

December 10, 2003
Securities and Exchange Commission
Office of International Corporate Finance
Division of Corporate Finance
450 Fifth Street, N. W.
Washington, D.C. 20549

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SUPPL

United States of America

Dear Mr. Frank Zarb, Esq.:

Re: Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd.
12g3-2(b) number: ~~82-5046~~ 82-4190

Enclosed are the documents submitted for the purpose to maintain
our exemption pursuant to Rule 12g3-2(b) under the Securities
Exchange Act of 1934 :

1. Announcement : Shanghai Lujiazui Financial Trade Zone
development co.Ltd.The third quarterly report for 2003(summary)
2. Announcement:public notice on resolution of the 3rd
Extraordinary Meeting of the 3rd board of directors 2003

Sincerely yours,

Kang Huijun
Chairman

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Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd.

The Third Quarterly Report for 2003

1. Important Notice

1.1 The Board of Directors of Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd. (hereinafter referred to as the Company) and its members individually and collectively accept responsibility for the correctness, accuracy and completeness of the contents of this report and confirm that there are no material omissions nor errors which might lead to any statement misleading.

1.2 The Quarterly Financial Report has not been audited.

1.3 Person in charge of the Company Mr. Kang Huijun, Person in charge of Accounting Mr. Zhu Guoxing and Person in charge of Accounting Organization Ms. Sun Wenzhu hereby confirm that the Financial Report of the Quarterly Report is true and complete.

2. Company Profile

2.1 Basic information

2.1 Basic Information		
Short form of stock	Lujiazui Lujiazui -B	Short form of the stock before change (if have)
Stock code	600663, 900932	
	Secretary of Board of Directors	Securities Affairs Representative
Name	Zhang Rifa	
Contact address	No. 981, Pudong Avenue, Shanghai	
Tel.	021-58878888	
Fax	021-58873688	
E-mail	rfzhang@ljz.com.cn	

2.2 Financial information

2.2.1 Major accounting data and financial indexes

	Sept. 30, 2003	Dec. 31, 2002	Increase/decrease of the end of the report period compared with the end of the last year (%)
Total assets	8,342,864,853.05	7,707,589,938.88	8.24%
Shareholders' equity (excluding minority equity)	5,307,606,921.91	4,843,911,809.68	9.57%
Net assets per share	2.84	2.59	9.57%
Net assets per share after adjustment	2.78	2.56	8.45%
	Jul. - Sept. 2003	Jan. - Sept. 2003	Increase/decrease of the report period compared with the same period of the last year (%)
Net cash flows arising from operating activities	787,535,442.74	1,105,213,570.54	
Earnings per share	0.072	0.248	9.85%
Return on equity (%)	2.53%	8.72%	-4.37%
Return on equity after deducting non-recurring gains and losses	2.53%	8.69%	30.29%
Items of non-recurring gains and losses	Amount (RMB)		
Amortization of balance of equity investment	28,014.95		
Net income/expenditure from non-operating	8,028.24		
Impact on income tax of the aforesaid items	-1,204.24		
Total	34,838.95		

2.2.2 Statement of profit

	Jan. - Sept. 2003		Jan. - Sept. 2002	
Items	Parent Company	Consolidation	Parent Company	Consolidation
I. Income from core business	1,364,374,814.73	1,419,805,477.80	890,355,014.30	929,332,405.99
Add: Cost of core business	759,618,520.99	784,675,931.34	612,245,827.92	631,152,198.66
Taxes and surcharge of core business	58,653,383.08	61,495,835.80	44,517,750.66	46,864,200.61
II. Profit of core business	546,102,910.86	593,633,710.66	233,591,435.72	251,316,008.72
Add: Profit of other business lines	832,738.80	5,791,501.86	1,053,377.10	5,645,449.08
Less: Operating expense	10,927,845.61	11,244,838.13	14,021,755.27	14,403,520.36
Administrative expense	39,848,158.30	78,312,344.24	13,023,924.76	38,889,431.62
Financial expense	-15,414,868.87	-9,394,195.60	21,195,951.37	24,162,214.49
III. Operating profit	511,574,514.42	519,262,225.75	186,403,181.42	179,506,291.33
Add: Investment earnings	19,647,508.87	20,933,313.72	33,230,982.70	41,482,896.31
Subsidy income	-	-	-	-
Non-operating income	-	198,936.68	418,491.00	660,497.67
Less: non-operating expenditure	200,000.00	564,746.93	31,397.60	111,099.22
IV. Total profit	531,222,023.09	539,829,729.22	220,021,257.52	221,538,586.09
Less: Income tax	77,034,067.36	80,917,811.59	27,773,750.00	27,773,750.00
Minority shareholders' gains and losses	-	-3,743,117.38	-	-1,597,804.19
Add: Unconfirmed investment losses	-	-	-	-
V. Net profit	454,187,955.73	462,655,035.01	192,247,507.52	195,362,640.28

