

Our Ref: SIHL/ADR/



24th August 2006

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



By Courier

Dear Sirs,

BEST AVAILABLE COPY

**Shanghai Industrial Holdings Limited**  
**Rule 12g3-2(b) Information**  
**File No. 82-5160**

**SUPPL**

On behalf of Shanghai Industrial Holdings Limited (the "Company"), I enclose copy of the announcement dated 23rd August 2006 in respect of the 2006 interim results pursuant to Rule 12g3-2(b)(1)(iii) under the Securities Exchange Act of 1934 (the "Exchange Act").

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

Meanwhile, should you have any queries, please do not hesitate to contact the undersigned at (852) 2876 2306.

Yours faithfully,

Marina Wong  
Company Secretary

Encl.

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c.c. Messrs. Morrison & Foerster, LLP (By Mail)  
Attn: Mr. Paul Boltz/Mr. Jonathan Lemberg

# 2006 Interim Results

## FINANCIAL REVIEW

### I. Analysis of Financial Results

#### 1. Turnover

For the six-month period ended 30th June 2006, as driven by the turnover of the infrastructure facilities and consumer products business segment, overall turnover increased by approximately 25.3% to approximately HK\$3,402 million.

Benefited from the completion of the widening and alteration construction of the Shanghai-Nanjing Expressway (Jiangsu Section), during the period, the toll revenue from Shanghai-Nanjing Expressway (Shanghai Section) of the infrastructure facilities business segment increased significantly from the corresponding period last year. The results for the first half of the year also reflected the effect of the reduction in sales tax on toll revenue to 3% with effect from 1st June 2005, which was accounted for the full period this year.

The increase in the stake in Hebei Yongjia to a controlling stake by Wing Fat Printing was completed in September last year. The turnover of Hebei Yongjia was consolidated with the Group during the period, which gave an additional turnover of approximately HK\$313.40 million to the turnover of consumer products business segment. Growth in the sales of Nanyang Tobacco, which is also grouped under consumer product business segment, remained stable.

The increase in the stake in Huiyuguoang Pharmaceutical to 41% by the Group was completed in July last year, which gave an additional turnover of approximately HK\$127.87 million to the medicine business segment during the period, which partially offset the adverse impacts brought by the introduction of new policies to the medicine industry in the PRC and the reports about quality issue of medicine products.

#### 2. Profit before Taxation

(1) **Gross profit margin**  
Gross profit margin for the period was approximately 38.5%, a mild decrease of approximately 2.1% as compared with approximately 40.6% for the corresponding period last year. The decrease was mainly attributable to the consolidation of the paper manufacturing business operated by Wing Fat Printing's subsidiary during the period, with which the gross profit margin was relatively low.

(2) **Investment income**  
During the period, investment income increased from HK\$197.47 million for the corresponding period last year to approximately HK\$493.53 million, as a result of the gain of HK\$268.07 million upon the disposal of 10% stake in Pudong Container.

(3) **Share of results of jointly controlled entities**  
Huabeng Automobile continued to suffer operating loss due to surge in cost. CMC's operating profit decreased due to higher borrowing costs caused by rising interest rate in the PRC, resulting in the share of results of jointly controlled entities was reduced by approximately HK\$31.17 million as compared with the same period last year.

(4) **Share of results of associates**  
SMIC recorded an operating loss of approximately HK\$249.43 million for the first half last year due to cyclical downturn of the semiconductor industry, while in this period, SMIC still recorded a loss of approximately HK\$50.71 million due to an ongoing inventory correction that some of its customers have pushed out water orders. However, the position was improved significantly. The share of results of associates increased by approximately HK\$33.37 million as compared with the same period last year.

#### 3. Dividend

The Board of Directors has resolved to pay an interim dividend of HK22 cents per share. The dividend payout ratio is 34.1%. The dividend is increased by 10% as compared to the interim dividend of HK20 cents per share for 2005.

