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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)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Shanghai Industrial Urban Development Group Limited (the “**Company**”) will be held at 11:00 a.m. on Thursday, 19 April 2018 at Niccolo Room, 25/F, The Murray, Hong Kong, a Niccolo Hotel, 22 Cotton Tree Drive, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Acquisition Agreement (as defined in the Company’s circular dated 29 March 2018 despatched to the shareholders of the Company (the “**Circular**”), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one of the directors of the Company be and is hereby authorised to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he may in his opinion or absolute discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Acquisition Agreement and the transactions contemplated thereunder with any changes as such director of the Company may in his absolute discretion think fit.”

2. “**THAT**

- (a) Mr. Lou Jun be re-elected as a director of the Company; and
- (b) Mr. Fei Zuoxiang be re-elected as a director of the Company.”

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

29 March 2018, Hong Kong

Principal Place of Business in Hong Kong:
Suites 3004–3007,
30th Floor, Great Eagle Centre,
23 Harbour Road,
Wanchai, Hong Kong.

Registered Office:
Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda.

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, 17 April 2018 to Thursday, 19 April 2018, 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 4:30 p.m. on Monday, 16 April 2018.
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 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 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. The votes to be taken at the meeting for the resolutions will be by way of poll.

As at the date of this announcement, the board of directors of the Company comprises seven executive Directors, namely Mr. JI Gang, Mr. LOU Jun, Mr. YANG Jianwei, Mr. FEI Zuoxiang, Mr. YE Weiqi, Mr. HUANG Fei and Mr. ZHONG Tao and four independent non-executive Directors, namely Mr. DOO Wai-Hoi, William, J.P., Mr. FAN Ren Da, Anthony, Mr. LI Ka Fai, David and Mr. QIAO Zhigang.