
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the accompanying supplemental 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



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 CIRCULAR TO
THE CIRCULAR DATED 24 OCTOBER 2016**

**RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF
EXTRAORDINARY GENERAL MEETING**

This supplemental circular should be read together with the circular issued by the Company to the Shareholders dated 24 October 2016 and the notice convening the EGM dated 24 October 2016 (the “**EGM Notice**”). A supplemental notice of the EGM, which should be read in conjunction with the EGM Notice, is set out on pages 6 and 7 of this supplemental circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying supplemental 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 EGM (or any adjournment thereof). Completion and return of the supplemental form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish.

31 October 2016



CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Supplemental Notice of EGM	6

DEFINITIONS

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

“Board”	the board of Directors
“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
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held at the Conference Room, 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 16 November 2016
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	28 October 2016, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purposes of this supplemental circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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. Wang Wei (*Chairman*)

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

Mr. Lu Shen (*Executive Deputy CEO*)

Mr. Xu Bo (*Deputy CEO*)

Registered office:

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

Independent Non-Executive Directors:

Prof. Woo Chia-Wei

Mr. Leung Pak To, Francis

Mr. Cheng Hoi Chuen, Vincent

Mr. Yuen Tin Fan, Francis

31 October 2016

To all Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR DATED 24 OCTOBER 2016**

**RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF
EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this supplemental circular is to provide you with the supplemental notice of the EGM (set out on pages 6 and 7 of this supplemental circular) and provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution or abstain from voting at the EGM. This supplemental circular should be read together with the circular issued by the Company to the Shareholders dated 24 October 2016.

At the EGM, ordinary resolution will be proposed to approve the re-election of Mr. Yuen Tin Fan, Francis as an independent non-executive Director.

LETTER FROM THE BOARD

2. RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Yuen Tin Fan, Francis (“**Mr. Yuen**”) was appointed by the Board as an independent non-executive Director on 15 July 2016. In accordance with Article 92 of the Articles of Association of the Company, Mr. Yuen shall hold office until the EGM and, being eligible, has offered himself for re-election.

The Board considers Mr. Yuen remains independent as he has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Shareholders are recommended to vote in favour of the re-election of Mr. Yuen as the Board believes that his qualifications and extensive experience are of great value to the Board. His biographical details and other information which are required to be disclosed by the Listing Rules are summarised as follows:

Mr. Yuen Tin Fan, Francis

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

Mr. Yuen Tin Fan, Francis, aged 64, is currently the independent non-executive deputy chairman of Pacific Century Regional Developments Limited, the shares of which are listed in the Main Board of the Singapore Stock Exchange, and an independent non-executive director of Agricultural Bank of China Limited, the H shares of which are listed on the Main Board of the Hong Kong Stock Exchange and the A shares of which are listed on the A Shares Market of the Shanghai Stock Exchange, and China Foods Limited, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange, and China Chengxin International Credit Rating Co., Ltd. Mr. Yuen was formerly chief executive of The Stock Exchange of Hong Kong Limited (1988-1991), deputy chairman and executive director of the Pacific Century Group, deputy chairman and executive director of PCCW Limited and executive chairman of Pacific Century Insurance Holdings Limited.

Mr. Yuen holds a Bachelor of Arts degree in economics from the University of Chicago. He is a member of the Shanghai People’s Political Consultative Conference, the chairman of the board of trustees of the Hong Kong Centre for Economic Research, chairman of the advisory board of Ortus Capital Management Limited, and a member of the board of trustees of University of Chicago and Fudan University in Shanghai.

Mr. Yuen confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Yuen did not hold any directorships in any publicly listed companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date or held any other major appointments, and he does not hold any other positions with the Company or its subsidiaries as at the Latest Practicable Date.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Yuen does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company, and he does not have any interest in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no service agreement entered into between Mr. Yuen and the Company. The Company has issued a letter of appointment for Mr. Yuen, pursuant to which, he is entitled to receive a director's fee of HK\$250,000 per annum and fees for serving on the respective Board committees totalling HK\$190,000 per annum. Such fees are determined with reference to the industry benchmark as reviewed by the Remuneration Committee of the Company from time to time.

Save as disclosed above, as at the Latest Practicable Date, there were no other matters relating to Mr. Yuen'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.

3. EGM

The EGM of the Company will be held at the Conference Room, 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 16 November 2016. The supplemental notice of the EGM is set out on pages 6 and 7 of this supplemental circular.

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.

The supplemental form of proxy is for the purpose of the supplemental resolution set out in the supplemental notice of the EGM dated 31 October 2016 and only serves as a supplement to the original form of proxy for the EGM. 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 EGM Notice 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 EGM Notice dated 24 October 2016. If the proxy being appointed to attend the EGM under the supplemental form of proxy is different from the proxy appointed under the

LETTER FROM THE BOARD

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. Shareholders are advised to read the supplemental notice of the EGM and to complete and return the accompanying supplemental form of proxy for use at the EGM in accordance with the instructions printed thereon.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying supplemental 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 EGM (or any adjournment thereof). Completion and return of the supplemental form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish.

Pursuant to the Listing Rules, all resolutions put to vote at the EGM 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.

4. RECOMMENDATION

The Directors consider that the proposed resolution set out in the supplemental notice of the EGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
Shanghai Industrial Holdings Limited
WANG WEI
Chairman

SUPPLEMENTAL NOTICE OF EGM



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 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.”

Hong Kong, 31 October 2016

Registered office:

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

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

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.

SUPPLEMENTAL NOTICE OF EGM

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.