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上海實業控股有限公司
SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)



**NEO-CHINA LAND GROUP
(HOLDINGS) LIMITED**

中新地產集團(控股)有限公司*
(Incorporated in Bermuda with limited liability)

(Shares - Stock Code: 563;

Convertible bonds due 2011 - Stock Code: 2528)

NOVEL GOOD LIMITED

穎佳有限公司

(Incorporated in the British Virgin Islands with limited liability)

JOINT ANNOUNCEMENT

**LAPSE OF THE
MANDATORY CONDITIONAL CASH OFFERS
BY UBS AG, HONG KONG BRANCH AND
NOMURA INTERNATIONAL (HONG KONG) LIMITED
FOR AND ON BEHALF OF NOVEL GOOD LIMITED
FOR ALL OF THE ISSUED SHARES IN, AND ALL OF THE
OUTSTANDING CONVERTIBLE BONDS AND WARRANTS OF,
NEO-CHINA LAND GROUP (HOLDINGS) LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED BY OR
AGREED TO BE ACQUIRED OR SUBSCRIBED BY NOVEL GOOD
LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)
AND FOR THE CANCELLATION OF OUTSTANDING SHARE OPTIONS
OF
NEO-CHINA LAND GROUP (HOLDINGS) LIMITED**

AND RESIGNATION OF DIRECTORS

**JOINT FINANCIAL ADVISERS TO SHANGHAI INDUSTRIAL
HOLDINGS LIMITED AND NOVEL GOOD LIMITED**



NOMURA

As at 4:00 p.m. (Hong Kong time) on Monday, 26 July 2010, being the First Closing Date, Novel Good has received valid acceptances in respect of (i) 764,164 Shares under the Share Offer, representing approximately 0.03% of the issued share capital and voting rights of Neo-China as at the date of this announcement; (ii) 47,530,000 Warrants under the Warrant Offer, representing approximately 72.02% of the total outstanding Warrants as at the date of this announcement; and 64,200,000 Share Options under the Option Offer, representing approximately 51.10% of the total outstanding Share Options as at the date of this announcement. No acceptance in respect of the CB Offer has been received.

As at the First Closing Date, the total number of Neo-China Shares in respect of which Novel Good has received valid acceptances under the Share Offer, together with the Shares already owned or acquired by Novel Good and parties acting in concert with it before or during the Offer Period, does not result in Novel Good and parties acting in concert with it holding more than 50% of the voting rights of Neo-China. The Offers have not become unconditional and have lapsed on 26 July 2010.

As disclosed in the announcement made by Neo-China on 12 July 2010, Mr. LIU Yi, Ms. NIU Xiao Rong, Mr. YUAN Kun, Ms. LIU Yan, Ms. BAO Jing Tao, Mr. LAM Kwan Sing, Mr. LAI Leong, Ms. NIE Mei Sheng and Mr. GAO Ling tendered their resignations and resigned as directors (and in the case of Mr. LAI Leong, also as vice-chairman) of Neo-China, which will take effect immediately after the First Closing Date.

Reference is made to the joint announcements dated 19 January 2010, 11 May 2010, 24 June 2010 and 30 June 2010 made by SIH, Novel Good and Neo-China and the composite offer and response document dated 2 July 2010 issued in connection with the Offers (the "**Composite Document**"). Unless otherwise defined herein, terms used in this announcement shall have the same meaning given to them in the Composite Document.

ACCEPTANCE LEVEL AS AT THE FIRST CLOSING DATE

As at 4:00 p.m. (Hong Kong time) on Monday, 26 July 2010, being the First Closing Date, Novel Good has received valid acceptances in respect of (i) 764,164 Shares under the Share Offer, representing approximately 0.03 % of the issued share capital and voting rights of Neo-China as at the date of this announcement; (ii) 47,530,000 Warrants under the Warrant Offer, representing approximately 72.02% of the total outstanding Warrants as at the date of this announcement; and 64,200,000 Share Options under the Option Offer, representing approximately 51.10% of the total outstanding Share Options as at the date of this announcement. No acceptance in respect of the CB Offer has been received.

SHAREHOLDING STRUCTURE OF NEO-CHINA

Prior to the commencement of the Offer Period, neither Novel Good nor any person acting in concert with it held, controlled or directed any Shares and rights over Shares. Immediately after completion of the Acquisition and the Subscription on 24 June 2010, Novel Good held 1,183,692,000 Shares, representing approximately 45.02% of the issued share capital of Neo-China

as at the date of this announcement. Save as mentioned above, Novel Good and parties acting in concert with it have not acquired or agreed to acquire any interest in the shares and rights over shares in Neo-China during the Offer Period up to the date of this announcement. Neither Novel Good nor any person acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Neo-China during the Offer Period up to the date of this announcement.

