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(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary 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 Wednesday, 28 May 2014 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 following purpose:

SPECIAL RESOLUTION

“**THAT** the Articles of the Company in the form of the document marked “A” produced to this meeting and, for the purpose of identification, signed by the Chairman of this meeting, which restate the articles of association of the Company to reflect all of the proposed amendments referred to in appendix I to the shareholder’s circular of the Company dated 15 April 2014, be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and New Articles of Association of the Company with effect from the conclusion of this meeting.”

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

Hong Kong, 15 April 2014

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

Notes:

1. A member entitled to attend and vote at the extraordinary general meeting (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 (the “**Shareholder**”).
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 EGM, the register of members of the Company will be closed on Tuesday, 27 May 2014. 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 22nd Floor, Hopewell Centre, 83 Queen’s Road East, Hong Kong by 4:30 p.m. on Monday, 26 May 2014 for the transferee to be eligible to attend and vote at the EGM.
4. Please refer to the Shareholders’ circular dated 15 April 2014 for details of the business to be transacted at the EGM.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English language version shall prevail.

As at the date of this notice, 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