

---

**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this supplemental 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 (the “**Company**”), you should at once hand this supplemental circular and the accompanying second 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 the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

---



**上海實業控股有限公司**

**SHANGHAI INDUSTRIAL HOLDINGS LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 363)**

**SUPPLEMENTAL CIRCULAR  
TO SHAREHOLDERS RELATING TO  
RE-ELECTION OF DIRECTORS  
AND  
SUPPLEMENTAL NOTICE OF 2012 ANNUAL GENERAL MEETING**

---

This supplemental circular should be read together with the circular issued by the Company to the Shareholders dated 20 April 2012 (the “**Circular**”) and the notice convening an annual general meeting 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.. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular for use at the annual general meeting.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying Second Proxy Form 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 the holding of the meeting. Completion and return of a valid Second Proxy Form will revoke and supersede the First Proxy Form, but will not preclude you from attending and voting at the 2012 Annual General Meeting should you so wish.

8 May 2012



---

## CONTENTS

---

	<i>Page</i>
<b>Letter from the Board</b>	
– Introduction . . . . .	1
– Proposed re-election of Directors . . . . .	2
– Supplemental Notice of 2012 Annual General Meeting and Second Proxy Form . . . . .	3
– Recommendation . . . . .	3
– Responsibility statement. . . . .	4
– General . . . . .	4
<b>Appendix – Second Proxy Form . . . . .</b>	<b>5</b>
<b>Supplemental Notice of 2012 Annual General Meeting . . . . .</b>	<b>6</b>

---

## LETTER FROM THE BOARD

---



上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

***Executive Directors:***

Mr. Teng Yi Long (*Chairman*)

Mr. Zhou Jie (*Vice Chairman and  
Chief Executive Officer*)

Mr. Lu Ming Fang

Mr. Lu Shen (*Executive 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

8 May 2012

*To all Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR  
TO SHAREHOLDERS RELATING TO  
RE-ELECTION OF DIRECTORS  
AND**

**SUPPLEMENTAL NOTICE OF 2012 ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the Circular which contains, among other matters, information relating to the re-election of Directors at the 2012 Annual General Meeting. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The Company announced on 25 April 2012 that Mr. Lu Shen (“**Mr. Lu**”) has been appointed as an Executive Director. In accordance with Article 92 of the Articles of Association of the Company, Mr. Lu will retire at the next annual general meeting of the Company and, being eligible, will offer himself for re-election.

---

## LETTER FROM THE BOARD

---

The purpose of this supplemental circular is to provide you with further information relating to the re-election of Directors, and to give you the supplemental notice of 2012 Annual General Meeting and the Second Proxy Form.

### PROPOSED RE-ELECTION OF DIRECTORS

The Board appointed Mr. Lu as an Executive Director with effect from 25 April 2012. Details of such appointment were set out in the announcement of the Company dated 25 April 2012.

According to Article 92 of the Articles of Association of the Company, any Director appointed to fill a casual vacancy shall hold office only until the next following annual general meeting of the Company. However, a retiring Director shall be eligible for re-election. Being eligible, Mr. Lu will offer himself for re-election as Director.

Mr. Lu, aged 55, is the chairman of Shanghai Industrial Development Co., Ltd. (“**SI Development**”), the shares of which are listed in the Shanghai Stock Exchange. He is also an executive director and the executive vice president of Shanghai Industrial Investment (Holdings) Co. Ltd. and a non-executive director of Shanghai Pharmaceuticals Holding Co., Ltd. (“**SPH**”), the shares of which are listed in The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Shanghai Stock Exchange. Mr. Lu joined the Group as an executive director of SIIC Medical Science and Technology (Group) Limited in September 2003. He graduated from Shanghai Technology University with a bachelor’s degree in wireless engineering and obtained a master’s degree in business administration from Shanghai Jiaotong University, and is designated a senior economist. Mr. Lu was an executive director of the Company, the chairman of Shanghai City Hotel, a director and deputy general manager of SIIC Real Estate Holdings (Shanghai) Co., Ltd., a director and general manager of Shanghai Industrial United Holdings Co., Ltd., the chairman of Shanghai Far East International Bridge Construction Co., Ltd. and the president of SI Development. He has extensive working experience in corporate management.

