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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

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.

As at the date of this notice, the Board comprises:

Executive Directors:

Mr. Teng Yi Long, Mr. Zhou Jie, Mr. Lu Ming Fang, Mr. Lu Shen, 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