



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)

(於百慕達註冊成立之有限公司)

(Stock Code: 563)

(股份代號: 563)

16 April 2013

Dear Shareholder(s),

**Shanghai Industrial Urban Development Group Limited (the “Company”) :-
Notification of Publication of 2012 Annual Report and Circular dated 16 April 2013 together with Notice and Form of Proxy of
Annual General Meeting (the “Current Corporate Communications”)**

The Current Corporate Communications of the Company (in English and Chinese) are available on the Company’s website at www.siud.com and the website of Hong Kong Exchanges and Clearing Limited (“HKEx”) at www.hkexnews.hk. You may access the Current Corporate Communications by clicking “Investor Relations” on the homepage of the Company’s website.

You are entitled at any time to change your means of receipt and/or choice of language of the Current Corporate Communications and/or all future Corporate Communications^(Note) of the Company by providing reasonable prior notice through: (i) writing to the Company c/o the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, or (ii) completing the Change Request Form on the reverse side and returning it by using the pre-paid postage mailing label at the bottom of the Change Request Form (no stamp is needed if posted in Hong Kong), or (iii) sending an e-mail with a scanned copy of the completed Change Request Form to siud563-ecom@hk.tricorglobal.com. The Change Request Form may also be downloaded from the Company’s website at www.siud.com or the HKEx’s website at www.hkexnews.hk.

Even if you have chosen (or are deemed to have agreed) to read the website version of the Company’s Current Corporate Communications published on the Company’s website instead of receiving printed copies, if for any reason, you have difficulty in receiving or gaining access to such website version, the Company will, upon your request in writing (by way of a letter to the Company c/o the Hong Kong branch share registrar of the Company or by way of an e-mail to siud563-ecom@hk.tricorglobal.com), promptly send the printed version(s) of the Current Corporate Communications to you free of charge. If you have received either the English or the Chinese version, you may also request that printed copies in the other language be sent to you.

Should you have any queries relating to the above, please call the service hotline of the Hong Kong branch share registrar of the Company at (852) 2980 1333 during business hours (9:00 a.m. to 6:00 p.m., Monday to Friday, excluding Hong Kong public holidays).

Yours faithfully,

For and on behalf of

Shanghai Industrial Urban Development Group Limited

Ni Jianda

Chairman

Note: Corporate Communications include but are not limited to (a) directors’ reports, annual accounts together with copies of the auditors’ reports and, where applicable, summary financial reports; (b) interim reports and, where applicable, summary interim reports; (c) notices of meeting; (d) listing documents; (e) circulars; and (f) proxy forms.

各位股東：

上海實業城市開發集團有限公司(「本公司」)：-

二零一二年年報及日期為二零一三年四月十六日之通函，連同股東週年大會通告及代表委任表格(統稱「是次公司通訊」)之登載通知

本公司是次公司通訊(中文及英文版)已於本公司網站 www.siud.com 及香港交易及結算所有限公司(「香港交易所」)網站 www.hkexnews.hk 登載。閣下可在本公司網站主頁按「投資者關係」瀏覽是次公司通訊。

閣下有權隨時預先以下述方式發出合理通知，以更改收取是次公司通訊及／或所有日後本公司的公司通訊^(附註)的收取方式及／或語言版本之選擇：(i)書面致函本公司(經本公司之香港股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓)；或(ii)填妥本函背面的變更申請表，使用變更申請表下方的已預付郵費郵寄標籤(倘於香港投寄則毋須貼上郵票)，將變更申請表寄回；或(iii)將已填妥之變更申請表的掃描副本電郵至 siud563-ecom@hk.tricorglobal.com。變更申請表亦可於本公司網站 www.siud.com 或香港交易所網站 www.hkexnews.hk 下載。

即使閣下已選擇(或被視為已同意)瀏覽刊於本公司網站的本公司是次公司通訊網上版本，以代替收取印刷本，如因任何理由於收取或接收該網上版本出現困難，本公司在收到閣下的書面要求(經本公司之香港股份過戶登記分處或電郵至 siud563-ecom@hk.tricorglobal.com)後，將盡快向閣下免費寄發是次公司通訊的印刷本。倘閣下已收取英文版或中文版，閣下亦可要求本公司向閣下寄發另一語言的印刷本。

倘閣下對上述事宜有任何查詢，請於營業時間內(星期一至星期五上午9時至下午6時，香港公眾假期除外)致電本公司香港股份過戶登記分處服務熱線(852) 2980 1333。

代表
上海實業城市開發集團有限公司
主席
倪建達
謹啟

附註：公司通訊包括但不限於(a)董事會報告、年度賬目連同核數師報告副本及(倘適用)財務報告概要；(b)中期報告及(倘適用)中期報告概要；(c)會議通告；(d)上市文件；(e)通函；及(f)代表委任表格。

二零一三年四月十六日

Change Request Form 變更申請表

To: Shanghai Industrial Urban Development Group Limited (the "Company") 致：上海實業城市開發集團有限公司(「本公司」)
(Stock Code: 563) (股份代號：563)
c/o Tricor Secretaries Limited 經：卓佳秘書商務有限公司
26th Floor, Tesbury Centre 香港灣仔
28 Queen's Road East 皇后大道東28號
Wanchai, Hong Kong 金鐘匯中心26樓

