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3<sup>rd</sup> July, 2002

Securities and Exchange Commission  
Office of International Corporate Finance  
450 Fifth Street N. W.  
Washington, D. C. 20549  
U. S. A.

**Re: Shanghai Industrial Holdings Limited (the "Company")  
Rule 12g3-2(b) Materials  
File No. 82-5160**

Dear Sirs or Madams,

On behalf of Shanghai Industrial Holdings Limited (the "Company"), I enclose the following material pursuant to Rule 12g3-2(b)(1)(iii) under the Securities Exchange Act of 1934 (the "Exchange Act"), in connection with the exemption from reporting under that Rule of the Company :

1. An announcement dated 28<sup>th</sup> June, 2002 in respect of the resignation of Vice Chairman of the Company.

Pursuant to Rule 12g3-2(b)(4) and (5), the enclosed material shall not be deemed "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and the furnishing of such material shall not constitute an admission for any purpose that the Company is subject to the Exchange Act.

Kindly acknowledge receipt of this letter and the enclosure by stamping the enclosed copy of this letter and returning it to us.

Very truly yours,

PROCESSED

AUG 01 2002

THOMSON  
FINANCIAL

Roger L. C. Leung  
Company Secretary

cc: Morrison & Foerster, LLP  
Mr. Jonathan Lemberg/Mr. Paul Boltz

THE FOLLOWING INFORMATION IS SUBJECT TO THE EXCHANGE ACT  
AND THE COMPANY IS NOT BEING FILED WITH THE COMMISSION  
FOR THE PURPOSES OF THE EXCHANGE ACT. THE COMPANY IS  
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COMMISSION FOR THE PURPOSES OF THE EXCHANGE ACT.  
26/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong. Tel: (852) 2529 5652 Fax: (852) 2529 5067

South China Morning Post 2nd July, 2002

# 上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

*(Incorporated in Hong Kong under the Companies Ordinance)*

## Announcement

The Board of Directors of Shanghai Industrial Holdings Limited (the "Company") announces that Mr. Zhuo Fu Min will resign as Vice Chairman and Executive Director of the Company with effect from 30th June, 2002. The Board would like to express its gratitude to Mr. Zhuo for his valuable contribution to the Company's business development during his tenure of service for the past six years.

By Order of the Board  
Roger L. C. Leung  
Company Secretary

Hong Kong, 28th June, 2002