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

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**If you are in any doubt** as to any aspect of this 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, you should at once hand this circular and the accompanying 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 transferee.

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**上海實業控股有限公司**  
**SHANGHAI INDUSTRIAL HOLDINGS LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 363)**

**PROPOSED GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF 2013 ANNUAL GENERAL MEETING**

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A notice convening the 2013 Annual General Meeting of Shanghai Industrial Holdings Limited to be held at the Conference Room of the Company at 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Tuesday, 21 May 2013 at 3:00 p.m., is set out on pages 16 to 19 of this circular.

Whether or not you are able to attend the meeting, please complete and return the accompanying form of proxy 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 meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the 2013 Annual General Meeting if you so wish.

18 April 2013



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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

<b>Term</b>	<b>Meaning</b>
“2013 Annual General Meeting”	the annual general meeting of the Company to be held on Tuesday, 21 May 2013 at 3:00 p.m. at the Conference Room of the Company at 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong;
“Annual Report”	the annual report 2012 of the Company being despatched to the Shareholders on or about Thursday, 18 April 2013;
“Board”	the board of Directors of the Company;
“Company”	Shanghai Industrial Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Connected Person”	a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined under the Listing Rules);
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general and unconditional mandate to allot, issue and deal with Shares (and securities exercisable or convertible into Shares) with an aggregate nominal value not exceeding 20 percent of the aggregate nominal amount of the Shares in issue at the date of passing of the resolution;
“Latest Practicable Date”	12 April 2013 which is the latest practicable date prior to the printing of this circular for ascertaining certain information contained in it;
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange;

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## DEFINITIONS

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“Notice”	the notice convening the 2013 Annual General Meeting dated 18 April 2013 as set out on pages 16 to 19 of this circular;
“Repurchase Mandate”	the general and unconditional mandate to exercise all powers of the Company to repurchase issued and fully-paid Shares not exceeding 10 percent of the aggregate nominal amount of the Shares in issue at the date of passing of the resolution;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	registered holder(s) of the Share(s);
“SIIC”	Shanghai Industrial Investment (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong.

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## LETTER FROM THE CHAIRMAN

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上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

### Directors

#### *Executive Directors:*

Mr. Teng Yi Long (*Chairman*)

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

Mr. Lu Shen (*Executive Deputy CEO*)

Mr. Zhou Jun (*Deputy CEO*)

Mr. Xu Bo (*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

Mr. Cheng Hoi Chuen, Vincent

18 April 2013

*To all Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF 2013 ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information in connection with the convening of the 2013 Annual General Meeting and explanation in connection with the matters to be dealt with at the 2013 Annual General Meeting.

The Notice is set out on pages 16 to 19 of this circular.

Shareholders are advised to read the Notice and to complete and return the accompanying form of proxy for use at the 2013 Annual General Meeting in accordance with the instructions printed thereon.

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## LETTER FROM THE CHAIRMAN

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For the purpose of determining Shareholders' eligibility to attend and vote at the 2013 Annual General Meeting, the register of members of the Company will be closed on Monday, 20 May 2013, 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.

Pursuant to the Listing Rules, all resolutions put to vote at the 2013 Annual General Meeting shall be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

### **BUSINESS OF 2013 ANNUAL GENERAL MEETING**

#### ***Resolution (1) – Receiving the audited consolidated financial statements***

The audited consolidated financial statements of the Company for the year ended 31 December 2012 together with the reports of the directors and the auditor were set out in the Annual Report, and were sent together with this circular to the Shareholders on the same date.

The audited consolidated financial statements have been audited by Deloitte Touche Tohmatsu and reviewed by the audited committee of the Company.

#### ***Resolution (2) – Declaration of final dividend***

The Board of Directors has recommended a final dividend of HK58 cents (2011: HK58 cents) per share. Together with the interim dividend of HK50 cents (2011: HK50 cents) per share paid during the year, total dividends for the year ended 31 December 2012 amounted to HK108 cents (2011: HK108 cents) per share.