Set out below is a table showing the shareholding structure of Neo-China as at the date of this announcement:

**Shareholding structure
as at the date of this announcement**

	<i>Number of Shares</i>	<i>%</i>
Novel Good and parties acting in concert with it	1,183,692,000	45.02
Vendor and Mr. Li and their respective concert parties	554,170,495	21.08
Public	891,469,694	33.90
	2,629,332,189	100.00

LAPSE OF THE OFFERS

The Offers are conditional only on valid acceptances being received in respect of the Share Offer (and not, where permitted, withdrawn) by not later than 4:00 p.m. (Hong Kong time) on the First Closing Date (or such later time(s) and/or date(s) as Novel Good may, subject to the rules of the Takeovers Code, decide) which together with the Shares already held by the Offeror Parties represent more than 50% of the voting rights of Neo-China.

As at 4:00 p.m. (Hong Kong time) on the First Closing Date, the total number of Shares in respect of which Novel Good has received valid acceptances under the Share Offer, together with the Shares already owned or acquired by the Offeror Parties before or during the Offer Period, does not result in the Offeror Parties holding more than 50% of the voting rights of Neo-China. Accordingly, the Offers have not become unconditional and have lapsed on 26 July 2010.

Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title in respect of the Shares tendered for acceptance under the Share Offer will be returned to the relevant Shareholders as soon as possible but in any event on or before 5 August 2010 by ordinary post to the address shown on the relevant **WHITE** Forms of Acceptance.

The Warrants received from the Warrant Holders who accept the Warrant Offer will be credited back to the accounts of the Warrant Holders electronically as soon as possible but in any event on or before 5 August 2010 through the Warrant Agent in accordance with the normal procedures for DTC.

The certificate(s) of the Share Options in respect of the Share Options lodged with the **YELLOW** Form of Acceptance will be returned to the relevant Option Holders as soon as possible but in any event on or before 5 August 2010 by hand or by ordinary post.

RESIGNATION OF DIRECTORS

As disclosed in the announcement made by Neo-China on 12 July 2010, Mr. LIU Yi, Ms. NIU Xiao Rong, Mr. YUAN Kun, Ms. LIU Yan, Ms. BAO Jing Tao, Mr. LAM Kwan Sing, Mr. LAI Leong, Ms. NIE Mei Sheng and Mr. GAO Ling tendered their resignations and resigned as directors (and in the case of Mr. LAI Leong, also as vice-chairman) of Neo-China, which will take effect immediately after the First Closing Date. Each of these resigning directors has confirmed that he/she does not have any disagreement with the Neo-China Board and there are no matters that need to be brought to the attention of the Neo-China Shareholders and the Stock Exchange in relation to their resignations.

By order of the board of
**SHANGHAI INDUSTRIAL
HOLDINGS LIMITED**
Leung Lin Cheong
Company Secretary

By order of the board of
**NEO-CHINA LAND GROUP
(HOLDINGS) LIMITED**
Jia Bo Wei
Executive Director

By order of the board of
NOVEL GOOD LIMITED
Zhou Jie
Director

Hong Kong, 26 July 2010

As at the date of this announcement, the board of directors of SIH comprises:

Executive directors:

*Mr. Teng Yi Long, Mr. Cai Yu Tian, Mr. Lu Ming Fang, Mr. Zhou Jie, Mr. Qian Shi Zheng,
Mr. Zhou Jun and Mr. Qian Yi*

Independent non-executive directors:

Dr. Lo Ka Shui, Prof. Woo Chia-Wei and Mr. Leung Pak To, Francis

As at the date of this announcement, the board of directors of Novel Good comprises:

Mr. Cai Yu Tian, Mr. Zhou Jie, Mr. Qian Shi Zheng and Mr. Zhou Jun

As at the date of this announcement, the Neo-China Board comprises:

Executive directors:

*Mr. Cai Yu Tian, Mr. Ni Jian Da, Mr. Qian Shi Zheng, Mr. Zhou Jun, Mr. Yang Biao,
Mr. Chen An Min and Mr. Jia Bo Wei*

Independent non-executive directors:

*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*

The directors of SIH jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that in relation to the Neo-China Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement (other than that in relation to the Neo-China Group) the omission of which would make any statement in this announcement misleading.

The directors of Novel Good jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that in relation to the Neo-China Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement (other than that in relation to the Neo-China Group) the omission of which would make any statement in this announcement misleading.

The directors of Neo-China jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that in relation to the SIH Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement (other than that in relation to the SIH Group) the omission of which would make any statement in this announcement misleading.

** For identification only*