Save as disclosed above, as at 4 May 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein (the “**Latest Practicable Date**”), Mr. Lu did not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company, and did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Lu held 1,350,000 share options granted by the Company under the share option scheme adopted by the Company on 31 May 2002, which entitled him to subscribe for 1,350,000 ordinary shares in the Company and also held 6,440 A shares in SPH. Save as disclosed above, as at the Latest Practicable Date, Mr. Lu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date, no directors' service agreement was entered into between Mr. Lu and the Company. Mr. Lu will be entitled to receive a salary from the Company subject to the approval by the remuneration committee of the Company and currently receives a director's emolument of RMB714,000 from a subsidiary of the Company. 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 salary is determined by reference to the factors such as the Company's operating performance, industry benchmark and job responsibilities.

Save as disclosed above, as at the Latest Practicable Date, there were no other matters concerning the appointment of Mr. Lu that needed to be brought to the attention of the Shareholders and there was no other information relating to the appointment of Mr. Lu that was required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

### **SUPPLEMENTAL NOTICE OF 2012 ANNUAL GENERAL MEETING AND SECOND PROXY FORM**

Since both the notice of 2012 Annual General Meeting and form of proxy ("**First Proxy Form**") sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Lu as Director, a supplemental notice of 2012 Annual General Meeting has been set out on pages 6 and 7 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

Whether or not you intend to attend the 2012 Annual General Meeting, you are requested to complete and return the accompanying Second Proxy Form 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 2012 Annual General Meeting.

Special arrangements about completion and submission of the Second Proxy Form are also set out in the Appendix to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the 2012 Annual General Meeting are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the First Proxy Form and/or Second Proxy Form will not preclude you from attending and voting at the 2012 Annual General Meeting if you so wish.

### **RECOMMENDATION**

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of Mr. Lu as Director as set out in this supplemental circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2012 Annual General Meeting.

---

## LETTER FROM THE BOARD

---

### RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2012 Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Shanghai Industrial Holdings Limited**  
**TENG YI LONG**  
*Chairman*

**SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE SECOND PROXY FORM**

A Shareholder who has not yet lodged the First Proxy Form with the Company's share registrar is requested to lodge the Second Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the 2012 Annual General Meeting on its/his/her behalf. In this case, the First Proxy Form should **not** be lodged with the Company's share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's share registrar should note that:

- (i) if no Second Proxy Form 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 as Director set out in this supplemental circular;
- (ii) if the Second Proxy Form 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**"), the Second Proxy Form, 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
- (iii) if the Second Proxy Form 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 Proxy Form was lodged with the Company's share registrar.

Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting at the 2012 Annual General Meeting if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the 2012 Annual General Meeting are requested to pay attention to the special arrangements set out above.



**上海實業控股有限公司**

**SHANGHAI INDUSTRIAL HOLDINGS LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 363)**

**SUPPLEMENTAL NOTICE OF  
2012 ANNUAL GENERAL MEETING**

**This notice is supplemental to the notice of 2012 annual general meeting (the “2012 AGM Notice”)** published on 20 April 2012 by the Company to convene the annual general meeting (the “**2012 AGM**”) of the Company 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.

Details of the proposed resolutions to be considered at the 2012 AGM were stated in the 2012 AGM Notice. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 20 April 2012. Apart from the amendments stated below, all the information contained in the 2012 AGM Notice remains valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 8 May 2012, resolution numbered 3 stated in the 2012 AGM Notice should be deleted in its entirety and replaced by the following:

3. To re-elect the following retiring Directors:

- (i) Mr. Teng Yi Long
- (ii) Mr. Lu Ming Fang
- (iii) Mr. Lu Shen
- (iv) Mr. Leung Pak To, Francis

and to authorize the Board of Directors to fix the Directors' remuneration.

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

Hong Kong, 8 May 2012



---

## SUPPLEMENTAL NOTICE OF 2012 ANNUAL GENERAL MEETING

---

*Notes:*

1. A second form of proxy (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 8 May 2012 (the “**Supplemental Circular**”). Please refer to the appendix to the Supplemental Circular for special arrangements about completion and submission of the Second Proxy Form.
2. Please refer to the 2012 AGM Notice for details of the other ordinary resolutions to be passed at the 2012 Annual General Meeting, closure of register of members and eligibility for attending the 2012 Annual General Meeting, proxy and other relevant matters.