

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

SUPPLEMENTAL AGREEMENT IN RELATION TO THE DISPOSAL OF A SUBSIDIARY

Reference is made to the announcement of Shanghai Industrial Urban Development Group Limited (the “**Company**”) dated 17 April 2018 (the “**Announcement**”) relating to a connected transaction regarding disposal of a subsidiary. Unless otherwise specified, terms used herein shall have the same meanings as defined in the Announcement.

SUPPLEMENTAL AGREEMENT

On 24 April 2018, the Vendor and the Purchaser entered into a supplemental agreement (the “**Supplemental Agreement**”) to amend certain terms of the Share Transfer Agreement.

Payment of the Consideration

Pursuant to the Supplemental Agreement, the settlement arrangement of the consideration for the Sale Share and the assignment of the Outstanding Loans, in an aggregate amount of approximately RMB176.75 million, is amended as follows:

- (i) the first installment of the consideration for the Sale Share in the amount of RMB56 million (the “**First Sale Share Consideration**”), shall be paid by the Purchaser to the Vendor within two business days after the signing of the Supplemental Agreement; whereas
- (ii) the second installment of the consideration for the Sale Share in the amount of RMB64.75 million (the “**Second Sale Share Consideration**”, together with the First Sale Share Consideration, the “**Sale Share Consideration**”) shall be paid by the Purchaser to the Vendor on or before 30 April 2018; and

(iii) the consideration for the assignment of the Outstanding Loans in the amount of approximately RMB56 million (the “**Loan Assignment Consideration**”) shall remain to be paid by the Purchaser to the Vendor within 40 days after the signing of the Share Transfer Agreement.

Completion

According to the Supplemental Agreement, completion of the Disposal (the “**Completion**”) shall take place upon full payment of the Sale Share Consideration, upon which the Sale Share shall be transferred to the Purchaser.

Further, it is agreed under the Supplemental Agreement that, on the date of Completion, the Purchaser shall execute a share charge over the Sale Share in favour of the Vendor as security for the obligations and liabilities of the Purchaser arising from or under the Share Transfer Agreement (as supplemented by the Supplemental Agreement), including but not limited to the payment of the Loan Assignment Consideration and the discharge of the guarantees provided by the Group in respect of certain facilities granted to the Project Company.

Save for the aforementioned, all other terms and conditions of the Share Transfer Agreement shall remain unchanged.

REASONS FOR THE SUPPLEMENTAL AGREEMENT

The Vendor entered into the Supplemental Agreement as requested by the Purchaser. The Company considers that the terms and conditions of the Supplemental Agreement is more favourable to the Company compared with the original terms under the Share Transfer Agreement as the new payment terms allow the Vendor to receive the Sale Share Consideration on a more swift basis, and would enable the parties to proceed with the intended Disposal.

The terms and conditions of the Supplemental Agreement were determined after arm’s length negotiation among the parties. The Directors are of the view that the terms and conditions of the Supplemental Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

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

Hong Kong, 24 April 2018

As at the date of this announcement, the Board comprises Mr. Ji Gang, Mr. Lou Jun, Mr. Yang Jianwei, Mr. Fei Zuoxiang, Mr. Ye Weiqi, Ms. Huang Fei 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.