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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 Ball Room, 1/F, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong at 10:30 a.m. on May 8, 2009 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, 2008.
2. To approve and declare a special final dividend for the year ended December 31, 2008.
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; and
- (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; and
- (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 Ordinary 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.”
- 8. As special business, to consider and if thought fit, pass the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“**THAT** the Articles of Association of the Company be and are hereby amended as follows:

- (a) By inserting the following new definition after “Company” under Article 2:

‘ “Corporate Communication”	shall have the meaning attributed to it under the Listing Rules.
“Company’s website”	means the website of the Company, the address or domain name of which has been notified to Members.’

- (b) By inserting the following new definition after “Special Resolution” under Article 2:

‘ “Statute”	means the Cayman Islands Companies Law (2007 Revision as amended) applying to or affecting the Company, its memorandum of association and/or these Articles.’
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- (c) By deleting the meaning of “Written” and “In Writing” under Article 2 in its entirety and substituting therefor the following:

‘ “Written” and “In Writing” include printing, lithography, photography and other modes of representing words or figures in a visible form, and include where the representation takes the form of electronic display, provided that the applicable Statute, rules and regulations are complied therewith.’

- (d) By inserting the following under Article 2:

‘In these Articles, section 8 of the Electronic Transactions Law (2003 Revision) of the Cayman Islands shall not apply.’

- (e) By deleting Article 12 in its entirety and replacing it with the following:

‘The registration of transfers may, on notice being given by advertisement in such one or more newspapers as the Board may determine or by any other means in accordance with the requirements of any Recognized Stock Exchange to that effect, be suspended at such times and for such periods as the Board may from time to time determine either generally or in respect of any class of shares or Warrants, provided always that such registration shall not be suspended for more than thirty days in any year (or such longer period as the Members of the Company may by Ordinary Resolution determine).’

- (f) By deleting Article 36(d) in its entirety and replacing it with the following:

‘The Register may, on notice being given by advertisement in such one or more newspapers as the Board may determine or by any other means in accordance with the requirements of any Recognized Stock Exchange to that effect be closed at such times and for such periods as the Board may from time to time determine either generally or in respect of any class of shares, provided that the Register shall not be closed for more than thirty days in any year (or such longer period as the Members may by Ordinary Resolution determine provided that such period shall not be extended beyond sixty days in any one year).’

- (g) By deleting Article 38 in its entirety and replacing it with the following:

‘For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any dividend, or in order to make a determination of Members for any other proper purpose, the Board of the Company may provide that the Register of Members shall on notice being given by advertisement in such one or more newspapers as the Board may determine or by any other means in accordance with the requirements of any Recognized Stock Exchange to that effect, be closed for such periods as the Board may from time to time determine either generally or in respect of any class of shares provided that the Register of Members shall not be closed for a period of more than thirty (30) days in any year or such longer period as the Members may by Ordinary Resolution determine provided that such period shall not be extended beyond sixty days in any one year. If the Register of Members shall be so closed for the purpose of determining Members entitled to notice of or to vote at a meeting of Members, the record date for such determination shall be any one day within the closure period of the Register of Members.’

- (h) By deleting the last sentence of Article 93 and substituting therefor the following:

‘Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at the meeting by ordinary resolution provided that any Director who so retires shall not be taken into account in determining which particular Director or the number of Directors to retire by rotation at such meeting in case he/she retires at an annual general meeting.’

- (i) By deleting Article 95 in its entirety and replacing it with the following:

‘The Company may by Ordinary Resolution at any time remove any Director (including a managing or other executive director but without prejudice to any claim for damages under any contract) and may by Ordinary Resolution appoint another person in this place.’

- (j) By deleting Article 98(b) in its entirety and replacing it with the following:

‘At each Annual General Meeting one-third of the Directors for the time being, (or, if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term or holding the office of Managing Director, Joint Managing Director or Deputy Managing Director, shall be subject to retirement by rotation at least once every three years or such other period as the Recognized Stock Exchange may from time to time prescribe.’