### II. Financial Position of the Group

#### 1. Capital and Shareholders' Equity

As at 30th June 2006, the Group has a total of 968,147,000 shares in issue. Due to the exercise of share option by the staff during the period, the number of shares in issue increased by 614,000 shares, as compared with the 967,533,000 shares in issue at the end of 2005. Based on the closing price of HK\$3.15 per share at the end of the period, the Group had a market capitalization of approximately HK\$3,047.43 million.

The Group's financial position remained strong, shareholders' equity increased by approximately HK\$410.82 million to HK\$1,786.81 million, of which was attributable to both operating profits after deducting the dividend actually paid this period and the increase in number of shares.

#### 2. Indebtedness

(1) **Borrowings**  
As at 30th June 2006, the total borrowings of the Group amounted to approximately HK\$2,301.36 million, which was mainly comprised of loans of approximately HK\$700 million of subsidiaries and the HK\$1,600 million five-year term syndication loan of the Company. The syndication loan is due for repayment in April 2007 and hence it has been rated in the balance sheet as short term borrowings. Unsecured credit facility accounted for 85.3% of the total borrowings.

(2) **Pledge of Assets**  
As at 30th June 2006, the following assets were pledged by the Group in order to secure general credit facilities granted to the Group:  
(a) plant and machinery with a net book value of approximately HK\$227,497,000;  
(b) land and buildings with a net book value of approximately HK\$186,894,000; and  
(c) motor vehicles with a net book value of approximately HK\$104,000.

(3) **Contingent Liabilities**  
As at 30th June 2006, the Group has given guarantees to banks in respect of banking facilities utilized by Xian Wing Fat and a third party of approximately HK\$43.77 million in total.

#### 3. Bank Deposits and Short-term Investments

As at 30th June 2006, bank balances and short-term investments held by the Group amounted to approximately HK\$6,622.99 million and HK\$1,724.64 million respectively. The proportions of US dollars, Renminbi and HK dollars were 47.8%, 38.4% and 13.8% respectively. Short-term investments mainly consisted of investments such as funds, equity-linked notes, bonds and Hong Kong listed shares.

At present, the Group is in net cash position. Having sufficient working capital and a healthy interest cover, there are sufficient financial resources and financing capability available to the Group for the funding of capital investments and operations should the needs arise.

### III. Management Policies for Financial Risk

The Group's major financial instruments include equity and debt investments, borrowings, trade receivables, trade payables, loan receivables and bank balances and cash. The management applies mainly the following policies to manage and monitor financial risks, to ensure appropriate measures are implemented on a timely and effective manner:

- The Group's bank balances and cash, securities and debt investments must be placed and entered into with financial institutions of good reputation;
- There are strict requirements and restrictions as to the outstanding amount and credit ratings on equity and debt investments to be held;
- An allowance for impairment is made according to the Group's accounting policy or where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows; and
- Review market trends on interest rates and exchange rates movements, assess the Group's business operation needs and the financial impact on its financial position.

### REVIEW OF INTERIM RESULTS

The Audit Committee has reviewed the Company's unaudited consolidated interim results for the six months ended 30th June 2006.

### CORPORATE GOVERNANCE

The Company has complied with all the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the six months ended 30th June 2006.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding Directors' and Senior Management's securities transactions of listed companies on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code"), and all Directors have confirmed that they have complied with the Model Code and the Company's own code during the period under review.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period under review.

### PUBLICATION OF THE INTERIM RESULTS AND INTERIM REPORT

This results announcement is published on The Stock Exchange of Hong Kong Limited's (the "Stock Exchange") website ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company's website ([www.zjsh.com.hk](http://www.zjsh.com.hk)). The 2006 Interim Report is also available to Shareholders in mid-September 2006 and will be available at the Stock Exchange's website and the Company's website accordingly.