Subject to approval by the Shareholders at the 2013 Annual General Meeting, the final dividend will be paid on or about Thursday, 6 June 2013 to Shareholders whose names appear on the register of members of the Company on Monday, 27 May 2013.

For the purpose of determining Shareholders' entitlement to the final dividend, the register of members of the Company will be closed on Monday, 27 May 2013, 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 Friday, 24 May 2013.

#### ***Resolution (3) – Re-election of Directors and determination of Directors' remuneration***

In accordance with Article 101 of the Articles of Association of the Company, Mr. Qian Yi, Dr. Lo Ka Shui and Prof. Woo Chia-Wei shall retire at the 2013 Annual General Meeting and, being eligible, have offered themselves for re-election.

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## LETTER FROM THE CHAIRMAN

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The Board appointed Mr. Cheng Hoi Chuen, Vincent as an Independent Non-Executive Director and Mr. Xu Bo as an Executive Director on 13 November 2012 and 28 December 2012 respectively. Details of such appointment were set out in the respective announcements of the Company dated 13 November 2012 and 28 December 2012.

According to Article 92 of the Articles of Association of the Company, any Director appointed to fill a casual vacancy or as an addition to the Board 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. Cheng and Mr. Xu will offer themselves for re-election as Directors.

Also, pursuant to the code provisions set out in the Corporate Governance Code of Appendix 14 to the Listing Rules, if an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders. Dr. Lo Ka Shui and Prof. Woo Chia-Wei have acted as Independent Non-Executive Directors of the Company since March 1996, serving the Board for more than 9 years. Separate resolutions will be proposed for their re-election at the 2013 Annual General Meeting.

The Board considers that Dr. Lo Ka Shui, Prof. Woo Chia-Wei and Mr. Cheng Hoi Chuen, Vincent remain independent as they have satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Shareholders are recommended to vote in favour of re-election of Mr. Xu Bo, Mr. Qian Yi, Dr. Lo Ka Shui, Prof. Woo Chia-Wei and Mr. Cheng Hoi Chuen, Vincent as the Board believes that their qualifications and extensive experience are of great value to the Board. Their biographical details and other information which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

The remuneration committee has made recommendation to the Board on the directors' remuneration for the year ending 31 December 2013, and the basis of determining the directors' remuneration is set out in the corporate governance report of the Annual Report.

### ***Resolution (4) – Re-appointment of auditor and determination of auditor's remuneration***

The audit committee has recommended to the Board for the re-appointment of Deloitte Touche Tohmatsu as auditor of the Company until the conclusion of the next annual general meeting.

Shareholders' approval to delegate the authority to the Directors to determine the auditor's remuneration for the year ending 31 December 2013 is required at the 2013 Annual General Meeting.

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## LETTER FROM THE CHAIRMAN

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### ***Resolution (5) – General mandates to repurchase shares***

At the annual general meeting held on 25 May 2012, a general mandate was given to the Directors to repurchase Shares up to a maximum of 10 percent of the issued share capital of the Company at the date of passing of the ordinary resolution. Such mandate will lapse at the conclusion of the 2013 Annual General Meeting. An ordinary resolution set out in the Notice will be proposed at the 2013 Annual General Meeting to grant the Repurchase Mandate to the Directors.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,080,875,000 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2013 Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 108,087,500 Shares, representing 10 percent of the issued Shares as at the Latest Practicable Date.

The Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles of Association of the Company to be held or until the Repurchase Mandate are revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

### ***Resolutions (6) and (7) – General mandates to issue shares***

At the annual general meeting held on 25 May 2012, a general mandate was given to the Directors to allot, issue and deal with Shares (and securities exercisable or convertible into Shares) not exceeding 20 percent of the issued share capital of the Company at the date of passing of the ordinary resolution. The unused portion of the mandate will expire at the conclusion of the 2013 Annual General Meeting. Two ordinary resolutions will be proposed at the meeting to grant the Issue Mandate to the Directors and to extend the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate respectively.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,080,875,000 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2013 Annual General Meeting, the Company would be allowed under the Issue Mandate to issue a maximum of 216,175,000 Shares, representing 20 percent of the issued Shares as at the Latest Practicable Date.

The Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles of Association of the Company to be held or until the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

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## LETTER FROM THE CHAIRMAN

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### RECOMMENDATION

The Directors consider that the above proposals are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the above resolutions to be proposed at the 2013 Annual General Meeting.

On behalf of the Board

**TENG YI LONG**

*Chairman*

This explanatory statement contains all the information required under the Listing Rules for you to consider the Repurchase Mandate.

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

### **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,080,875,000 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2013 Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 108,087,500 Shares, representing 10 percent of the issued Shares as at the Latest Practicable Date.

### **REASONS FOR REPURCHASE OF SHARES**

The Directors have no present intention to repurchase any Shares and, whilst it is not possible to anticipate in advance those circumstances in which the Directors might think it appropriate to repurchase Shares, Shares would only be purchased in circumstances where the Directors consider that the purchase would be in the interests of the Company and the Shareholders. Such purchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of earnings per Share.

### **SOURCE OF FUNDS**

It is proposed that repurchases of Shares under the Repurchase Mandate would be financed from internal funds and available banking facilities of the Company. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with all applicable laws of Hong Kong and the memorandum and articles of association of the Company.

### **WORKING CAPITAL OR GEARING POSITION**

If the Repurchase Mandate was exercised in full at any time during the proposed repurchase period, it would not have a material adverse impact on the working capital of the Company or its gearing position (as compared with the position disclosed in the Company's published audited accounts for the year ended 31 December 2012). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital of the Company or its gearing position (as compared with the position disclosed in the Company's published audited accounts for the year ended 31 December 2012) which in the opinion of the Directors are from time to time appropriate for the Company.

**DIRECTORS AND THEIR ASSOCIATES**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates (as defined under the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

**CONNECTED PERSONS**

No Connected Persons have notified the Company that they have a present intention to sell any Shares (in issue or to be issued) to the Company or have undertaken not to do so, in the event that the Company is authorized to make repurchases of Shares.

**UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the proposed resolution in accordance with the Listing Rules, all applicable laws of Hong Kong and the regulations set out in the memorandum and articles of association of the Company.

**EFFECT OF TAKEOVERS CODE**

If, as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and the provisions may otherwise apply as a result of any such increase.

As at the Latest Practicable Date, SIIC through its subsidiaries, namely Shanghai Investment Holdings Limited, SIIC Capital (B.V.I.) Limited, SIIC Treasury (B.V.I.) Limited, Shanghai Industrial Financial (Holdings) Company Limited, SIIC Trading Company Limited, Billion More Investments Limited, South Pacific International Trading Limited, The Tien Chu Ve-Tsin (Hong Kong) Company Limited and SIIC CM Development Limited held 500,573,748 shares, 80,000,000 shares, 17,646,000 shares, 13,685,000 shares, 2,351,000 shares, 1,219,000 shares, 650,000 shares, 300,000 shares and 10,000 shares respectively, and is accordingly deemed to be interested in the respective Shares totaling 616,434,748 shares held by the aforementioned companies, representing approximately 57.03 percent of the total issued share capital of the Company.

Assuming no changes in the aforementioned shareholdings of the respective companies, in the event that the Directors exercise in full the power to repurchase the Shares, the shareholding of SIIC would be increased from approximately 57.03 percent to approximately 63.37 percent. Such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. So the Directors do not aware of any consequences of any repurchase which would arise under the Takeovers Code. In addition, the Company will not purchase its Shares which will reduce the aggregate amount of the share capital of the Company in public hands to below 25 percent.

**SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months from the Latest Practicable Date are as follows:

<b>Month</b>	<b>Per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2012</b>		
April	26.25	23.55
May	26.40	21.30
June	22.25	20.05
July	21.80	20.25
August	22.60	20.90
September	23.45	21.20
October	25.90	23.00
November	26.00	24.85
December	27.25	25.10
<b>2013</b>		
January	28.15	26.55
February	27.65	24.60
March	25.55	23.00
April (up to the Latest Practicable Date)	24.70	23.30

**SHARE REPURCHASES**

No repurchases has been made by the Company of its Shares in the last six months prior to the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the 2013 Annual General Meeting as required under the Listing Rules:

**Mr. XU Bo**

*Executive Director, Deputy CEO and member of the Executive Committee*

(Appointed on 28 December 2012 ~ Present)

Mr. Xu, aged 50, is a vice president, the chief financial controller and the general manager of the finance and planning department of Shanghai Industrial Investment (Holdings) Company Limited, a director of Nanyang Brothers Tobacco Company, Limited and certain other subsidiaries of the Group. He holds a bachelor's degree and a master's degree in business administration and is designated a deputy professor. Mr. Xu was an executive deputy officer of the accounting department of Shanghai Lixin University of Commerce, a deputy general manager and chief financial officer of Shanghai Hualian Co., Ltd., an executive director, deputy general manager and chief financial officer of Shanghai Bailian Group Co., Ltd., a vice president of Bailian Group Co., Ltd. and a non-executive director of Lianhua Supermarket Holdings Co., Ltd. He has over 20 years' experience in accounting and corporate management.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. He has a personal interest in 600,000 share options representing 0.06% of the total issued share capital of the Company. Save as aforesaid, he has no other interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xu 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.

Save as disclosed above, Mr. Xu has a service agreement with the Company, pursuant to which, Mr. Xu is entitled to receive a basic salary of HK\$1,886,528 per annum (subject to review by the Remuneration Committee from time to time). 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 Director's emoluments are determined by reference to the factors such as the Company's operating performance, industry benchmark, time contributed by the Directors and job responsibilities.

Save as disclosed above, as at the Latest Practicable Date, there are no other matters relating to Mr. Xu's re-election that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. QIAN Yi*****Executive Director and Deputy CEO***

(Appointed on 11 November 2009 ~ Present)

Mr. Qian, aged 59, is a director of Shanghai Industrial Investment (Holdings) Company Limited, the chairman and general manager of Nanyang Brothers Tobacco Company, Limited, the chairman of The Wing Fat Printing Company, Limited and a director of certain other subsidiaries of the Group. He graduated from Fudan University with a bachelor's degree in enterprise management and obtained a master's degree in business administration from East China Normal University. He holds the designation of senior economist. Mr. Qian was appointed a Deputy CEO of the Company in July 2009. He served as the vice chairman and executive president of Shanghai Sunway Biotech Co., Ltd., deputy head of Shanghai Boiler Works Ltd., deputy chief economist of Shanghai Electric (Group) Corp. and the head of Shanghai Heavy Machinery Plant. He has extensive experience in enterprise management.

Save as disclosed above, as at the Latest Practicable Date, Mr. Qian does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. He has a personal interest in 1,350,000 share options representing 0.12% of the total issued share capital of the Company. Save as aforesaid, he has no other interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Qian 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. Qian has a service agreement with the Company, pursuant to which, Mr. Qian is entitled to receive a basic salary of HK\$1,886,528 per annum (subject to review by the Remuneration Committee from time to time). 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 Director's emoluments are determined by reference to the factors such as the Company's operating performance, industry benchmark, time contributed by the Directors and job responsibilities.

Save as disclosed above, as at the Latest Practicable Date, there are no other matters relating to Mr. Qian's re-election that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Dr. LO Ka Shui**

*Independent Non-Executive Director and chairman of the Remuneration Committee and Nomination Committee*

(Appointed on 15 March 1996 ~ Present)