Unit: RMB

	Jul. - Sept. 2003		Jul. - Sept. 2002	
Items	Parent Company	Consolidation	Parent Company	Consolidation
I. Income from core business	394,375,167.86	399,116,853.21	250,959,215.87	251,765,154.92
Add: Cost of core business	230,996,951.67	230,446,148.78	119,297,506.99	119,409,218.93
Taxes and surcharge of core business	16,896,955.17	17,134,608.31	12,547,960.79	12,965,812.86
II. Profit of core business	146,481,260.82	151,536,096.12	119,113,748.09	119,390,123.03
Add: Profit of other business lines	279,656.25	2,238,583.47	377,939.45	1,600,812.69

Less: Operating expense	984,100.20	1,007,001.04	6,326,241.47	6,405,191.31
Administrative expense	8,585,748.68	13,923,265.81	7,335,111.68	15,563,076.45
Financial expense	-6,602,988.61	-4,673,510.33	1,483,708.18	3,123,265.00
III. Operating profit	143,794,058.80	143,517,923.07	104,346,626.25	95,899,402.98
Add: Investment earnings	8,417,351.98	10,955,036.15	32,879,859.77	39,842,889.70
Subsidy income	-	-	-	-
Non-operating income	-	170,091.17	-	127,000.00
Less: non-operating expenditure	-	162,062.93	31,397.60	32,878.60
IV. Total profit	152,211,408.78	154,480,987.46	137,195,088.42	135,836,414.06
Less: Income tax	20,000,000.00	20,171,670.92	15,020,000.00	15,020,000.00
Minority shareholders' gains and losses	-	43,115.51	-	-1,407,174.35
Add: Unconfirmed investment losses	-	-	-	-
V. Net profit	132,211,408.78	134,266,201.03	122,175,088.42	122,223,588.41

2.3 Total number of shareholders at the end of the report period: 181,456 shareholders (including 65,673 shareholders of B-share).

3. Discussion and Analysis of the Management

3.1 Brief analysis to total status of operating activities in the report period
In the report period, the industry involved by the Company and the scope of core business remained unchanged.

In the third quarter of 2003, the Company gained significant achievements in operation and attracting investments of the land; the signature of contract on Land X2 will produce steadily a favorable influence on the Company's outstanding achievement in the future; the Company actively did its best in the evolution of project signed by the Company and received the funds of Land Transfer Contract timely; the project of real estate in progress of the Company, namely Area B of the 2nd phase of Lujiazui Garden and Lujiazui Aifa New City, were proceeding smoothly according to the plan. Sales income of Area A and the relevant real estate lease were good.

In the report period, the Company realized an income from core business of RMB 399,116,853.21, a profit from core business of RMB 151,536,096.12 and a net profit of RMB 134,266,201.03.

3.1.1 Particulars about core industries or products taking over 10% of the total amount of income from core business or profit of core business

✓Applicable □Inapplicable

Unit: RMB

Industries	Income from core business	Cost of core business	Gross profit ratio(%)
Land lease	359,778,790.50	201,818,046.28	43.90%
Sales of real estate	34,593,377.16	25,285,430.72	26.91%
Including: Related transaction			

3.1.2 Seasonal and periodicity characteristics of the operation

□Applicable ✓Inapplicable

3.1.3 Profit formation of the report period (Explanation of reason and material change of proportion of profit of core business, profit of other business, period expense, investment income, subsidy income and income/expenditure of non-operating in the total amount of profit compared with the previous report period)

□Applicable ✓Inapplicable

3.1.4 Explanation on material change of core business and its structure and the reason compared with the previous report period

□Applicable ✓Inapplicable

3.1.5 Explanation of reason and material change of profitability capability of core business (gross profit ratio) compared with the previous report period

✓Applicable □Inapplicable

The gross profit ratio of housing sale increased by a big margin compared with the same period of the last year in the third quarter because the proportion of higher-priced housing in housing sale rose.

3.2 Analysis and explanation of significant events and the influence and solutions

□Applicable ✓Inapplicable

3.3 Particulars about accounting policy, accounting estimation, change of consolidated scope and significant accounting errors and explanation of reasons

□Applicable ✓Inapplicable

3.4 Relevant explanation of the Board of Directors and the Supervisor Committee under the situation of being audited and provided "Non-standardized opinion"

□Applicable ✓Inapplicable

3.5 Estimation of accumulative net profit from the beginning of the year to the end of next report period to be loss probably or the warning of its material change compared with the same period of the last year and explanation of reason

□Applicable ✓Inapplicable

3.6 Rolling adjustment of annual business plan or budget ever disclosed

□Applicable ✓Inapplicable

Board of Directors of
Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd.
Oct. 23, 2003

Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd.**Public Notice on Resolutions of the 3rd Extraordinary Meeting of the 3rd Board of Directors for 2003**

The 3rd Extraordinary Meeting of the 3rd Board of Directors for 2003 of Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd. (hereinafter referred to as the Company) was held by means of communication on Dec. 3, 2003. 7 Directors should be present and actually all of them attended the Meeting, including 4 interior related directors, 2 independent directors and 1 exterior director. In order to assure the validity of resolutions of the Board of Directors, the related directors did not blench from the voting, but they made the following announcements: to participate in the voting of this related transaction standing at the position of safeguarding the interests of all shareholders and to ensure that the related transaction does not harm the interests of the Company and all shareholders. The Company's 7 directors conformably agreed and passed the proposal of this related transaction. 2 independent directors expressed announcements of independent directors on the related transaction and agreed with this transaction, which was in compliance with the relevant provisions in Company Law and Articles of Association with legal and valid resolutions. The following resolutions were considered and passed conformably in the Meeting:

I. Proposal on Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd. and Shanghai Lujiazui (Group) Co., Ltd.'s Accepting the Transfer of Partial Equity of Shanghai Pudong New District Itochu Development Building Co., Ltd.

The former Shanghai Pudong New District Lujiazui Itochu Development Building Co., Ltd. (hereinafter referred to as Development Building) was established in 1995 with registered capital amounting to USD 34.83 million and its business scope is the development, construction and operation of comprehensive and commercial buildings in the Land Plot D3-5 of

Lujiazui Finance & Trade Zone. Influenced by financial crisis in Asia, all its shareholders decided to postpone its construction up to the present according to the market and the actual situation of both parties of cooperation. Before its equity transfer, the Company, Itochu Corporation (hereinafter referred to as ITC) and Itochu (China) Holding Co., Ltd. (hereinafter referred to as ICN) respectively held 60%, 20.4% and 19.6% equity of Development Building. After negotiating by all shareholders of Development Building, Japanese shareholders, namely ITC and ICN, agreed to transfer 40% equity of Development Building originally held by them at price of USD 15 million. After the equity transfer, the equity structure of Development Building is changed as follows: after the equity transfer, the Company and Shanghai Lujiazui (Group) Co., Ltd. (hereinafter referred to as Lujiazui Group) shall respectively hold 90% and 10% equity of Development Building. While the said equity transfer is being conducted, the name of this company shall be changed into "Shanghai Lujiazui Development Building Co., Ltd." and its enterprise quality shall be changed from a Sino-foreign joint venture into a Chinese enterprise correspondingly.

Since Development Building was a controlling subsidiary of the Company originally, the Company originally held 60% equity of Development Building. Whereas Lujiazui Group, another party of acceptance in this equity transfer, holds 60.05% equity of the Company and is the controlling shareholder of the Company. Thus this transaction forms a related transaction at the same time. (For details, please refer to Public Notice on the Related Transaction).

Board of Directors of

Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd.
Dec. 3, 2003

Short Form of Stock: Lujiazui, Lujiazui B No.: L2003-014

Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd.**Public Notice on the Related Transaction**

Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd. and all members of its Board of Directors hereby assure the truthfulness, accuracy and completeness of the contents of the Notice and shall be jointly and severally liable for any falsehoods, misleading statements or material omissions carried in the Notice.

I. Summary of the related transaction

Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd. (hereinafter referred to as the Company) and Shanghai Lujiazui (Group) Co., Ltd. (hereinafter referred to as Lujiazui Group) have jointly signed an agreement on accepting the transfer of 40% equity of Shanghai Pudong New District Lujiazui Itochu Development Building Co., Ltd. hereinafter referred to as Development Building held by Itochu Corporation (hereinafter referred to as ITC) and Itochu (China) Holding Co., Ltd. (hereinafter referred to as ICN) (ITC holds 20.4% of its equity and ICN holds 19.6% of its equity), of which, Lujiazui Group accepts the transfer of 10% equity of Development Building held by ICN.

Since Development Building was a controlling subsidiary of the Company originally, the Company originally held 60% equity of Development Building. Whereas Lujiazui Group holds 60.05% equity of the Company and is the controlling shareholder of the Company. Thus this transaction forms a related transaction.

II. Introduction to the related party

Name of the related enterprise: Shanghai Lujiazui (Group) Co., Ltd.

Date of foundation: Aug. 29, 1990

Address: No. 981, Pudong Avenue, Shanghai

Type of the enterprise: a limited company (state-owned and sole company)

Legal representative: Kang Huijun

Registered capital: RMB 1,743.20 million

Historical evolution: Shanghai Lujiazui (Group) Co., Ltd. was restructured and formed from the former Shanghai Lujiazui Finance & Trade Zone Development Company with approval of Shanghai People's Government in Dec. 1997. Shanghai Lujiazui (Group) Co., Ltd., one of the large enterprise groups supported with emphasis by Shanghai Government, is mainly engaged in the development, comprehensive operation and harmonious management of the lands within the Zone.

