus and additional fees will be determined with reference to his duties, responsibilities and performance in respect of the Company, the Company's remuneration policy and the prevailing market situation.

(3) Mr. Zhong Tao ("Mr. Zhong")*Position and Experience*

Mr. Zhong, aged 47, was appointed as an executive Director and a member of the investment appraisal committee of the Company (the "**Investment Appraisal Committee**") on 30 June 2017. He is also a vice president of the Company. He obtained a master's degree in business management from Shanghai Fudan University in 1998. He was a project manager of Shanghai Industrial Real Property Group (Shanghai) Company Limited, an assistant to the general manager of Shanghai Galaxy Digital Investment Company Limited and the chief planning officer of Shanghai Industrial Management (Shanghai) Company Limited prior to his employment with the Company. He is also currently a director and vice president of SUD, and the chairman of each of the intercity companies in Beijing, Tianjin and Shenyang.

Save as disclosed above, Mr. Zhong 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. Zhong 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 and save as disclosed above, Mr. Zhong has no relationships with any other directors, senior management, Substantial Shareholders, 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 Mr. Zhong by the Company, as at the Latest Practicable Date, Mr. Zhong 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. Zhong and the Company. Mr. Zhong is entitled to a director's fee of RMB62,500 per month and a discretionary bonus under the relevant service contract and additional fees will be paid to Mr. Zhong for serving on other Board committees, if any, the amount of which will be determined by the Remuneration Committee and the Board. The amount of director's fee, the discretionary bonus and additional fees will be determined with reference to his duties, responsibilities and performance in respect of the Company, the Company's remuneration policy and the prevailing market situation.

(4) Mr. Qiao Zhigang ("Mr. Qiao")*Position and Experience*

Mr. Qiao Zhigang, aged 52, was appointed as an independent non-executive Director and a member of the Investment Appraisal Committee on 28 September 2017. He is currently a member of the investment decision committee of Shanghai Yicheng Investment Management Co., Ltd. (上海頤成投資管理有限公司), a director of Dou Peng Education Science and Technology (Shanghai) Co., Ltd. (豆朋教育科技教育(上海)有限公司), a director of Shanghai Yinpei Data Management Co., Ltd. (上海銀沛資料管理有限公司), a supervisor of Shanghai Xueban Software Co., Ltd. (上海學伴軟體有限公司), a director of Shanghai Royoung Biotech Co., Ltd. (上海融揚生物技術有限公司) and a director of Shanghai Nianfu Intelligent Technology Co., Ltd. (上海捻福智能科技有限公司). Mr. Qiao graduated from Shanghai Fudan University with a bachelor's degree and a master's degree in computer as well as a doctor's degree in management. He also obtained an executive master degree of business administration from China Europe International Business School. He previously served as the chairman of Shanghai Fudan Kingstar Computer Co., Ltd., a director of Shanghai Shuwei Information Technology Co., Ltd. and Ma Ke Bo Luo E-Commerce Limited, the deputy officer of Shanghai Municipal Commission of Informatization, the deputy district head of Shanghai Changning District People's Government and the vice general manager of Shenergy (Group) Co., Ltd. As for social responsibilities, he was the executive chairman of the Junior Chamber of Shanghai Pudong, the vice director of Shanghai Software Industry Association, the vice chairman of Shanghai Young Entrepreneurs Association, the standing committee member of the Shanghai Youth Federation, the vice chairman of Shanghai Financial Youth Federation, the vice chairman of Shanghai Federation of Industry and Commerce (Chamber of Commerce) and the standing committee member of the Shanghai Committee of the Chinese People's Political Consultative Conference.

He has also been named as one of the Ten Outstanding Young Persons of Shanghai Pudong New Area, Ten Outstanding Young Entrepreneurs of Shanghai (Golden Eagle Award), Ten Outstanding Young Persons of Shanghai and the First Session of the Ten Outstanding Young Persons in China's Software Industry.

Save as disclosed above, Mr. Qiao 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 and has not held any other positions with the Company and other subsidiaries of the Company.

Length of Service

Mr. Qiao 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 and save as disclosed above, Mr. Qiao has no relationships with any other directors, senior management, Substantial Shareholders, or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Qiao 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. Qiao and the Company. Mr. Qiao is entitled to an annual director's fee of HK\$430,000, which is determined by the Remuneration Committee and the Board by reference to his duties, responsibilities and performance in respect of the Company, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed, there is no information which is discloseable nor are/were Mr. Lou, Mr. Fei, Mr. Zhong and Mr. Qiao 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 Mr. Lou, Mr. Fei, Mr. Zhong and Mr. Qiao that need to be brought to the attention of the Shareholders.

NOTICE OF THE 2020 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 2020 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 C, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 18 May 2020 at 11:00 a.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 2019;
2. (a) Subject to the special resolution below being passed, to declare a final dividend of 1.8 HK cents per Share in cash for the year ended 31 December 2019 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 2.3 HK cents per Share in cash for the year ended 31 December 2019 out of the contributed surplus account of the Company;
3. (a) To re-elect Mr. Lou Jun as an executive director of the Company;
(b) To re-elect Mr. Fei Zuoxiang as an executive director of the Company;
(c) To re-elect Mr. Zhong Tao as an executive director of the Company;
(d) To re-elect Mr. Qiao Zhigang as an independent non-executive director of the Company; and
(e) 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 2020 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 number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares 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 2020 AGM

- (c) the aggregate number of shares 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 number of the issued shares 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 2020 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 number 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 number of the shares 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 number of the issued shares 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 requirements of section 46(2) of the Companies Act 1981 of Bermuda (the “**Companies Act**”) 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) (the “**Effective Date**”):

- (a) the amount of HK\$600,000,000 standing to the credit of the share premium account of the Company on the Effective Date 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 (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 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 2020 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
Zeng Ming
Chairman

Hong Kong, 14 April 2020

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 Wednesday, 13 May 2020 to Monday, 18 May 2020, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 12 May 2020.

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 Wednesday, 27 May 2020 to Friday, 29 May 2020, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 26 May 2020.

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.

NOTICE OF THE 2020 AGM

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 54, 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.
7. **In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 ("COVID-19"), the Company will implement precautionary measures at the meeting. Shareholders are advised to read page (i) of this circular for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**
8. **In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the meeting in person.**