Part A – I/We have already received printed version(s) of the Current Corporate Communications in English/Chinese or have chosen (or are deemed to have agreed) to read the Current Corporate Communications published on the Company's website. I/we would like to request the following version(s) of the Current Corporate Communications be sent to me/us:

甲部 – 本人/吾等已收取英文/中文版是次公司通訊的印刷本或已選擇(或被視為已同意)瀏覽於本公司網站刊發的是次公司通訊。本人/吾等欲要求向本人/吾等寄發以下版本的是次公司通訊：

(Please mark "X" in ONLY ONE of the following boxes)

(請僅在下列其中一個空格內劃上「X」號)

- the printed copy of the English version ONLY; OR
僅收取英文印刷本；或
- the printed copy of the Chinese version ONLY; OR
僅收取中文印刷本；或
- printed copies of both the English and Chinese versions.
同時收取英文及中文印刷本。

Part B – I/We would like to change the means of receipt and/or choice of language of all future Corporate Communications* of the Company in the manner as indicated below:

乙部 – 本人/吾等欲以下列所示方式更改收取所有日後本公司的公司通訊*的收取方式及/或語言版本之選擇：

(Please mark "X" in ONLY ONE of the following boxes)

(請僅在下列其中一個空格內劃上「X」號)

- to read all future Corporate Communications published on the Company's website at www.siud.com (the "Website Version") instead of receiving printed copies, and to receive a written notification either by post or by e-mail of the publication of the relevant Corporate Communications on the Company's website; OR
瀏覽在本公司網站www.siud.com登載的所有日後公司通訊(「網上版本」)，以代替收取印刷本，並以郵遞或電郵方式收取相關公司通訊已在本公司網站登載的書面通知；或

E-mail Address:

電郵地址: (The Company will send to the e-mail address provided above (if any) a notification of the publication of the Corporate Communications on the Company's website in future. If no e-mail address is provided, a written notification letter of the publication of the Corporate Communications on the Company's website will be sent by post only. Please provide the e-mail address in English Capital Letters and the e-mail address is used for e-mail notification of the release of Corporate Communications only.)

(本公司日後將公司通訊已在本公司網站登載的通知發送至如上提供之電郵地址(如有)。如未有提供電郵地址，則僅會向閣下寄發公司通訊已在本公司網站登載之書面通知。請以英文正楷填寫電郵地址，有關電郵地址僅用作收取公司通訊已發佈的電郵通知。)

- to receive the printed copy of the English version of all future Corporate Communications ONLY; OR
僅收取所有日後公司通訊的英文印刷本；或
- to receive the printed copy of the Chinese version of all future Corporate Communications ONLY; OR
僅收取所有日後公司通訊的中文印刷本；或
- to receive printed copies of both the English and Chinese versions of all future Corporate Communications.
同時收取所有日後公司通訊的英文及中文印刷本。

Shareholder's full name:
股東全名：_____

Contact telephone number:
聯絡電話號碼：_____

Signature:
簽名：_____

Date:
日期：_____

Registered address:
登記地址：_____

Notes 附註：

- Terms used in this Change Request Form shall bear the same meanings as those defined in the Letter to Shareholder(s) dated 16 April 2013.
本變更申請表中所用詞彙與日期為二零一三年四月十六日致股東之函件所界定者具有相同涵義。
 - Please complete all your details clearly.
請閣下清楚填妥所有資料。
 - This form will be void if the following happens: (i) more than one box in each Part is marked "X"; or (ii) none of the boxes are marked "X"; or (iii) the Form is not signed or is otherwise incorrectly completed.
倘發生以下情況，則本表格將失效：(i)各部分內超過一個空格劃上「X」號；或(ii)概無於空格劃上「X」號；或(iii)未於本表格簽名，或未正確填寫表格。
 - For the avoidance of doubt, we do not accept any special written instructions on this Change Request Form.
為免存疑，任何在本變更申請表的特別手寫指示，本公司將不予處理。
- * Corporate Communications include but are not limited to (a) directors' reports, annual accounts together with copies of the auditors' reports and, where applicable, summary financial reports; (b) interim reports and, where applicable, summary interim reports; (c) notices of meeting; (d) listing documents; (e) circulars; and (f) proxy forms.
公司通訊包括但不限於：(a)董事會報告、年度賬目連同核數師報告副本及(倘適用)財務報告概要；(b)中期報告及(倘適用)中期報告概要；(c)會議通告；(d)上市文件；(e)通函；及(f)代表委任表格。

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MAILING LABEL 郵寄標籤

Please cut the mailing label and stick this on the envelope to return this Change Request Form to us.

No postage stamp necessary if posted in Hong Kong.

閣下寄回本變更申請表時，請將郵寄標籤剪貼於信封上。
如在本港投寄毋須貼上郵票。

Tricor Secretaries Limited
卓佳秘書商務有限公司
Freepost No. 簡便回郵號碼：37
Hong Kong 香港