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上海實業控股有限公司
SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock Code: 363)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual 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 on Thursday, 21 May 2026 at 3:00 p.m. for the following purposes::–

1. To receive, consider and adopt the audited consolidated financial statements of the Group for the year ended 31 December 2025 together with the reports of the Directors and the auditor of the Company thereon.

2. To approve the recommended final dividend of HK50 cents per Share for the year ended 31 December 2025 and special dividend of HK20 cents per Share.

3. To re-elect the following retiring Directors:

   a) Ms. Leng Wei Qing;
   b) Mr. Yao Jia Yong;
   c) Mr. Leung Pak To, Francis;

   and authorize the Board to fix the Directors' remuneration.

4. To re-appoint Ernst & Young as auditor of the Company and authorize the Board to fix its remuneration.

To consider as special business, and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. "**THAT:**

   A. subject to paragraph (B) of this Resolution, the exercise by the Directors during the

Relevant Period (as hereinafter defined) of all the powers of the Company to buy back ordinary shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

B. the total number of shares of the Company in issue which the Company is authorized to buy back pursuant to the approval in paragraph (A) of this resolution shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares, if any) at the date of the passing of this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and

C. for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

i. the conclusion of the next annual general meeting of the Company;

ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or

iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT:**

A. subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers (including any sale or transfer of treasury shares (if any)) be and is hereby generally and unconditionally approved;

B. the approval in paragraph (A) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

C. the total number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii)

the exercise of the subscription or conversion rights attaching to any warrants, convertible bonds or other securities issued by the Company which are convertible into shares of the Company, (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to the eligible participants of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

D. for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

i. the conclusion of the next annual general meeting of the Company;

ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; or

iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting."

"**Rights Issue**" means an offer of shares open for a period fixed by the Company or by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong)."

7. "**THAT**, conditional upon the passing of Resolutions numbered 5 and 6 set out in the notice convening this meeting, the total number of shares of the Company in issue which are bought-back or otherwise acquired by the Company pursuant to resolution numbered 5 shall be added to the total number of shares of the Company which may be issued pursuant to resolution numbered 6, provided that such an amount shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution."

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

Hong Kong, 17 April 2026

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

Notes:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. The proxy need not be a shareholder of the Company.

2. 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 or the Company's share registrar, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be). 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.

3. For the purpose of determining shareholders' eligibility to attend and vote at the annual general meeting, the register of members of the Company will be closed from Wednesday, 13 May 2026 and Thursday, 14 May 2026, 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 Investor Services Limited of 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Tuesday, 12 May 2026.

4. For the purpose of determining shareholders' entitlement to the final dividend and the special dividend, the register of members of the Company will be closed on Friday, 5 June 2026, and no transfer of shares will be effected on that day. As such, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited of 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Thursday, 4 June 2026 for the purpose of determining shareholders' entitlement to the final dividend and the special dividend.

5. Please refer to the shareholders' circular dated 17 April 2026 for details of the business to be transacted at the annual general meeting.

There will be NO distribution of gifts or service of refreshment at the annual general meeting.

As at the date of this notice, the Board comprises:

Executive Directors:
Ms. Leng Wei Qing, Mr. Zhang Qian, Mr. Yao Jia Yong and Mr. Xu You Li

Independent Non-Executive Directors:
Mr. Leung Pak To, Francis, Mr. Yuen Tin Fan, Francis, Prof. Zhang Qian and Mr. Tang, William Harry Jiasheng