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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)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON WEDNESDAY, 27 MAY 2015**

At the annual general meeting of Shanghai Industrial Urban Development Group Limited (the “**Company**”) held on Wednesday, 27 May 2015 (the “**AGM**”), all the proposed resolutions as set out in the notice of the AGM (the “**AGM Notice**”) of the Company were taken by way of poll.

**POLL RESULTS OF THE AGM**

Reference is made to the AGM Notice and the circular of the Company (the “**AGM Circular**”) both dated 14 April 2015. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the AGM Notice and the AGM Circular.

The Board is pleased to announce that all the resolutions as set out in the AGM Notice contained in the AGM Circular and proposed at the AGM were duly passed by way of poll at the AGM. Tricor Secretaries Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

The poll results in respect of each resolution proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES CAST (APPROXIMATE %)	
		FOR	AGAINST
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 2014.	3,527,948,719 (100.0000%)	0 (0.0000%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES CAST (APPROXIMATE %)	
		FOR	AGAINST
2.	To approve the declaration of a final dividend of HK1.1 cents per Share for the year ended 31 December 2014 out of the contributed surplus account of the Company (subject to the special resolution below being passed).	3,527,948,719 (100.0000%)	0 (0.0000%)
3.	(a) To re-elect Mr. Ji Gang as an executive director of the Company.	3,518,857,659 (99.7423%)	9,091,060 (0.2577%)
	(b) To re-elect Mr. Zhou Jun as an executive director of the Company.	3,526,608,786 (99.9620%)	1,339,933 (0.0380%)
	(c) To re-elect Mr. Yang Jianwei as an executive director of the Company.	3,527,252,719 (99.9803%)	696,000 (0.0197%)
	(d) To re-elect Ms. Huang Fei as an executive director of the Company.	3,527,252,719 (99.9803%)	696,000 (0.0197%)
	(e) To authorise the Board to fix the remuneration of the Directors.	3,527,930,719 (100.0000%)	0 (0.0000%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix the remuneration of the auditor.	3,527,840,719 (99.9969%)	108,000 (0.0031%)
5.	To give a general mandate to the Directors to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	3,527,948,719 (100.0000%)	0 (0.0000%)
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	3,398,983,969 (96.3445%)	128,964,750 (3.6555%)
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.	3,398,965,969 (96.3445%)	128,964,750 (3.6555%)

SPECIAL RESOLUTION		NUMBER OF VOTES CAST (APPROXIMATE %)	
		FOR	AGAINST
8.	To approve the amount of HK\$210,000,000 standing to the credit of the share premium account of the Company be cancelled and that the credit arising therefrom be transferred to the contributed surplus account of the Company; and to authorise Directors 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.	3,527,948,719 (100.0000%)	0 (0.0000%)

Shareholders of the Company (the “**Shareholders**”) may refer to the AGM Notice for the full text of the above resolutions.

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 7 above, the resolutions numbered 1 to 7 above were duly passed as ordinary resolutions of the Company and as more than 75% of the votes were cast in favour of the resolution numbered 8 above, the resolution numbered 8 above was duly passed as a special resolution of the Company.

As at the date of the AGM, the total number of issued shares of the Company was 4,811,523,189, representing the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. No Shareholder was entitled to attend and abstain from voting in favour of the resolutions proposed at the AGM. No Shareholder was required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to abstain from voting on the resolutions at the AGM and no Shareholder has stated its intention in the AGM Circular to vote against any of the resolutions or to abstain from voting at the AGM.

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

Hong Kong, 27 May 2015

*As at the date of this announcement, the Board comprises 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.*