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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 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 Ballroom, 1/F, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Friday, 19 June 2020 at 11:00 a.m. (or any adjournment thereof) 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 subscription agreement dated 22 January 2020 and entered among 上實城開 (上海)城市建設開發有限公司 (Shanghai Urban Development (Shanghai) City Construction and Development Company Limited), 上海星河數碼投資有限公司 (Shanghai Galaxy Investments Co., Ltd.), 北京真辰資產管理有限公司 (Beijing Zhenchen Asset Management Co., Ltd.), 上海真辰實業發展有限公司 (Shanghai Zhenchen Industrial Development Co., Ltd.), Happy Sincere Investment Limited and Mr. Lin Zhen (the “**Subscription Agreement**”), 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, 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 Subscription Agreement and the transactions contemplated thereunder with any changes as such director of the Company may in his absolute discretion think fit.”

2. “**THAT:**

Mr. Huang Haiping be re-elected as an executive director of the Company.”

By order of the Board of
Shanghai Industrial Urban Development Group Limited
Huang Haiping
Chairman

29 May 2020, Hong Kong

Principal Place of Business in Hong Kong:
11/F, Henley Building,
No. 5 Queen’s Road Central,
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, 16 June 2020 to Friday, 19 June 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 Monday, 15 June 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.
4. To be valid, 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 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. The votes to be taken at the meeting for the resolutions will be by way of poll.

- 6. 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 of the Company are advised to read page (i) of the circular of the Company dated 29 May 2020 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.**
- 7. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises shareholders of the Company to appoint the chairman of the meeting as their proxy to vote on the relevant resolution as an alternative to attending the meeting in person.**

As at the date of this announcement, the Board of the Company comprises Mr. Huang Haiping, Mr. Zhou Xiong, Mr. Lou Jun, Mr. Ye Weiqi and Mr. Zhong Tao as executive directors and Mr. Doo Wai-Hoi, William, J.P., Mr. Fan Ren Da, Anthony, Mr. Li Ka Fai, David and Mr. Qiao Zhigang as independent non-executive directors.