### BOARD OF DIRECTORS

As at the date of this announcement, the Board of Directors of the Company comprises eight Executive Directors, namely 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 three Independent Non-Executive Directors, namely, Dr. Le Ka Shui, Prof. Woo Chia-Wai and Mr. Leung Fa Tak, Francis.

Unaudited consolidated interim results for the six months ended 30 June 2006

Unaudited consolidated interim results for the six months ended 30 June 2005

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# Slow sales eat at Japan trade surplus

### Concerns over global growth and rising oil prices lead carmakers to counter fall by boosting sales to US.

#### ECONOMY

**Bloomberg in Tokyo**

Japan's trade surplus last month narrowed for a second month as export growth slowed and higher oil prices increased the value of imports.

The trade surplus fell 0.2 per cent from a year earlier to 859.9 billion yen (HK\$57.51 billion), the Ministry of Finance said yesterday. The median forecast of 37 economists in a survey was for it to widen to 850 billion yen.

Oil prices rose to a record last

month, raising concern global growth might slow, damping demand for Japanese exports and increasing the economy's import bill. Carmakers including Toyota Motor Corp are countering the slowdown by shipping more energy-efficient cars to the United States, Japan's largest trading partner.

Export and import growth was modest but will probably edge up gradually, said Akhito Sunaki, the chief economist at Mitsubishi UFJ Research and Consulting.

"The impact of the US slowdown will be alleviated because

carmakers are increasing market share there."

Exports rose 14.2 per cent from a year earlier, less than the 15.3 per cent median forecast of 11 economists. Imports climbed 16.8 per cent, more than the 15.4 per cent expected, though slower than the 18.3 per cent growth in June.

Economic growth in the US slowed to an annual 2.5 per cent pace in the second quarter as rising petrol prices curbed consumer spending and should stay around that rate for the rest of the year, according to economists.

Higher energy costs have benefited Japan's carmakers as American consumers turn to more fuel-efficient cars. Car shipments accounted for almost 33 per cent of export gains last month.

Exports to the US accelerated 13.8 per cent, with cars accounting for more than half of the increase, the report showed. Shipments to China, Japan's second-largest export market, rose 19.6 per cent, slower than June's 26 per cent gain.

Exports to the European Union climbed 11.1 per cent after rising 22 per cent a month earlier.

Toyota's profit rose 39 per cent in the second quarter as the carmaker increased its US market share by selling more fuel-efficient Corollas. It relies on the US and Canada for more than 33 per cent of its sales.

The company's exports from Japan to North America rose 37.9 per cent in the first six months.

Higher oil prices and stronger demand by Japanese companies for steel and electronics parts are increasing imports and contributing to a shrinking surplus.

"Higher oil prices go a long way in explaining the higher value of im-

ports, although firm domestic demand is proving a factor as well," said Jan Lambregts, a research head at Rabobank.

Companies are importing more equipment to help expand production. Machinery orders, which point to capital spending in three to six months, had their biggest gain in 17 years in the second quarter, signalling business investment would drive growth this year.

Stronger demand from Japanese consumers for minicars prompted Suzuki Motor, the nation's largest minicar maker, to announce this month plans to spend 60 billion yen to build its first-domestic factory since 1992.

# Sales of existing US homes plunge

#### ECONOMY

**Bloomberg in Washington**

Sales of previously owned homes in the United States fell more than expected last month, resulting in the biggest supply of unsold homes in more than a decade, as higher mortgage rates discouraged would-be home buyers.

Purchases declined 4.1 per cent to an annual rate of 6.33 million from 6.6 million in June, the National Association of Realtors said yesterday. Sales fell 11.2 per cent compared with a year earlier.

Rising mortgage rates, following a surge in prices during the five-year housing boom, have made home purchases less affordable than at any time in almost two decades, according to the industry group. The Federal Reserve is counting on an orderly contraction in housing to help slow growth.

"The appreciation in home prices and levels of activity were too great to be sustained and we've pulled back now," Glenn Haberbusch, an economist at Mizuho Securities USA, "Housing will definitely take away from economic growth."