Dr. Lo, aged 66, is the Chairman and Managing Director of Great Eagle Holdings Limited and the Chairman and Non-executive Director of Eagle Asset Management (CP) Limited (Manager of the publicly listed Champion Real Estate Investment Trust). He is an Independent Non-executive Director of Phoenix Satellite Television Holdings Limited, China Mobile Limited and City e-Solutions Limited. He had been a Non-executive Director of The Hongkong and Shanghai Banking Corporation Limited and Independent Non-executive Director of Winsor Properties Holdings Limited (now renamed as Vanke Property (Overseas) Limited) and Melco International Development Limited in the past three years. He is also a Vice President of The Real Estate Developers Association of Hong Kong, a Trustee of the Hong Kong Centre for Economic Research, the Chairman of The Chamber of Hong Kong Listed Companies and a member of the Exchange Fund Advisory Committee of Hong Kong Monetary Authority. He graduated from McGill University with a Bachelor of Science Degree and from Cornell University with a Doctor of Medicine (M.D.) Degree. He was certified in Internal Medicine and Cardiology. He has more than 30 years' experience in property and hotel development and investment both in Hong Kong and overseas.

Dr. Lo, who has served the Board for more than 9 years, confirmed that he has satisfied all criteria for independence set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, Dr. Lo does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. He has a personal interest in 766,560 Shares and 216,000 share options altogether representing 0.09% of the total issued share capital of the Company. He has also a personal interest in 4,000,000 H shares in Shanghai Pharmaceuticals Holding Co., Ltd. ("**Shanghai Pharmaceuticals**"), an associated corporation of the Company, representing 0.52% of the total issued share capital of H class of Shanghai Pharmaceuticals. Save as aforesaid, he has no other interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Lo 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, there is no service agreement entered into between Dr. Lo and the Company. He is entitled to receive a director's fee of HK\$231,000 per annum and fees for serving on the respective Board Committees of the Company totaling HK\$110,000 per annum. Such fees are determined by reference to the industry benchmark as reviewed by the Remuneration Committee from time to time.

Save for the information disclosed above, there are no other matters relating to Dr. Lo's re-election that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Prof. WOO Chia-Wei**

*Independent Non-Executive Director and member of the Audit Committee, Remuneration Committee and Nomination Committee*

(Appointed on 15 March 1996 ~ Present)

Prof. Woo, aged 75, is currently Senior Advisor of Shui On Holdings Limited and President Emeritus of the Hong Kong University of Science and Technology. In addition, Prof. Woo is an independent non-executive director of First Shanghai Investments Limited, a Hong Kong listed company. Prof. Woo had been an independent non-executive director of Lenovo Group Limited and Trony Solar Holdings Company Limited in the past three years.

Prof. Woo, who has served the Board for more than 9 years, confirmed that he has satisfied all criteria for independence set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, Prof. Woo does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. He has a personal interest in 216,000 share options representing 0.02% of the total issued share capital of the Company. Save as aforesaid, he has no other interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Prof. Woo 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, there is no service agreement entered into between Prof. Woo and the Company. He is entitled to receive a director's fee of HK\$231,000 per annum and fees for serving on the respective Board Committees of the Company totaling HK\$190,000 per annum. Such fees are determined by reference to the industry benchmark as reviewed by the Remuneration Committee from time to time.

Save for disclosed above, as at the Latest Practicable Date, there are no other matters relating to Prof. Woo's re-election that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. CHENG Hoi Chuen, Vincent**

*Independent Non-Executive Director, chairman of the Audit Committee and member of the Remuneration Committee and Nomination Committee*

(Appointed on 13 November 2012 ~ Present)

Mr. Cheng, aged 64, is the adviser to the group chief executive of HSBC Holdings plc and is also an independent non-executive director of Great Eagle Holdings Limited, MTR Corporation Limited, Hui Xian Asset Management Limited (manager of the publicly listed Hui Xian Real Estate Investment Trust), CLP Holdings Limited, China Minsheng Banking Corp., Ltd. and Wing Tai Properties Limited. He is the former chairman of The Hongkong and Shanghai Banking Corporation Limited, HSBC Bank (China) Company Limited and HSBC Bank (Taiwan) Limited. Mr. Cheng had been an executive director of HSBC Holdings plc, a non-executive director of HSBC China Dragon Fund and an independent non-executive director of Swire Properties Limited in the past three years.

