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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)

ANNOUNCEMENT

SUPPLEMENTAL AGREEMENT IN RELATION TO DISPOSAL OF A SUBSIDIARY AND JUDGMENT ON CHENGDU JINTAI CASE

SUPPLEMENTAL AGREEMENT IN RELATION TO DISPOSAL OF A SUBSIDIARY

This part of the announcement is made pursuant to Rule 14.36 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the Announcement. The Board announces that on 19 April 2013, the Seller and the Purchaser (amongst other parties) entered into the Supplemental Agreement, pursuant to which the parties agreed (among other things) to amend the repayment schedule of the outstanding Leadway Loans.

JUDGMENT ON CHENGDU JINTAI CASE

Reference is made to the announcement of the Company dated 6 November 2009 and the Circular.

The Board is pleased to announce that on 10 April 2013, the Company received the Judgment from the High Court of Hong Kong in its favour in relation to the Chengdu Jintai case. Pursuant to the Judgment, the Plaintiff's claim was dismissed with an order of costs to the Company.

SUPPLEMENTAL AGREEMENT IN RELATION TO DISPOSAL OF A SUBSIDIARY

This part of the announcement is made pursuant to Rule 14.36 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement of Shanghai Industrial Urban Development Group Limited (the “**Company**”) dated 23 December 2012 in relation to a discloseable transaction on disposal of a subsidiary of the Company (the “**Announcement**”). Unless the context requires otherwise, terms defined in the Announcement shall have the same meanings when used in this part of the announcement.

As disclosed in the Announcement, the Purchaser has agreed to procure the Project Company to repay the Leadway Loans in an aggregate amount of RMB578.5 million in two tranches as follows:

- (a) RMB250 million by 31 March 2013; and
- (b) RMB328.5 million by 30 June 2013.

The Purchaser has failed to procure the Project Company to repay the full amount of RMB250 million by 31 March 2013. As at the date of this announcement, an aggregate amount of RMB528.5 million of the Leadway Loans is still outstanding.

The Supplemental Agreement

The Board announces that on 19 April 2013, the Seller and the Purchaser (amongst other parties) entered into a supplemental agreement (the “**Supplemental Agreement**”), pursuant to which the parties agreed, among other things, to amend the repayment schedule of the outstanding Leadway Loans in an aggregate amount of RMB528.5 million as follows:

- (a) RMB50 million by 15 May 2013;
- (b) RMB150 million by 30 June 2013;
- (c) RMB100 million by 30 September 2013; and
- (d) RMB228.5 million by 15 December 2013.

The terms of the Supplemental Agreement were arrived between the parties after arm’s length negotiation. The Directors consider that the terms of the Supplemental Agreement are fair and reasonable and are in the interests of the Company and its shareholders as a whole. Save as amended by the Supplemental Agreement, all other terms and conditions of the Leadway Disposal Agreement remain unchanged.

JUDGMENT ON CHENGDU JINTAI CASE

Reference is made to the announcement of the Company dated 6 November 2009 and the circular of the Company dated 31 October 2011 (the “**Circular**”). Unless the context requires otherwise, terms defined in the Circular shall have the same meanings when used in this part of the announcement.

The Board is pleased to announce that on 10 April 2013, the Company received a judgment from the High Court of Hong Kong in its favour in relation to the Chengdu Jintai case (the “**Judgment**”). Pursuant to the Judgment, the Plaintiff’s claim was dismissed with an order of costs to the Company.

The appeal period is 28 days from the date of the Judgment, expiring on 8 May 2013.

The Company will make further announcement on the Chengdu Jintai case as and when necessary and appropriate.

By Order of the Board
Shanghai Industrial Urban Development Group Limited
Chan Kin Chu, Harry
Company Secretary

Hong Kong, 19 April 2013

As at the date of this announcement, the Board comprises Mr. Ni Jianda, Mr. Ji Gang, Mr. Zhou Jun, Mr. Yang Jianwei, Mr. Yang Biao, Ms. Huang Fei and Mr. Ye Weiqi as executive directors and Mr. Doo Wai-Hoi, William, J.P., Dr. Wong Ying Ho, Kennedy, BBS, J.P., Mr. Fan Ren Da, Anthony and Mr. Li Ka Fai, David as independent non-executive directors.