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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Industrial Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF 2012 ANNUAL GENERAL MEETING**

A notice convening the 2012 Annual General Meeting of Shanghai Industrial Holdings Limited to be held at the Conference Room of the Company at 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Friday, 25 May 2012 at 3:00 p.m., is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the 2012 Annual General Meeting if you so wish.

20 April 2012



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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

Term	Meaning
“2012 Annual General Meeting”	the annual general meeting of the Company to be held on Friday, 25 May 2012 at 3:00 p.m. at the Conference Room of the Company at 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong;
“Annual Report”	the annual report 2011 of the Company being despatched to the Shareholders on or about Friday, 20 April 2012;
“Board”	the board of Directors of the Company;
“Company”	Shanghai Industrial Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Connected Person”	a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined under the Listing Rules);
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general and unconditional mandate to allot, issue and deal with Shares (and securities exercisable or convertible into Shares) with an aggregate nominal value not exceeding 20 percent of the aggregate nominal amount of the Shares in issue at the date of passing of the resolution;
“Latest Practicable Date”	16 April 2012 which is the latest practicable date prior to the printing of this circular for ascertaining certain information contained in it;
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Notice”	the notice convening the 2012 Annual General Meeting dated 20 April 2012 as set out on pages 13 to 16 of this circular;
“Repurchase Mandate”	the general and unconditional mandate to exercise all powers of the Company to repurchase issued and fully-paid Shares not exceeding 10 percent of the aggregate nominal amount of the Shares in issue at the date of passing of the resolution;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	registered holder(s) of the Share(s);
“SIIC”	Shanghai Industrial Investment (Holdings) Co. Ltd., a company incorporated in Hong Kong with limited liability;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong.

LETTER FROM THE CHAIRMAN



上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

Directors

Executive Directors:

Mr. Teng Yi Long (*Chairman*)

Mr. Cai Yu Tian (*Vice Chairman & Chief Executive Officer*)

Mr. Lu Ming Fang

Mr. Zhou Jie (*Executive Deputy CEO*)

Mr. Qian Shi Zheng (*Deputy CEO*)

Mr. Zhou Jun (*Deputy CEO*)

Mr. Qian Yi (*Deputy CEO*)

Registered Office:

26th Floor, Harcourt House,

39 Gloucester Road,

Wanchai, Hong Kong

Independent Non-Executive Directors:

Dr. Lo Ka Shui

Prof. Woo Chia-Wei

Mr. Leung Pak To, Francis

20 April 2012

To all Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF 2012 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in connection with the convening of the 2012 Annual General Meeting and explanation in connection with the matters to be dealt with at the 2012 Annual General Meeting.

The Notice is set out on pages 13 to 16 of this circular.

Shareholders are advised to read the Notice and to complete and return the accompanying form of proxy for use at the 2012 Annual General Meeting in accordance with the instructions printed thereon.

LETTER FROM THE CHAIRMAN

For the purpose of determining Shareholders' eligibility to attend and vote at the 2012 Annual General Meeting, 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.

Pursuant to the Listing Rules, all resolutions put to vote at the 2012 Annual General Meeting shall be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

BUSINESS OF 2012 ANNUAL GENERAL MEETING

Resolution (1) – Receiving the audited consolidated financial statements

The audited consolidated financial statements of the Company for the year ended 31 December 2011 together with the reports of the directors and the auditor were set out in the Annual Report, and were sent together with this circular to the Shareholders on the same date.

The audited consolidated financial statements have been audited by Deloitte Touche Tohmatsu and reviewed by the audited committee of the Company.

Resolution (2) – Declaration of final dividend

The Board of Directors has recommended a final dividend of HK58 cents per share (2010: HK58 cents per share). Together with the interim dividend of HK50 cents per share (2010: HK50 cents per share) paid during the year, total dividends for the year ended 31 December 2011 amounted to HK108 cents per share (2010: HK108 cents per share).

Subject to approval by the Shareholders at the 2012 Annual General Meeting, the final dividend will be paid on or about Tuesday, 12 June 2012 to Shareholders whose names appear on the register of members of the Company on Friday, 1 June 2012.

For the purpose of determining Shareholders' entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 31 May 2012 to Friday, 1 June 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 Wednesday, 30 May 2012.

Resolution (3) – Re-election of Directors and determination of Directors' remuneration

In accordance with Article 101 of the Articles of Association of the Company, Mr. Teng Yi Long, Mr. Lu Ming Fang and Mr. Leung Pak To, Francis shall retire at the 2012 Annual General Meeting and, being eligible, have offered themselves for re-election.

