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(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

Tong Jie Limited
HK\$3,900,000,000
Zero Coupon Convertible Bonds due 2018
(Stock Code: 5906)

REDEMPTION AND CANCELLATION OF CONVERTIBLE BONDS

This announcement is made by Shanghai Industrial Holdings Limited (the “**Company**”) pursuant to Rule 37.48(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Reference is made to the announcements of the Company dated 16 January 2013 and 18 February 2013 regarding the zero coupon convertible bonds due 2018 in the aggregate principal amount of HK\$3,900,000,000 (the “**Convertible Bonds**”) issued by Tong Jie Limited (a wholly owned subsidiary of the Company) (the “**Issuer**”) and guaranteed by the Company.

The Company hereby announces that on 18 February 2016, the Issuer redeemed and cancelled a principal amount of HK\$3,437,000,000 of the Convertible Bonds (the “**Redeemed Bonds**”), representing approximately 88.13% of the initial principal amount of the Convertible Bonds, for a consideration of HK\$3,541,407,501.87, in accordance with the terms and conditions of the Convertible Bonds.

After the cancellation of the Redeemed Bonds (and a previous cancellation of the Convertible Bonds in the principal amount of HK\$323,000,000 which had been repurchased), the principal amount of the Convertible Bonds remaining outstanding is HK\$140,000,000.

By Order of the Board
Shanghai Industrial Holdings Limited
Yee Foo Hei
Company Secretary

Hong Kong, 18 February 2016

As at the date of this announcement, the Board of the Company comprises:

Executive Directors:

Mr. Wang Wei, Mr. Zhou Jie, Mr. Lu Shen, Mr. Zhou Jun and Mr. Xu Bo

Independent non-executive Directors:

*Dr. Lo Ka Shui, Prof. Woo Chia-Wei, Mr. Leung Pak To, Francis and Mr. Cheng Hoi Chuen,
Vincent*