



上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

Supplemental Form of Proxy for use at the Extraordinary General Meeting to be held on 16 November 2016

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) 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 (and at any adjournment thereof) of the
Company (the “Meeting”) to be held at the Conference Room of the Company at 26th Floor, Harcourt House, 39 Gloucester
Road, Wanchai, Hong Kong on Wednesday, 16 November 2016 at 10:00 a.m. for the purpose of considering and, if thought
fit, passing the Resolution set out in the supplemental notice convening the said Meeting and at such Meeting (and at any
adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolution as indicated below ^(Note 4).

Resolution	For	Against
To consider and approve the re-election of Mr. Yuen Tin Fan, Francis as an independent non-executive Director of the Company		

Dated this _____ day of _____ 2016 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 supplemental form of proxy will be deemed to relate to all the shares in 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 and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS SUPPLEMENTAL FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. 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 supplemental notice convening the Meeting.
- This supplemental form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this supplemental form of proxy together with the power of attorney or other authority under which it is signed or a notarially certified copy thereof, 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(s) or poll (as the case may be).
- 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 supplemental 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 proxy form is the supplemental proxy form for the purpose of the supplemental resolution set out in the supplemental notice of the Meeting dated 31 October 2016 and only serves as a supplement to the original proxy form for the Meeting.
- This 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 Meeting dated 24 October 2016. If you have validly appointed a proxy to attend and act for you at the Meeting but do not duly complete and deliver this 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 Meeting dated 31 October 2016. If you do not duly complete and deliver the original form of proxy for the Meeting but have duly completed and delivered this supplemental form of proxy and validly appointed a proxy to attend and act for you at the Meeting, your proxy will be entitled to vote at the discretion on the resolution set out in the notice of the Meeting dated 24 October 2016.
- If the proxy being appointed to attend the Meeting under this supplemental form of proxy is different from the proxy appointed under the original form of proxy and both proxies attended the Meeting, the proxy validly appointed under the original form of proxy shall be designated to vote at the Meeting.
- This supplemental form of proxy is available for viewing 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.