

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) 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 Tuesday, 21 May 2013 at 3:30 p.m. (or as 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 an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

(A) subject to and conditional upon the approval by:

1. the shareholders of Shanghai Industrial Urban Development Group Limited (“**SIUD**”, the Company’s subsidiary that is listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) at its forthcoming annual general meeting of its new share option scheme, the principal terms of which are set out in the circular dated 18 April 2013 issued by the Company under “Appendix – Summary of Principal Terms of, and Other Information on, the SIUD Share Option Scheme” and the terms of which are set out in the printed document produced to this meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification (the “**New SIUD Share Option Scheme**”); and
2. the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the ordinary shares of HK\$0.04 each in the share capital of SIUD (the “**SIUD Shares**”) to be issued pursuant to the exercise of the share options which may be granted under the New SIUD Share Option Scheme,

the New SIUD Share Option Scheme be and is hereby approved to be the share option scheme for SIUD, and that the board of directors of SIUD be and is hereby authorized 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 effect to the New SIUD Share Option Scheme, including but without limitation to:

- (a) administer the New SIUD Share Option Scheme under which share options will be granted to participants eligible under the New SIUD Share Option Scheme to subscribe for SIUD Shares;
 - (b) modify and/or amend the SIUD Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New SIUD Share Option Scheme relating to modification and/or amendment;
 - (c) issue and allot from time to time such number of SIUD Shares as may be required to be issued and allotted pursuant to the exercise of the share options under the New SIUD Share Option Scheme;
 - (d) make application at appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued SIUD Shares may for the time being be listed, for listing of, and permission to deal in, any SIUD Shares which may from time to time be issued and allotted pursuant to the exercise of the share options under the New SIUD Share Option Scheme;
 - (e) 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 New SIUD Share Option Scheme; and
- (B) any one director 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, desirable or expedient in order to give effect to the New SIUD Share Option Scheme notwithstanding that he may be interested in the same.”

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

Hong Kong, 18 April 2013

Registered Office:
26th Floor, Harcourt House,
39 Gloucester Road,
Wanchai, Hong Kong.

Notes:

- (1) A shareholder entitled to attend and vote at 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, then 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 authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised 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 notarially 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 on Monday, 20 May 2013, and no transfer of shares will be effected on that day. 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 Thursday, 16 May 2013.
- (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.

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

Executive Directors:

Mr. Teng Yi Long, Mr. Zhou Jie, Mr. Lu Shen, Mr. Zhou Jun, Mr. Xu Bo and Mr. Qian Yi

Independent Non-Executive Directors:

Dr. Lo Ka Shui, Prof. Woo Chia-Wei, Mr. Leung Pak To, Francis and Mr. Cheng Hoi Chuen, Vincent