Mr. Cheng is the chairman of the Independent Commission on Remuneration for Members of the Executive Council and the Legislature, and Officials under the Political Appointment System of the HKSAR and a member of the Advisory Committee on Post-service Employment of Civil Servants, a vice patron of Community Chest of Hong Kong and the chairman of the Council of The Chinese University of Hong Kong. He is also a senior adviser to the Beijing Municipal Committee of the Chinese People's Political Consultative Conference ("CPPCC") and was a member of the National Committee of the CPPCC. He was conferred the doctoral degree of social science, honoris causa, by The Chinese University of Hong Kong and the doctoral degree of business administration, honoris causa by The Open University. Mr. Cheng also holds a bachelor of social science degree in economics from The Chinese University of Hong Kong and a master of philosophy degree in economics from The University of Auckland, New Zealand.

Mr. Cheng confirmed that he has satisfied all criteria for independence set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheng does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company nor has any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cheng 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, there is no service agreement entered into between Mr. Cheng and the Company. He is entitled to receive a director's fee of HK\$231,000 per annum and fees for serving on the respective Board Committees of the Company totaling HK\$199,000 per annum. Such fees are determined by reference to the industry benchmark as reviewed by the Remuneration Committee from time to time.

Save for disclosed above, as at the Latest Practicable Date, there are no other matters relating to Mr. Cheng's re-election that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF 2013 ANNUAL GENERAL MEETING

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上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 363)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Shanghai Industrial Holdings Limited (the “**Company**”) will be held at the Conference Room of the Company at 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Tuesday, 21 May 2013 at 3:00 p.m. for the following purposes:–

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2012 together with the reports of the directors and the auditor thereon.
2. To declare a final dividend.
3. To re-elect the following retiring Directors:

(i) Mr. Xu Bo

(ii) Mr. Qian Yi

(iii) Dr. Lo Ka Shui

(iv) Prof. Woo Chia-Wei

(v) Mr. Cheng Hoi Chuen, Vincent

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

4. To re-appoint auditor and authorize the Board of Directors to fix the auditor’s remuneration.

To consider as special business, and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

5. **“THAT:**

- A. subject to paragraph (B) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for

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## NOTICE OF 2013 ANNUAL GENERAL MEETING

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this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- B. the aggregate nominal amount of the share capital of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (A) of this resolution shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and

- C. for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or
- iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meetings.”

6. **“THAT:**

- A. subject to paragraph (C) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- B. the approval in paragraph (A) of this resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- C. the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription or conversion rights attaching to any warrants, convertible bonds or other securities issued by the Company which are convertible into shares of the Company, (iii) any share option scheme or similar arrangement for the time being

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## NOTICE OF 2013 ANNUAL GENERAL MEETING

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adopted for the grant or issue to the eligible participants of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

D. for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or
- iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meetings.”

“Rights Issue” means an offer of shares open for a period fixed by the Company or by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

7. “**THAT**, conditional upon the passing of Resolutions numbered 5 and 6 set out in the notice convening this meeting, the aggregate nominal amount of the shares which are repurchased or otherwise acquired by the Company pursuant to resolution numbered 5 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to resolution numbered 6, provided that such an amount shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.”

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

Hong Kong, 18 April 2013

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## NOTICE OF 2013 ANNUAL GENERAL MEETING

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*Registered Office:*

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

*Notes:*

1. A member entitled to attend and vote at the annual general meeting 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. In order to be valid, a proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney 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 for holding the meeting or adjourned meeting or poll (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person if he is subsequently able to be present and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. For the purpose of determining shareholders' eligibility to attend and vote at the 2013 Annual General Meeting, the register of members of the Company will be closed on Monday, 20 May 2013, 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.
4. For the purpose of determining shareholders' entitlement to the final dividend, the register of members of the Company will be closed on Monday, 27 May 2013, 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 Friday, 24 May 2013.
5. Please refer to the shareholders' circular dated 18 April 2013 for details of the business to be transacted at the 2013 Annual General Meeting.