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SHANGHAI MERCHANTS HOLDINGS LIMITED

上海商貿控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code 1104)

CHANGE OF COMPANY SECRETARY

The board of directors (the “Board”) of Shanghai Merchants Holdings Limited (the “Company”) announces a change of its company secretary (the “Company Secretary”). Ms. Li Wing Man (“Ms. Li”) had resigned as the Company Secretary with effect from 19 January 2006 and Mr. Ng Kwok Ping (“Mr. Ng”) had acted in her stead and was appointed as the Company Secretary on 15 February 2006. Mr. Ng is a qualified accountant and member of the Hong Kong Institute of Certified Public Accountants.

Ms. Li’s resignation was due to personal reasons. She confirmed that she has no claim against the Company whatsoever whether in respect of fees, remuneration or compensation for the loss of office. There is no other matter related to her resignation which need to be brought to the attention of The Stock Exchange of Hong Kong Limited or the shareholders of the Company.

The Board would like to welcome Mr. Ng to the new position and thank Ms. Li for her contribution in the past.

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Yue Jialin (Chairman) and Mr. Lau Yau Cheung, Brent and three independent non-executive directors namely Mr. Wong Wing Kuen, Albert , Mr. Tsui Robert Che Kwong and Mr. Wu Guo Jian.

By Order of the Board
Shanghai Merchants Holdings Limited
Yue Jialin
Chairman

Hong Kong, 15 February 2006

* *for identification purposes only*

“Please also refer to the published version of this announcement in The Standard”