



# 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary 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 26th November 2007 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

1. “**THAT** the Proposed Spin-off (as defined in the circular of the Company dated 9th November 2007, a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for identification purposes) be and is hereby approved and the board of directors of the Company (the “**Board**”) be and is hereby authorized on behalf of the Company to approve and implement the Proposed Spin-off and to do all such acts, to enter into all such agreements, transactions and arrangements and to take all such actions in connection therewith or arising therefrom in relation to the Proposed Spin-off as the Board may consider necessary or expedient in order to give effect to the Proposed Spin-off.”
2. “**THAT**, subject to and conditional upon: (a) the passing of an ordinary resolution of the shareholders of The Wing Fat Printing Company, Limited (“**WF Printing**”) approving the adoption of the share option scheme of WF Printing (the “**WF Scheme**”), the rules of which are contained in the document marked “B” produced to the meeting and signed by the chairman of the meeting for identification purposes; (b) the approval of the WF Scheme by the shareholders of the Company; (c) the listing committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares of WF Printing in issue and to be issued as mentioned in the Prospectus (as defined in the circular of the Company dated 9th November 2007 (“**Circular**”), a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for identification purposes) and any shares of WF Printing which may fall to be issued pursuant to the exercise of options granted under the WF Scheme, whether the granting of the listing and permission is subject to conditions or not; and (d) the obligations of the underwriters of the Global Offering (as defined in the Circular) under the underwriting agreements in respect of the Global Offering becoming unconditional (including, if relevant, as a result of the waiver of any condition(s) by the Global Coordinator (as defined in the Circular) for itself and the said underwriters) and not being terminated in accordance with the respective terms of such underwriting agreements or otherwise, be and is hereby approved and the board of directors of the Company (the “**Board**”) be and is hereby

authorized to do all such acts, to enter into all such agreements, transactions and arrangements and to take all such actions in connection therewith or arising therefrom as the Board may consider necessary or expedient in order to give effect to the WF Scheme.”

By Order of the Board  
**Shanghai Industrial Holdings Limited**  
**Wong Mei Ling, Marina**  
*Company Secretary*

Hong Kong, 9th November 2007

*Registered Office:*  
26th Floor, Harcourt House  
39 Gloucester Road  
Wanchai, Hong Kong

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
- (3) A form of proxy for use at the meeting is enclosed with the circular to shareholders of the Company.
- (4) The instrument appointing a proxy must be in writing under the hand of the appointer or attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (5) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney 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 appointed for the holding of the meeting (or any adjournment thereof, as the case may be).
- (6) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting. If such member attends the meeting, his form of proxy will be deemed to have been revoked.
- (7) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English language version shall prevail.

*As at the date of this notice, the Board of Directors 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*