



上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

Second Form of Proxy for use at the Annual General Meeting to be held on 25 May 2012

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of HK\$0.10 each in the share 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 Annual General Meeting (and at any adjournment thereof) of the Company 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. (the “2012 Annual General Meeting”) for the purpose of considering and, if thought fit, passing the Resolutions set out in the notice and the supplemental notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below^(Note 4).

Resolutions	For	Against
1. To adopt the audited consolidated Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2011.		
2. To declare a final dividend.		
3. a. To re-elect Mr. Teng Yi Long as Director.		
b. To re-elect Mr. Lu Ming Fang as Director.		
c. To re-elect Mr. Lu Shen as Director.		
d. To re-elect Mr. Leung Pak To, Francis as Director.		
e. To authorize the Board to fix the Directors’ remuneration.		
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and to authorize the Directors to fix Auditor’s remuneration.		
5. To give a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital.		
6. To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital.		
7. To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		

Date this _____ day of _____ 2012 Signed: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- 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 SECOND FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes 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.
- This second form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this second form of proxy together with the power of attorney or other authority under which it is signed or a notarially certified copy thereof, 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(s) or poll (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the second form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish, in such event, the instrument appointing a proxy shall be revoked.
- This second form of proxy is available for viewing on the HKExnews website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company’s website at www.sihl.com.hk.

IMPORTANT: A SHAREHOLDER OF THE COMPANY (THE “SHAREHOLDER”) WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THIS NOTICE OF THE MEETING DATED 20 APRIL 2012 (THE “FIRST PROXY FORM”) SHOULD NOTE THAT:

- if no second form of proxy is lodged with the Company’s share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the 2012 Annual General Meeting including the resolution for the re-election of Mr. Lu Shen as a director of the Company set out in this supplemental circular;
- if this second form of proxy is lodged with the Company’s share registrar 48 hours prior to the time appointed for holding the 2012 Annual General Meeting (the “Closing Time”), such second form of proxy, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- if this second form of proxy is lodged with the Company’s share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no second form of proxy was lodged with the Company’s share registrar.