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(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

PROPOSED ADOPTION OF AMENDED ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Shanghai Industrial Holdings Limited (the “**Company**”) announces that a special resolution will be proposed at the extraordinary general meeting of the Company to be held on Wednesday, 28 May 2014 (the “**EGM**”) to delete the Memorandum of Association (the “**Existing Memorandum**”) and amend the Articles of Association (the “**Existing Articles**”) of the Company.

In order to take into account changes to company legislation resulting from the commencement of the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong Special Administrative Region of the People’s Republic of China) which came into operation on 3 March 2014, including, inter alia, the removal of the requirement to have a memorandum of association, the abolition of the par value regime, the reduction of the threshold requirement for members to demand a poll, the removal of the power to issue share warrants to bearers, the requirement for the board of directors to give reasons for declining to register a share transfer if requested by a transferee, the Board proposes to delete the Existing Memorandum in its entirety and adopt a new set of Articles (the “**Amended Articles**”) so as to bring the Amended Articles in line with the new Companies Ordinance.

A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the Amended Articles when compared with the Existing Articles together with a notice convening the EGM will be despatched to the shareholders of the Company on 15 April 2014.

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

Hong Kong, 14 April 2014

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

Executive Directors:

Mr. Wang Wei, Mr. Zhou Jie, Mr. Lu Shen, Mr. Zhou Jun, Mr. Ni Jian Da and Mr. Xu Bo

Independent Non-Executive Directors:

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