- (k) By deleting Article 133 in its entirety and replacing it with the following:

‘To the extent permitted by and subject to the compliance with the laws and regulations applicable to the Company, any notice or document (including any Corporate Communication) required to be given, issued, delivered or otherwise made available under these Articles, the Statute and all applicable regulations by the Company to any Member shall be in writing or by telex or facsimile message or in electronic format and may be served by the Company on any Member either:

- (a) by serving it personally on the Member;
- (b) by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered address as appears in the Register;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by sending or transmitting it to such electronic address provided by such Member to the Company or through other electronic medium;
- (e) by publishing it on the Company’s website provided that a notification of publication of the notice or document is sent to the relevant Member in the manner as prescribed in accordance with the requirements of the Recognized Stock Exchange;
- (f) by placing an advertisement in English in at least one English language newspaper or publication and in Chinese in at least one Chinese language newspaper or publication in accordance with these Articles and the applicable laws, rules and regulations; or

- (g) by sending or otherwise making it available to such Member through such other means to the extent permitted by and in accordance with the requirements of the Recognized Stock Exchange and all applicable laws and regulations.

In case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders whose name stands first in the Register in respect of the share shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.’

- (l) By deleting Article 134 in its entirety and replacing it with the following:

‘Subject to the requirements of the Recognized Stock Exchange and all applicable laws and regulations, any notice or document (including any Corporate Communication) given or issued by or on behalf of the Company shall be deemed to have been served in the following manner:

- (a) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery and in proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the notice, document or publication was so served or delivered shall be conclusive evidence of the service or delivery;
- (b) if sent by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into the post office situated within Hong Kong and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed, prepaid and put into the post office and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed, prepaid and put into the post office shall be conclusive evidence thereof;
- (c) if sent or transmitted by electronic transmission, shall be deemed to have been served on the day on which the notice or document is sent or transmitted;
- (d) if published on the Company’s website, shall be deemed to have been served on the day on which the notice of publication referred to in Article 133(e) is sent; or if later, the date on which the notice or document first appears on the Company’s website after the notice of publication is sent; or such other date as prescribed in accordance with the requirements of the Recognized Stock Exchange; or
- (e) if published as an advertisement in a newspaper or other publication, shall be deemed to have been served on the day on which the advertisement first so appears.’

- (m) By deleting Article 135 in its entirety and replacing it with the following:

‘Any notice or document (including any Corporate Communication) given or issued by or on behalf of the Company may be given either in the English language or the Chinese language or both, if permitted by and subject to due compliance with all applicable laws and regulations.’

(n) By deleting Article 136 in its entirety and replacing it with the following:

‘Any notice or document (including any Corporate Communication) served to any Member in pursuance of these Articles, the applicable laws and regulations shall, notwithstanding that Member be then deceased or bankrupt and whether or not the Company have notice of his decease or bankruptcy, be deemed to have been duly served in respect of any shares held by such Member whether held solely or jointly with other persons by such Member, until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his or her executors or administrators or trustee of the bankrupt and all persons (if any) jointly interested with him in any such share.’”

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

Hong Kong, March 27, 2009

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 notorially certified copy of that power of attorney or authority must be lodged at the Company’s Registrar in Hong Kong, Tricor 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 22, 2009 to May 8, 2009, 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 in Hong Kong, Tricor 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 21, 2009.
4. In relation to Resolution 3, the retiring directors standing for re-election at the Meeting are Mr. Chen Chi-chuan and Mr. Yick Wing Fat, Simon. Biographical details of the above directors are disclosed in Appendix II to the circular dated March 27, 2009 to be dispatched to members of the Company together with this notice and the 2008 Annual Report.
5. In relation to Resolution 5, an explanatory statement on share repurchase (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 Dr. WANG Ching, Mr. WU Bin, 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. LEE Tien-chieh, Mr. LIN Bin and Mr. TSENG Ta-mon as non-executive directors.