LETTER FROM THE CHAIRMAN

Pursuant to the code provisions set out in the Corporate Governance Code of Appendix 14 to the Listing Rules, if an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Leung Pak To, Francis was appointed an Independent Non-Executive Director of the Company in March 1996, serving the Board for more than 9 years. Separate resolution will be proposed for his re-election at the 2012 Annual General Meeting. The Board considers that Mr. Leung remains independent as he has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Shareholders are recommended to vote in favour of re-election of Mr. Teng Yi Long, Mr. Lu Ming Fang and Mr. Leung Pak To, Francis as the Board believes that their qualifications and extensive experience are of great value to the Board. Their biographical details and other information which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

The remuneration committee has made recommendation to the Board on the directors' remuneration for the year ending 31 December 2012, and the basis of determining the directors' remuneration is set out in the corporate governance report of the Annual Report.

Resolution (4) – Re-appointment of auditor and determination of auditor's remuneration

The audit committee has recommended to the Board for the re-appointment of Deloitte Touche Tohmatsu as auditor of the Company until the conclusion of the next annual general meeting.

Shareholders' approval to delegate the authority to the Directors to determine the auditor's remuneration for the year ending 31 December 2012 is required at the 2012 Annual General Meeting.

Resolution (5) – General mandates to repurchase shares

At the annual general meeting held on 18 May 2011, a general mandate was given to the Directors to repurchase Shares up to a maximum of 10 percent of the issued share capital of the Company at the date of passing of the ordinary resolution. Such mandate will lapse at the conclusion of the 2012 Annual General Meeting. An ordinary resolution set out in the Notice will be proposed at the 2012 Annual General Meeting to grant the Repurchase Mandate to the Directors.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,079,944,000 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2012 Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 107,994,400 Shares, representing 10 percent of the issued Shares as at the Latest Practicable Date.

LETTER FROM THE CHAIRMAN

The Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles of Association of the Company to be held or until the Repurchase Mandate are revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

Resolutions (6) and (7) – General mandates to issue shares

At the annual general meeting held on 18 May 2011, general mandates were given to the Directors to allot, issue and deal with Shares (and securities exercisable or convertible into Shares) not exceeding 20 percent of the issued share capital of the Company at the date of passing of the ordinary resolution. Such mandates will lapse at the conclusion of the 2012 Annual General Meeting. Two ordinary resolutions will be proposed at the meeting to grant the Issue Mandate to the Directors and to extend the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate respectively.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,079,944,000 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2012 Annual General Meeting, the Company would be allowed under the Issue Mandate to issue a maximum of 215,988,800 Shares, representing 20 percent of the issued Shares as at the Latest Practicable Date.

The Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles of Association of the Company to be held or until the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

RECOMMENDATION

The Directors consider that the above recommendations are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the above resolutions to be proposed at the 2012 Annual General Meeting.

On behalf of the Board
TENG YI LONG
Chairman

This explanatory statement contains all the information required under the Listing Rules for you to consider the Repurchase Mandate.

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,079,944,000 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2012 Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 107,994,400 Shares, representing 10 percent of the issued Shares as at the Latest Practicable Date.

REASONS FOR REPURCHASE OF SHARES

The Directors have no present intention to repurchase any Shares and, whilst it is not possible to anticipate in advance those circumstances in which the Directors might think it appropriate to repurchase Shares, Shares would only be purchased in circumstances where the Directors consider that the purchase would be in the interests of the Company and the Shareholders. Such purchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of earnings per Share.

SOURCE OF FUNDS

It is proposed that repurchases of Shares under the Repurchase Mandate would be financed from internal funds and available banking facilities of the Company. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with all applicable laws of Hong Kong and the memorandum and articles of association of the Company.

WORKING CAPITAL OR GEARING POSITION

If the Repurchase Mandate was exercised in full at any time during the proposed repurchase period, it would not have a material adverse impact on the working capital of the Company or its gearing position (as compared with the position disclosed in the Company's published audited accounts for the year ended 31 December 2011). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital of the Company or its gearing position (as compared with the position disclosed in the Company's published audited accounts for the year ended 31 December 2011) which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS AND THEIR ASSOCIATES

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates (as defined under the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

CONNECTED PERSONS

No Connected Persons have notified the Company that they have a present intention to sell any Shares (in issue or to be issued) to the Company or have undertaken not to do so, in the event that the Company is authorized to make repurchases of Shares.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the proposed resolution in accordance with the Listing Rules, all applicable laws of Hong Kong and the regulations set out in the memorandum and articles of association of the Company.

