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**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, 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Friday, 25 May 2012 at 3:30 p.m. (or so soon thereafter as the annual general meeting of the Company to be convened for the same day and place shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

- (i) the existing share option scheme (the “**SIHL Existing Scheme**”) adopted by the Company on 31 May 2002 at its general meeting be and is hereby terminated with effect from the conclusion of this meeting (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the SIHL Existing Scheme prior to its termination); and
- (ii) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the shares of the Company to be issued and allotted pursuant to the exercise of any options granted under the share option scheme of the Company (the “**SIHL New Scheme**”), the rules of which are contained in the document marked “A” produced to this meeting and for the purposes of identification signed by the Chairman of this meeting, the SIHL New Scheme be and is hereby approved and adopted with effect from the date of this meeting and the board of directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the SIHL New Scheme, including without limitation:
  - (a) to administer the SIHL New Scheme under which options will be granted to participants eligible under the SIHL New Scheme to subscribe for shares in the Company;

- (b) to modify and/or amend the SIHL New Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the SIHL New Scheme relating to modification and/or amendment;
- (c) to issue and allot from time to time such number of shares in the Company as may be required to be issued and allotted pursuant to the exercise of the options under the SIHL New Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (d) to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any shares in the Company which may hereafter from time to time be issued and allotted pursuant to the exercise of the options granted under the SIHL New Scheme; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the SIHL New Scheme.”

By Order of the Board  
**Shanghai Industrial Holdings Limited**  
**Yee Foo Hei**  
*Company Secretary*

Hong Kong, 20 April 2012

*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 are 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) A form of proxy for use at the EGM is enclosed with the circular to the shareholders.

- (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 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).
- (6) For the purpose of determining shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 23 May 2012 to Friday, 25 May 2012, both days inclusive, during which period no transfer of shares will be effected. As such, 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 Tuesday, 22 May 2012.
- (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 resolution 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 comprises:*

*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*