

# 上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0363)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of Shanghai Industrial Holdings Limited (the “Company”) will be held at the Conference Room, 26th Floor, Harcourt House, 39 Gloucester Road, Hong Kong at 3:30 p.m. on Friday, 28th May, 2004 (or so soon thereafter as the annual general meeting of the Company convened for the same day and place at 3:00 p.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

1. “THAT the share option scheme of Mergen Biotech Limited (the “Mergen Share Option Scheme”), the terms of which are contained in the document marked “A” and a summary of which is set out in a circular dated 10th May, 2004 (the “Circular”) and despatched to the shareholders of the Company marked “B” of which the notice convening this meeting forms part and both produced to the meeting and for the purpose of identification signed by the Chairman thereof, be and is hereby approved and the directors of the Company be and are hereby authorised to execute all such documents and take such action as they deem appropriate to give effect to the Mergen Share Option Scheme.”
2. “THAT subject to the passing of the resolution set out as resolution number 1 in the notice convening this meeting and the Mergen Share Option Scheme becoming effective, the proposed grant of an option to Mr. Hu Fang pursuant to the Mergen Share Option Scheme which would entitle him, upon full exercise thereof, to subscribe for an aggregate number of 39,000 shares in Mergen Biotech Limited (as such specific grant is more particularly described in the Circular) be and is hereby approved.”

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

Hong Kong, 10th May, 2004

#### Notes:

- (1) A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and on a poll, vote in his stead. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed.
- (3) To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notorially certified copy of that power of attorney or authority must be deposited at the registered office of the Company at 26th Floor, Harcourt House, 39 Gloucester Road, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (4) This notice and the enclosed form of proxy are also available for viewing on the website of each of The Stock Exchange of Hong Kong Limited at <http://www.hkex.com.hk> and the Company at <http://www.sihl.com.hk>.