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## **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, 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong, on Monday, 20 September 2010 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 equity transfer agreement dated 16 August 2010 (the “**Equity Transfer Agreement**”), a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) entered into between SIIC Shanghai (Holding) Co., Ltd. as vendor, the Company as an indirect purchaser and S.I. Properties Development Limited as the direct purchaser for the acquisition of the Subject Shares (as defined in the circular of the Company dated 2 September 2010 relating to the acquisition of shareholdings in Shanghai Industrial Development Co., Ltd., a copy of which is produced to the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated under or referred to in the Equity Transfer Agreement and any other agreements or documents in connection therewith be and are hereby approved, confirmed and/or ratified; and
- (b) any one director of the Company, or any one director and countersigned by the secretary of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he or they may in his or their absolute discretion consider to be necessary,

desirable, appropriate or expedient to implement and/or give effect to the Equity Transfer Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection with the Equity Transfer Agreement and/or any further agreement or document as mentioned in paragraph (a) of this resolution and/or the transactions contemplated thereunder and all other matters incidental thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Equity Transfer Agreement and/or any further agreement or document as mentioned in paragraph (a) of this resolution and/or the transactions contemplated thereunder.”

2. “**THAT** approval be and is hereby granted to refresh the Subsidiary Scheme Mandate Limit (as defined in the circular of the Company dated 2 September 2010 relating to the refreshment of the Subsidiary Scheme Mandate Limit, a copy of which is produced to the meeting marked “C” and initialed by the chairman of the meeting for the purpose of identification) to a new 10% limit provided that the total number of shares of HK\$0.04 each in the share capital of Neo-China Land Group (Holdings) Limited (“**Neo-China Shares**”) which may be issued upon the exercise of all options to be granted under the share option scheme adopted by Neo-China Land Group (Holdings) Limited (“**Neo-China**”) on 12 December 2002 (“**Neo-China Share Option Scheme**”) and any other share option schemes of Neo-China shall not exceed 10% of the total number of Neo-China Shares in issue as at the date of approval of the refreshment of the Subsidiary Scheme Mandate Limit by the shareholders of Neo-China, and options previously granted under the Neo-China Share Option Scheme and any other share option schemes of Neo-China (including those outstanding, cancelled, lapsed or exercised) shall not be counted for the purpose of calculating the Subsidiary Scheme Mandate Limit.”

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

Hong Kong, 2 September 2010

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

*Notes:*

- (1) A shareholder entitled to attend and vote at the extraordinary general meeting (the “EGM”) is entitled to appoint one or more proxies to attend and on a poll, vote on his behalf. The proxy need not be a shareholder of the Company.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at the EGM, 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 be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
- (3) The Register of Members of the Company will be closed from Friday, 17 September 2010 to Monday, 20 September 2010, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend the EGM, all transfers accompanied by the relevant share certificate 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 Thursday, 16 September 2010.
- (4) A form of proxy for use at the EGM is enclosed with the circular to the shareholders.
- (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 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 EGM (or any adjournment thereof, as the case may be).
- (7) Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the EGM. If such shareholder attends the EGM, his form of proxy will be deemed to have been revoked.
- (8) The ordinary resolutions set out above will be determined by way of a poll.
- (9) 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. Teng Yi Long, Mr. Cai Yu Tian, Mr. Lu Ming Fang, Mr. Zhou Jie, Mr. Qian Shi Zheng, Mr. Zhou Jun and Mr. Qian Yi*

*Independent Non-Executive Directors:*

*Dr. Lo Ka Shui, Prof. Woo Chia-Wei and Mr. Leung Pak To, Francis*