



上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

Form of Proxy for use at the Extraordinary General Meeting to be held on 21 May 2013

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 Extraordinary General Meeting of the Company (and at any adjournment thereof) to 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 the Resolution set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our own name(s) in respect of the Resolution as indicated below.

Resolution	For ^(note 4)	Against ^(note 4)
To approve the New SIUD Share Option Scheme (as defined in the circular of the Company dated 18 April 2013) and authorise any one director of the Company to do all necessary and desirable acts in order to give effect to the New SIUD Share Option Scheme		

Dated this _____ day of _____ 20____

Signed ^(note 5) _____

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 form of proxy will be deemed to relate to all the shares in the capital of 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, initial the alteration and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** If no direction is given in respect of a resolution, your proxy may vote or abstain as he/she thinks fit in respect of that resolution. 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 form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
- If more than one of the joint holders is present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the register of members of the Company in respect of the relevant shares will alone be entitled to vote in respect of them.
- To be valid, this form of proxy together with any 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 Meeting or adjourned meeting(s).
- 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 form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- This form of proxy is also available for viewing and downloading 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.