Reales were expected to drop to an annual rate of 6.55 million, the median estimate in a survey of economists, from June's originally reported 6.62 million.

The number of unsold homes on the market at the end of last month reported 7.3 months' worth at the current sales pace, the highest since 1993.

The median price of an existing home rose 0.9 per cent from a year ago to US\$230,000, the group said.

The supply of homes for sale increased to 3.66 million in July, taking the inventories up from the 6.6 months' worth at the end of June.

Sales of previously owned homes rose in just two of the prior 12 months to June.

The focus now shifts to new home sales, a more timely indicator because transactions are counted when a contract is signed. A report from the Commerce Department today is expected to show that new home sales declined to an annual rate of 1.1 million last month from 1.2 million in June, according to the median estimate of economists in a survey.

The National Association of Home Builders/Wells Fargo's index of builder confidence plunged this month to the lowest level in 15 years, a report showed last week.

# Profit rises 11pc as Nestle beats high operating costs

#### RESULTS

**Agencies in Zurich**

Nestle, the world's largest food firm, said first-half earnings rose 11 per cent as hedging efforts and price increases offset higher input and energy costs, boosting margins. The shares rose to a record.

Net profit climbed to 4.15 billion Swiss francs (HK\$26.18 billion) or 10.75 francs a share from 3.73 billion or 9.58 francs a year earlier. Sales grew 11 per cent to 47.1 billion francs while sales excluding acquisitions rose 6.4 per cent.

In a sign of confidence that it was able to deflect rising costs, Nestle said it expected full-year organic growth to come in at the higher end of its target range.

Chief executive Peter Brabeck raised prices to combat higher oil, packaging and commodity expenses. He also shut some food-processing operations, closed less-efficient plants and negotiated lower raw-materials prices.

Nestle said annual profit margins would widen at least as much as in the first half and sales might grow as much as 6 per cent, to the top end of the company's range.

"With Nestle food and beverages, it's a bit inelastic," said David Hart, an analyst at Fat Prophets, a research and money management firm. "People are still going to be buying these products. We like Nestle's opportunity to continue those price increases."

#### FRUITFUL FIRST HALF

Net profit grows to 4.15 billion Swiss francs at the interim

Operating margin rises 30 basis points on hedging and price hikes

Full-year organic growth seen at top end of 5-6 per cent range

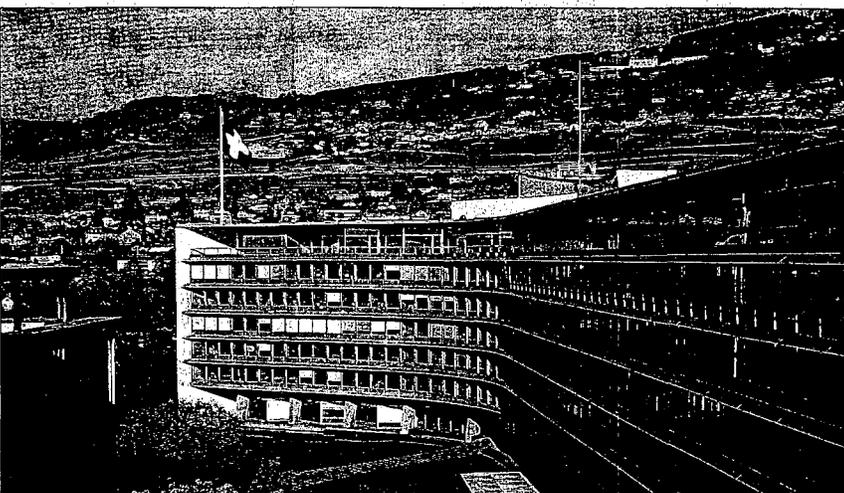
Nestle's shares rose as much 2.1 per cent in Zurich and were up 1.6 per cent to 415 francs by midday yesterday. They have advanced 19 per cent in the past 12 months. The Dutch shares of Unilever dropped 4.4 per cent in that period, while stock in France's Groupe Danone added 22 per cent.

