



上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Shanghai Industrial Holdings Limited (the “Company”) will be held at the Conference Room of the Company at 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on 30th May 2006 (Tuesday) at 3:00 p.m. for the following purposes:–

ORDINARY BUSINESS

1. To receive and consider the audited Consolidated Financial Statements of the Company and the Reports of the Directors and Auditors for the year ended 31st December 2005.
2. To declare a final dividend for the year ended 31st December 2005.
3. To re-elect the retiring Directors and to authorize the Directors to fix their remuneration.
4. To re-appoint Auditors and to authorize the Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

5. To grant a general and unconditional mandate to the Directors to repurchase issued and fully-paid shares not exceeding 10 percent of the aggregate nominal amount of the shares of the Company in issue at the date of passing the resolution.
6. To grant a general and unconditional mandate to the Directors to allot, issue and deal with shares of the Company with an aggregate nominal value not exceeding 20 percent of the aggregate nominal amount of the shares of the Company in issue at the date of passing the resolution.
7. Conditional on the passing of resolutions 5 and 6, to extend the general and unconditional mandate granted by resolution 6 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution 5.

By Order of the Board
Wong Mei Ling, Marina
Company Secretary

Hong Kong, 28th April 2006

Registered Office:

26th Floor, Harcourt House,
39 Gloucester Road,
Wanchai, Hong Kong.

Notes:

- (1) This is a summary of the full text of the notice of Annual General Meeting. The full text of resolutions 5, 6 and 7 is set out in the notice of Annual General Meeting which included in the 2005 annual report to be dispatched to shareholders together with the proposed general mandates to repurchase shares and to issue shares and re-election of the retiring Directors dated 28th April 2006. The annual report and form of proxy can also be viewed at and downloaded from the Company's website at www.sihl.com.hk or The Stock Exchange of Hong Kong Limited's website at www.hkex.com.hk.
- (2) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A proxy need not be a member of the Company.

- (3) To be valid, a form of proxy and the power of attorney or other authority, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the registered office of the Company at 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting(s) or poll (as the case may be). Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed from 26th May 2006 (Friday) to 30th May 2006 (Tuesday), both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the dividend to be approved at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 25th May 2006 (Thursday).

As at the date of this notice, the Board 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.