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*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 363)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Shanghai Industrial Holdings Limited (the “**Company**”) will be held 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:

### **ORDINARY RESOLUTION**

“**THAT**

- (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 30 September 2016 entered into between Shanghai Industrial Investment (Holdings) Company Limited (“**SIIC**”) (as vendor) and S.I. Infrastructure Holdings Limited (a wholly-owned subsidiary of the Company, as purchaser) in relation to the sale and purchase of 100% of the issued share capital of Yield Express Limited and all outstanding shareholder’s loans owing by S.I. infrastructure Bridge (Hong Kong) Limited to SIIC as at the date of completion of the Acquisition at the consideration of HK\$1,803,000,000 (the “**Acquisition**”) (a copy of which is produced to the meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification), and all transactions contemplated under or referred to in the Sale and Purchase Agreement and in connection therewith and any other agreements or documents in connection therewith be and are hereby approved, confirmed and/or ratified; and
- (b) any one director of the Company or the secretary be and is hereby authorised for and on behalf of the Company to do all such acts and things as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or assist any subsidiary of the Company to implement and/or give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection with the Sale and Purchase Agreement and/or any further agreement or document as mentioned in paragraph (a) of this resolution and/or the transactions contemplated thereunder and all other matters incidental thereto, including agreeing and making any modification, amendments, waivers, variations or extensions of the

Sale and Purchase Agreement and/or any further agreement or document as mentioned in paragraph (a) of this resolution and/or the transactions contemplated thereunder.”

Hong Kong, 24 October 2016

*Registered office:*

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

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

Hong Kong, 24 October 2016

Notes:

1. A shareholder of the Company entitled to attend and vote at the extraordinary general meeting (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. A form of proxy for use at the EGM is enclosed with the circular to the shareholders.
5. 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 EGM or adjourned meeting or poll (as the case may be).
6. 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.
7. 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*