Main business: development and operation of real estate, municipal infrastructure, construction and investment, investing consultation, entry investment, domestic trade, management and operation of assets, information and etc.

Major financial indexes in 2002 (after audited): net asset were RMB 4983 million and net profit was RMB 13.15 million.

III. Main contents of the object of the related transaction

ITC and ICN agrees to transfer all their equity of Development Building to the Company and Lujiazui Group according to the agreement and the Company agrees to abandon a part of the prior subscription right on ICN's transferring its equity of Development Building to Lujiazui Group. The detailed proportion is: ITC transfers all its 20.4% equity of Development Building and ICN transfers its 9.6% equity of Development Building to the Company at total price of USD 11.25 million. ICN transfers its 10% equity of Development Building to Lujiazui Group at price of USD 3.75 million. After the equity transfer, the Company shall hold 90% equity of Development Building and Lujiazui Group shall hold 10% equity of Development Building.

The parties of acceptance shall pay the payment for equity transfer in RMB equaling to USD 15 million totally to the parties of transfer on the maturity date of 80 workdays from the date of signing of this agreement or within 30 workdays from the date when the industrial and commercial administrative department issues new business license to Development Building.

IV. Main pricing rules of the contract

This equity transfer is based on the whole assets appraisal report of Development Building produced by Shanghai Oriank Assets Appraisal Co., Ltd.. From the point of market behavior, both the parties of purchasing and the parties of purchased in the equity transfer conduct the equity transfer according to the price of the principal amounting to USD 13,932,000, invested by the parties of transfer in those years and the corresponding

interests from assets occupation totally amounting to RMB equaling to USD 15 million after collective negotiations. The transaction price has reflected the market value of the assets in a relatively reasonable way and the transaction is fair.

V. Purpose of the related transaction and its influence on the Company

Since the financial crisis of Asia happened in 1997, this project was postponed of its construction up to the present according to the market and the actual situation of both parties of cooperation. Since this project locates in an important position of central district of Lujiazui, the suspension of the project is not beneficial to the general development of financial central district of Lujiazui, but also is disobedient to the provisions of the State on the management of unused lands. Besides, the relevant functional departments in the Government have pushed the project to be restarted as soon as possible by issuing documents. Lujiazui Group and the Company can push the project to be started up as soon as possible and to enter into the normal implementation phase through accepting the transfer and increasing the holding of equity of Development Building held by the Japanese party.

This project locates in Land Plot D3-5 of financial central district of Lujiazui, boarding on Century Avenue in the south and nearing to Yincheng Road East in the west, and has the exclusively regional advantage. At present, the demand for commercial buildings in this area is prosperous. After construction, the project can bring relatively high investment return for Development Building and impact on the Company's investment earnings. At the same time, after the startup of the project, the Company shall actively attract investments from outside and import financial institutions and large enterprises with influence at home and abroad, which is beneficial to push the improvement in functions of financial & trade zone of Lujiazui and sustainable development of the listed companies.

The amount of this related transaction with the large shareholder Lujiazui Group amounting to USD 3.75 million equals to approximately RMB 31 million, which takes 0.6% of the net assets of the Company. Since the agreement has been negotiated again and again for several times and the time limit for startup of the project stipulated by the government departments has expired. The agreement, after being signed, shall just be implemented with approval of other relevant governing departments in the government. The Company shall actively push the project to be restarted as soon as possible.

VI. Opinions of two independent directors

The Company's two independent directors, namely Yao Xitang and Huang Xixiong, considers that this equity purchase is the agreement reached by both parties of transaction according to the market mechanism and can push the project to be started up as soon as possible after the retreat of foreign investors and can bring good economic benefits for the continuous existence of the Company. The procedure voting of this transaction is legal, in compliance with the provisions in Company Law and Articles of Association. The transaction is in accordance with the principles of "openness, fairness and justness" and does not damage the interests of the Company and its middle and small shareholders, which is beneficial to the sustainable development of the listed companies.

VII. Documents available for reference

1. Resolutions of the Board of Directors of the Company and Position Paper signed and confirmed by independent directors;
2. Assets Appraisal Report and Independent Financial Report produced by Shanghai Oriank Assets Appraisal Co., Ltd.;
3. The text of Equity Transfer Agreement;
4. Resolutions of the Board of Directors of Shanghai Pudong New District Lujiazui Itochu Development Building Co., Ltd.;
5. SAOSPSA [2003] No. 111 document;
6. PCL [2003] No. 023 document issued by Construction Bureau in New District of Pudong, Shanghai.

Board of Directors of

Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd.
Dec. 3, 2003
