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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)

ANNOUNCEMENT MADE PURSUANT TO RULE 13.09 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The Board of Directors of Shanghai Industrial Holdings Limited (the "Company") announces that S.I. Infrastructure Holdings Limited ("SI Infrastructure"), a wholly-owned subsidiary of the Company, entered into a share transfer agreement on 19th April 2006, pursuant to which, SI Infrastructure agreed to dispose of its entire 10% interest in Shanghai Pudong International Container Terminals Ltd. ("Pudong International") to COSCO Ports (Pudong) Limited, a fellow subsidiary of an existing shareholder of Pudong International, an independent third party of the Company, at a consideration of RMB465 million. Pudong International owns the operating rights of Phase I of Shanghai Weigaoqiao Container Terminal. The Company invested in the project in 2003 with a total investment amounting to RMB190 million. Upon completion of the disposal, the Group is expected to receive a pre-tax profit of RMB275 million and will no longer hold any shares in Pudong International, thereby completely divesting its container terminal business.

By Order of the Board
Shanghai Industrial Holdings Limited
Wong Mei Ling, Marina
Company Secretary

Hong Kong, 19th April 2006

As at the date of this announcement, the Board of Directors of the Company is comprised of:

Executive Directors: Mr. Cai Lai Xing, Mr. Cai Yu Tian, Mr. Qu Ding, Mr. Lu Ming Fang, Mr. Ding Zhong De, Mr. Qian Shi Zheng, Mr. Yao Fang and Mr. Tang Jun

Independent Non-Executive Directors: Dr. Lo Ka Shui, Prof. Woo Chia-Wei and Mr. Leung Pak To, Francis

Please also refer to the published version of this announcement in South China Morning Post.