EFFECT OF TAKEOVERS CODE

If, as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and the provisions may otherwise apply as a result of any such increase.

As at the Latest Practicable Date, SIIC through its subsidiaries, namely Shanghai Investment Holdings Ltd., SIIC Capital (B.V.I.) Ltd., SIIC Treasury (B.V.I.) Ltd., Shanghai Industrial Financial (Holdings) Co. Ltd., SIIC Trading Co. Ltd., Billion More Investments Ltd., South Pacific International Trading Ltd., The Tien Chu Ve-Tsin (Hong Kong) Co. Ltd., and SIIC CM Development Ltd. held 500,573,748 shares, 80,000,000 shares, 14,845,000 shares, 13,685,000 shares, 1,304,000 shares, 1,300,000 shares, 650,000 shares, 300,000 shares and 10,000 shares respectively, and is accordingly deemed to be interested in the respective Shares totaling 612,667,748 shares held by the aforementioned companies, representing approximately 56.73 percent of the total issued share capital of the Company.

Assuming no changes in the aforementioned shareholdings of the respective companies, in the event that the Directors exercise in full the power to repurchase the Shares, the shareholding of SIIC would be increased from approximately 56.73 percent to approximately 63.03 percent. Such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. So the Directors do not aware of any consequences of any repurchase which would arise under the Takeovers Code. In addition, the Company will not purchase its Shares which will reduce the aggregate amount of the share capital of the Company in public hands to below 25 percent.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months from the Latest Practicable Date are as follows:

Month	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2011		
April	33.10	29.80
May	31.10	26.95
June	28.85	25.60
July	29.35	27.25
August	28.75	22.50
September	26.45	20.05
October	25.90	19.78
November	25.55	20.00
December	22.20	19.96
2012		
January	25.55	21.10
February	28.20	24.70
March	28.20	23.65
April (up to the Latest Practicable Date)	24.60	23.55

SHARE REPURCHASES

No repurchases has been made by the Company of its Shares in the last six months prior to the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the 2012 Annual General Meeting as required under the Listing Rules:

Mr. Teng Yi Long

Executive Director, Chairman and chairman of the Executive Committee

(Appointed on 30 May 2008 ~ Present)

Mr. Teng, aged 64, is the chairman of Shanghai Industrial Investment (Holdings) Co. Ltd. He graduated from Shanghai Jiaotong University majoring in industrial engineering management and East China University of Politics and Law majoring in civil and commercial law. He held top management position in Sichuan Diesel Engine Factory and was the Deputy Director of Sichuan Sixth Machinery Industrial Bureau under the Sixth Machinery Industrial Ministry. Also he held top management position in Shanghai Jiangnan Shipyard and was the chairman of Shanghai Municipal Federation of Trade Unions, a vice chairman of All China Federation of Trade Unions and the President of the Shanghai High People's Court. He has over 20 years of experience in the management of large enterprises and has over 10 years of judicial experience. He has extensive experience in economics, legal matters, enterprise management and shipbuilding, and in organizing and implementing key technological R&D projects. Mr. Teng is currently a member of the National Committee of the Chinese People's Political Consultative Conference and the Consultative Committee of the Supreme People's Court of the PRC, an adjunct professor of East China University of Political Science and Law and Shanghai University of Engineering Science, an honorary researcher of Shanghai Academy of Social Sciences, the vice chairman of Commercial Aircraft Corporation of China, Ltd. and an honorary president of The Hong Kong Chinese Enterprises Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Teng does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. He has a personal interest in 2,160,000 share options representing 0.2% of the total issued share capital of the Company. Save as aforesaid, he has no other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Teng has a service agreement with the Company, pursuant to which, Mr. Teng is entitled to receive a basic salary of HK\$3,257,968 per annum (subject to review by the Remuneration Committee from time to time). In addition, he may receive a discretionary bonus payment subject to the absolute discretion of the Company having regard to the operating results of the Group, prevailing market conditions and his performance. The Director's emoluments are determined by reference to the factors such as the Company's operating performance, industry benchmark, time contributed by the Directors and job responsibilities.

