

SHANGHAI INTERNATIONAL SHANGHAI GROWTH INVESTMENT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 770)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Basement 1, Monaco Room, Regal Hong Kong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong at 10:00 a.m. on April 25, 2007 for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended December 31, 2006.
2. To approve and declare a special final dividend for the year ended December 31, 2006.
3. To re-elect directors and to fix their remuneration.
4. To re-appoint auditors and to authorize the Board of Directors to fix their remuneration.

As special business, to consider and if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the manner in which the shares in the capital of the Company may be repurchased shall be at the discretion of the directors of the Company as they may from time to time see fit provided that such repurchases shall be effected by on-market purchases on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognized for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases and in accordance with the relevant rules of The Stock Exchange of Hong Kong Limited or such other exchange and the aggregate nominal amount of the shares in the capital of the Company which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval 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 law to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company 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 might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company 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 aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, (iii) 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 the aggregate of:
 - (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, plus
 - (ii) Subject to passing of the following Ordinary Resolution (7), the number of shares in the capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of shares in the capital of the Company in issue at the date of passing 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 law to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof as at that date (subject to such exclusions or other arrangements as the directors of the Company 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** the directors of the Company be and are hereby authorized to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution 6 in the notice of this meeting in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”

By Order of the Board
Andrew K. W. Liang
Company Secretary

Hong Kong, March 30, 2007

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint a proxy to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with a 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 lodged at the Company’s registrar in Hong Kong, Secretaries Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 24 hours before the time for holding the Meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting or any adjourned meeting should he so wish.
3. The register of members of the Company will be closed from April 19, 2007 to April 25, 2007, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed special final dividend and to determine entitlement to attend and vote at the Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s Registrar, Secretaries Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong for registration no later than 4:00 p.m. on April 18, 2007.
4. In relation to Resolution 3, the retiring directors standing for re-election at the Meeting are Mr. Ong, Ka Thai, Dr. Xue Wanxiang and Mr. Lin Bin. Biographical details of the above directors are disclosed in Appendix II to the circular (“Circular”) dated March 30, 2007 to be dispatched to members of the Company together with this notice and the 2006 Annual Report.
5. In relation to Resolution 5, an explanatory statement (as required by the Listing Rules) is set out in Appendix I to the Circular.

As at the date of this announcement, the Board comprises Mr. Wu Choi Sun, William and Dr. Xue Wanxiang as executive directors; Dr. Hua Min, Mr. Ong Ka Thai and Mr. Yick Wing Fat, Simon as independent non-executive directors; and Mr. Cai Nongrui, Mr. Chen Chi-chuan, Mr. Chiu Tak-chiang, Mr. Hu Jinggang, Mr. Lee Tien-chieh, Mr. Tseng Ta-mon, Mr. Lin Bin and Dr. Wang Changhong as non-executive directors.

“Please also refer to the published version of this announcement in the South China Morning Post”