



(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

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, 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Monday, 8th September 2008 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:

ORDINARY RESOLUTIONS

1. “THAT:

- (a) the conditional sale and purchase agreement dated 21st July 2008 (as amended by a supplemental agreement dated 5th August 2008, together the “Hotel Acquisition Agreements”), copies of which are produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, made between South Pacific Hotel Holdings Limited, the Company and Shanghai Industrial Investment (Holdings) Company Limited (“SIIC”) in relation to the acquisition by the Company of the Good Cheer Sale Share (as defined and described in the circular of the Company dated 15th August 2008 (the “Circular”) and the Good Cheer Sale Loans (as defined and described in the Circular) for a consideration of HK\$1,350,000,000 pursuant to the Hotel Acquisition Agreements, upon the terms and subject to the conditions therein contained, and all transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and/or ratified; and
- (b) the directors of the Company be and are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Hotel Acquisition Agreements as they may in their discretion consider to be desirable and in the interests of the Company.”

2. “**THAT:**

- (a) the conditional sale and purchase agreement dated 21st July 2008 (as amended by a supplemental agreement dated 5th August 2008, together the “Road Bridge Acquisition Agreements”), copies of which are produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification, made between SIIC CM Development Limited (上海實業崇明開發建設有限公司), S.I. Infrastructure Holdings Limited (上實基建控股有限公司) and SIIC in relation to the acquisition by the Company of the Hu-Hang Sale Share and the Hu-Hang Sale Loan (both as defined and described in the Circular) for a consideration of HK\$4,196,312,000 pursuant to the Road Bridge Acquisition Agreements, upon the terms and subject to the conditions therein contained, and all transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and/or ratified; and
- (b) the directors of the Company be and are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Road Bridge Acquisition Agreements as they may in their discretion consider to be desirable and in the interests of the Company.”

By Order of the Board
Shanghai Industrial Holdings Limited
Leung Lin Cheong
Company Secretary

Hong Kong, 15th August 2008

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) The Register of Members of the Company will be closed from Thursday, 4th September 2008 to Monday, 8th September 2008, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend the extraordinary general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Tricor Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong by 4:30 p.m. on Wednesday, 3rd September 2008.
- (4) A form of proxy for use at the meeting is enclosed with the circular to shareholders of the Company.
- (5) 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.
- (6) 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).
- (7) 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.
- (8) 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 the Company is comprised of:

Executive Directors:

Mr. Teng Yi Long, Mr. Cai Yu Tian, Mr. Lu Ming Fang, Mr. Ding Zhong De, Mr. Zhou Jie, 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