"What people are focusing on is its ability to consolidate existing businesses and grow its brands," said ICAP strategist Chris Tinker. Nestle had 21 brands with sales of more than a billion francs.

Nestle generated faster sales in Asia and the United States where it Brabeck spent more than US\$17 billion on acquisitions between 2000 and 2003 as growth slowed in Europe.

The company gets about 50 per cent of its revenue from the US or dollar-linked economies including China and Hong Kong. A gain in the dollar's value makes revenue worth more when translated into Swiss francs.

Analysts had expected a profit of



Nestle says good performances in its food, beverage and nutrition units, which grew 6 per cent in the first half, enabled it to beat rising costs. Photo: EPA

4.05 billion francs. "I'm very confident for the full year," Mr Brabeck said yesterday.

Nestle said earnings before interest and tax increased to 12.3 per cent of sales from 12.4 per cent, helped by hedging and lower raw material prices. Excluding currencies, the margin widened 0.3 percentage point.

The company expects a "similar" rate of improvement for in the

full year, according to chief financial officer Paul Polman.

"The margins were very pleasing," said Kevin Lyons-Smith, head of group equity research at Jullive Baer. "Growth in Europe is very encouraging."

The operating margin for food, beverages and nutrition improved 30 basis points. Credit Suisse analysts wrote in a note this "is the first time we can remember such a rise"

Sales excluding acquisitions rose 6.9 per cent in the Americas and 7.6 per cent in the Asia-Pacific. China remains the main growth driver in Asia, Mr Brabeck said, though revenue there was still recovering from the pullout of two infant-furniture products last year.

Sales in Europe rose 2.5 per cent excluding acquisitions, the fastest rate since 2002.

Nestle said full-year organic

growth, which measures volume and price changes but strips out currency effects along with divestments and acquisitions, would come in at the high end of its 5 per cent to 6 per cent range.

Nestle has shut 220 factories since 1997, generating cost savings of 1.2 billion francs through next year, Mr Polman said. It would consider extending its share buy-back.

**Bloomberg, Reuters**

# BANKING AND FINANCE Appointments

We are an investment advisor affiliated with one of the largest financial institutions in the world. In Asia we invest in Asian debt securities and focus on credit-driven investment opportunities. To cope with our growth, we are now inviting candidates to join our group, who are positive, team players, eager to learn with good communication and interpersonal skills; willingness to work flexi-hours; proficiency in both English and Chinese; experience in banking, investment management or other financial services.

### Settlements (Ref: ST)

- Form 7 or above
- Minimum of 1-2 years' experience
- Solid experience in bonds settlement, EUROCLEAR and SWIFT

### Accountant (Ref: AC)

- Diploma in accounting or above with a minimum of two years relevant experience
- Able to handle full set of accounts
- Analytical skills, independent & able to work under pressure
- Implement financial reporting, including monthly, quarterly, and annual reporting and forecasting (required for both internal & external purposes)
- Establish internal control structure and ensure compliance with corporate policies/procedures

### Legal Counsel (Ref: LC)

- Degree in law with a minimum of two years relevant experience
- Draft and review in-house transaction documents
- Experience in bank loans is an advantage

Interested parties please send CV together with current/past and expected salary to: Box 1016 SCM Post. Please quote captioned reference on the envelope.

**RS**

**Love the World of Finance, But Considering Your Career Options?**

Robertson Smart is a leading Executive Search firm, specialising in recruitment in the Financial Services sector, in Hong Kong, Singapore, London, Dubai and Sydney.

China remains the main growth driver in Asia, Mr Brabeck said, though revenue there was still recovering from the pullout of two infant-furniture products last year.

Sales in Europe rose 2.5 per cent excluding acquisitions, the fastest rate since 2002.