Save for the information disclosed above, there are no other matters relating to Mr. Teng's re-election that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. LU Ming Fang*Executive Director and member of the Executive Committee*

(Appointed on 5 January 2002 ~ Present)

Mr. Lu, aged 55, is an executive director of Shanghai Industrial Investment (Holdings) Co. Ltd. (“**SIIC**”) and a director of certain other subsidiaries of the Group. He graduated from Fudan University with a master’s degree in economics and The Chinese University of Hong Kong with a master’s degree in professional accountancy, and is designated a senior economist. Mr. Lu joined SIIC in July 1995. He is a director of Shanghai Pharmaceuticals Holding Co., Ltd. (“**Shanghai Pharmaceutical**”) and was the Chief Executive Officer of the Company, deputy general manager of the assets management department of SIIC, a director and executive deputy general manager of Shanghai S.I. Capital Co. Ltd., director and general manager of Shanghai Industrial United Holdings Co., Ltd., general manager of the finance and planning department, assistant president and vice president of SIIC. He has over 30 years’ management experience, including nearly 20 years’ working experience in investment banking and listed companies.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. He has a personal interest in 586,000 Shares and 1,350,000 share options altogether representing 0.18% of the total issued share capital of the Company. He has also a personal interest in 37,674 shares in Shanghai Pharmaceutical, representing 0.001% of the total issued share capital of the Company. Save as aforesaid, he has no other interests in the Shares within the meaning of Part XV of the SFO.

There is no service agreement entered into between Mr. Lu and the Company. He is entitled to receive a director’s fee of HK\$210,000 per annum. Such fees are determined by reference to the industry benchmark as reviewed by the Remuneration Committee from time to time.

Save for the information disclosed above, there are no other matters relating to Mr. Lu’s re-election that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. LEUNG Pak To, Francis

Independent Non-Executive Director and member of the Audit Committee, Remuneration Committee and Nomination Committee

(Appointed on 15 March 1996 ~ Present)

Mr. Leung, aged 57, has over 30 years of experience in corporate finance involving in capital raisings, mergers and acquisitions, corporate restructuring and reorganisation, investments and other general corporate finance advisory activities in Hong Kong and China. He is the chairman and a non-executive director of Imagi International Holdings Limited and a non-executive director of Sun Hung Kai & Co. Limited. In 1980, he graduated with a master's degree in business administration from University of Toronto, Canada.

Mr. Leung, who has served the Board for more than 9 years, confirmed that he has satisfied all criteria for independence set out in Rule 3.13 of the Listing Rules.

As at the Latest Practicable Date, Mr. Leung does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. He has a personal interest in 216,000 share options representing 0.02% of the total issued share capital of the Company. Save as aforesaid, he has no other interests in the Shares within the meaning of Part XV of the SFO.

There is no service agreement entered into between Mr. Leung and the Company. He is entitled to receive a director's fee of HK\$231,000 per annum and fees for serving on the respective Board committees of the Company totaling HK\$140,000 per annum for the time being. Such fees are determined by reference to the industry benchmark as reviewed by the Remuneration Committee from time to time.

Save for the information disclosed above, there are no other matters relating to Mr. Leung's re-election that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF 2012 ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the annual 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 Friday, 25 May 2012 at 3:00 p.m. for the following purposes:–

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2011 together with the reports of the directors and the auditor thereon.
2. To declare a final dividend.
3. To re-elect Directors and authorize the Board of Directors to fix the Directors’ remuneration.
4. To re-appoint auditor and authorize the Board of Directors to fix the auditor’s remuneration.

To consider as special business, and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT:**

- A. subject to paragraph (B) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- B. the aggregate nominal amount of the share capital of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (A) of this resolution shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and

NOTICE OF 2012 ANNUAL GENERAL MEETING

C. for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or
- iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meetings.”

6. **“THAT:**

- A. subject to paragraph (C) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- B. the approval in paragraph (A) of this resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- C. the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription or conversion rights attaching to any warrants, convertible bonds or other securities issued by the Company which are convertible into shares of the Company, (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to the eligible participants of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF 2012 ANNUAL GENERAL MEETING

D. for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or
- iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meetings.”

“Rights Issue” means an offer of shares open for a period fixed by the Company or by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

7. “**THAT**, conditional upon the passing of Resolutions numbered 5 and 6 set out in the notice convening this meeting, the aggregate nominal amount of the shares which are repurchased or otherwise acquired by the Company pursuant to resolution numbered 5 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to resolution numbered 6, provided that such an amount shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.”

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

NOTICE OF 2012 ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the annual general meeting 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. In order to be valid, a proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that 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 for holding the meeting or adjourned meeting or poll (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person if he is subsequently able to be present and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. For the purpose of determining shareholders' eligibility to attend and vote at the 2012 Annual General Meeting, 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.
4. For the purpose of determining shareholders' entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 31 May 2012 to Friday, 1 June 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 Wednesday, 30 May 2012.
5. Please refer to the shareholders' circular dated 20 April 2012 for details of the business to be transacted at the 2012 Annual General Meeting.