

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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON WEDNESDAY, 23 MAY 2018; AND
(2) RETIREMENTS OF EXECUTIVE DIRECTORS**

At the annual general meeting of Shanghai Industrial Urban Development Group Limited (the “**Company**”) held on Wednesday, 23 May 2018 (the “**AGM**”), all the resolutions except numbered 3(c) and numbered 3(d) as set out in the notice of the AGM (the “**AGM Notice**”) of the Company were proposed and taken by way of poll.

POLL RESULTS OF THE AGM

Reference is made to the AGM Notice and the circular of the Company (the “**AGM Circular**”) both dated 18 April 2018. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the AGM Notice and the AGM Circular.

The Board is pleased to announce that all the resolutions except numbered 3(c) and numbered 3(d) as set out in the AGM Notice contained in the AGM Circular and proposed at the AGM were duly passed by way of poll at the AGM. Tricor Secretaries Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

Reference is made to the announcement (the “**Announcement**”) of the Company dated 11 May 2018 in relation to the retirements of each of Mr. Ji Gang (“**Mr. Ji**”) and Mr. Yang Jianwei (“**Mr. Yang**”) as executive Directors with effect from the conclusion of the AGM.

Due to the retirements of Mr. Ji and Mr. Yang, ordinary resolutions numbered 3(c) and numbered 3(d) in respect of the re-elections of both Mr. Ji and Mr. Yang as executive Directors as set out in the AGM Notice and the form of proxy for the AGM were no longer applicable and have been withdrawn at the AGM. Therefore, no poll was conducted or counted for ordinary resolutions numbered 3(c) and numbered 3(d).

The poll results in respect of each resolution proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES CAST (APPROXIMATE %)	
		FOR	AGAINST
1.	To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2017.	3,572,731,045 (100.00%)	0 (0.00%)
2.	(a) To declare a final dividend of 1.6 HK cents per Share in cash for the year ended 31 December 2017.	3,572,933,045 (100.00%)	0 (0.00%)
	(b) To declare a special dividend of 2.5 HK cents per Share in cash for the year ended 31 December 2017.	3,572,933,045 (100.00%)	0 (0.00%)
3.	(a) To re-elect Mr. Zhong Tao as an executive Director.	3,571,962,144 (99.97%)	970,901 (0.03%)
	(b) To re-elect Mr. Qiao Zhigang as an independent non-executive Director.	3,572,206,144 (99.98%)	726,901 (0.02%)
	(c) To re-elect Mr. Ye Weiqi as an executive Director.	3,547,352,572 (99.28%)	25,580,473 (0.72%)
	(f) To authorise the Board to fix the remuneration of the Directors.	3,571,543,044 (99.96%)	1,390,000 (0.04%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix the remuneration of the auditor.	3,572,204,144 (99.98%)	728,901 (0.02%)
5.	To give a general mandate to the Directors to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	3,572,933,045 (100.00%)	0 (0.00%)
6.	To give a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	3,437,762,191 (96.22%)	135,170,854 (3.78%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES CAST (APPROXIMATE %)	
		FOR	AGAINST
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional Shares in the capital of the Company by the aggregate nominal amount of Shares repurchased by the Company.	3,438,661,382 (96.24%)	134,271,663 (3.76%)

Shareholders may refer to the AGM Notice for the full text of the above resolutions.

As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions above were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued Shares was 4,810,973,189, representing the total number of Shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. No Shareholder was entitled to attend and abstain from voting in favour of the resolutions proposed at the AGM. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM and no Shareholder has stated his/her intention in the AGM Circular to vote against any of the resolutions or to abstain from voting at the AGM.

RETIREMENTS OF EXECUTIVE DIRECTORS

Reference is made to the Announcement, Mr. Ji and Mr. Yang retired as executive Directors with effect from the conclusion of the AGM. Details of the retirements can be referred to the Announcement.

By order of the Board of
Shanghai Industrial Urban Development Group Limited
Zeng Ming
Chairman

Hong Kong, 23 May 2018

As at the date of this announcement, the Board comprises Mr. ZENG Ming, Mr. ZHOU Xiong, Mr. LOU Jun, 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.