Nestle said full-year organic

**Equity Research Analyst**

We are a major listed company in Hong Kong with diversified businesses in Hong Kong and overseas. We are now looking for candidates with at least two years equity research experience, preferably in securities house or consultancy firm. The position is required to assist in company's investment activities, liaise with bankers, conduct equity / industry research and analysis, and perform business evaluations.

Candidates should possess good financial knowledge with relevant professional qualification, strong analytical and quantitative skills, good computer skills, coupled with fluency in English and Chinese. Proficiency in Putonghua is an advantage.

Interested parties, please contact Ms. Chan at 2844 3230.

**Finance Director**

- Degree holder in Accounting or related discipline
- Qualified Accountant (preferable ACCA qualified)
- Min 8-10 years finance & admin experience preferable in the trading or manufacturing field, of which not less than 3-5 years at managerial level
- Solid background and experience in PRC accounting or highly beneficial
- Possess strong systems and PC skills, preferably with Flex Accounting System experience
- Excellent analytical, communication and interpersonal skills
- High proficiency in both written and spoken English with good communication of Mandarin

**Assistant Financial Controller (Station in Shenzhen)**

A leading printing and paper packaging company with presence in HK and China is looking for high caliber candidates for the position of Assistant Financial Controller.

**Responsibilities:**

- Support PRC finance and accounting operations
- Report to Financial Controller - accounting and audit departments
- Assist in administering company accounting, internal control policies and procedures
- Coordinate & implement annual audit and issues on tax/audit/customs/legal (PRC)

**Requirements:**

- Degree holder in accounting/Qualified Accountant
- Minimum 3 years relevant experience in manufacturing operations in China
- Solid experience with PRC accounting standard, law, customs and taxation regulations
- Good command of English, Cantonese, and Putonghua
- Station in Shenzhen is required

Interested parties please send full resume with date available and expected salary to E-mail Address: [filel@chinaevgroup.com](mailto:filel@chinaevgroup.com)

**Designer Holdings Overseas Ltd.**

We are the sourcing arm of a U.S. listed company in leading brand apparel and other designer labels, and are inviting high caliber candidates to fill the following position:

**Finance Manager**

**Responsibilities:**

- Reporting to the Senior Financial Controller, the position will supervise the finance team to drive process improvements across the finance area
- Develop and implement reporting systems
- Full responsibilities in the preparation of financial statements for offices in Hong Kong and offshore countries
- Prepare budget and costing analysis
- Oversee accounting system upgrade

**Requirements:**

- Qualified accountant with at least 8 years' experience gained in a multinational corporation
- Result-oriented, good analytical skills, strong drive, proactive thinking and excellent interpersonal skills
- Good command of English and Chinese

We offer 5-day work and generous staff benefits to the right candidate. Interested parties please send application with detailed resume to the Human Resources Manager, Designer Holdings Overseas Limited by e-mail: [hr@designerholdings.com](mailto:hr@designerholdings.com)

The personal data collected will be used only for recruitment purpose. (No agency & advertising please)

**Customer Service?**

Tel: 2680 8333 Fax: 2565 7272

Email: [classified@scmp.com](mailto:classified@scmp.com)

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**ACCOUNT SUPERVISOR**

- F5 with ACCI 3rd level or above
- Min. 5 yrs working exp
- Experience in supervising local PRC staff
- Handle full set of accounts independently
- Relevant experience in dealing with bank documents & trading industry
- Waste no auditor's & banker
- Occasional travel & frequent contact with our office located at Shenzhen
- Good in spoken English and Mandarin

The above candidates should be honest, self-disciplined, hardworking and responsible.

We offer excellent career prospect, attractive remuneration & fringe benefit to the qualified candidates. Interested parties please call 2954 4470 (Hk Au)

**At your service**

Tel: 2680 8333

Fax: 2565 7272

Email: [classified@scmp.com](mailto:classified@scmp.com)

Classified Post Two

Classified Post One



