



上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

Form of Proxy for use at the Extraordinary General Meeting to be held on 16th November 2009

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ shares ^(note 2) of HK\$0.10 each in the capital of Shanghai Industrial Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(note 3)
or _____
of _____
as my/our proxy to vote and act for me/us at the Extraordinary General Meeting of the Company (and at any adjournment thereof) of the Company to be held at the Conference Room of the Company, 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, on Monday, 16th November 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the Resolution set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/ us and in my/own name(s) in respect of the Resolution as indicated below.

Resolution	FOR ^(note 4)	AGAINST ^(note 4)
To approve, confirm and ratify the Share Issue and Asset Acquisition Agreement, the Share Swap Merger Agreement and the Undertaking (as defined in the Circular of the Company dated 30th October 2009).		

Dated this _____ day of _____ 2009 Signed ^(note 5) _____

Notes:—

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out **"THE CHAIRMAN OF THE MEETING"** here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
6. If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares will alone be entitled to vote in respect of them.
7. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or 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 appointed for holding the meeting or adjourned meeting.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
10. This form of proxy is also available for viewing and downloading on the HKExnews website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.sihl.com.hk.