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(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of the extraordinary general meeting (the “**EGM**”) of Shanghai Industrial Holdings Limited (the “**Company**”) dated 24 October 2016, which set out the time and venue of the EGM and contains the resolution to be tabled before the EGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled at the Conference Room of the Company, 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 16 November 2016 for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company, in addition to the resolution set out in the notice of EGM dated 24 October 2016:

ORDINARY RESOLUTION

“**THAT** the re-election of Mr. Yuen Tin Fan, Francis as an independent non-executive Director of the Company be and is hereby approved.”

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

Hong Kong, 31 October 2016

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

Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies, if holding two or more shares, to attend and vote on his behalf. A 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, that one of the said persons so present whose name stands first on the Register of Members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
3. The register of members of the Company will be closed from Tuesday, 15 November 2016, to Wednesday, 16 November 2016, both days inclusive, during which period no transfer of shares will be effected. 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, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Monday, 14 November 2016 for the purpose of determining shareholders' eligibility to attend and vote at the EGM.
4. The supplemental proxy form for use at the EGM is enclosed with the supplemental circular dated 31 October 2016 to the shareholders.
5. In order to be valid, the supplemental 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 EGM or adjourned meeting or poll (as the case may be).
6. The supplemental form of proxy only serves as a supplement to the original proxy form for the EGM.
7. The supplemental form of proxy will not affect the validity of any form of proxy duly completed and delivered by you in respect of the resolution set out in the notice of the EGM dated 24 October 2016. If you have validly appointed a proxy to attend and act for you at the EGM but do not duly complete and deliver the supplemental form of proxy, your proxy will be entitled to vote at the discretion on the ordinary resolution set out in the supplemental notice of the EGM dated 31 October 2016. If you do not duly complete and deliver the original form of proxy for the EGM but have duly completed and delivered the supplemental form of proxy and validly appointed a proxy to attend and act for you at the EGM, your proxy will be entitled to vote at the discretion on the resolution set out in the notice of the EGM dated 24 October 2016.
8. If the proxy being appointed to attend the EGM under the supplemental form of proxy is different from the proxy appointed under the original form of proxy and both proxies attended the EGM, the proxy validly appointed under the original form of proxy shall be designated to vote at the EGM.
9. 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.
10. 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. Wang Wei, Mr. Zhou Jun, Mr. Lu Shen and Mr. Xu Bo

Independent Non-Executive Directors:

Prof. Woo Chia-Wei, Mr. Leung Pak To, Francis, Mr. Cheng Hoi Chuen, Vincent and Mr. Yuen Tin Fan, Francis