

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

**SHANGHAI INTERNATIONAL
SHANGHAI GROWTH INVESTMENT LIMITED**
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 770)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Extraordinary General Meeting**” or “**EGM**”) of Shanghai International Shanghai Growth Investment Limited (the “**Company**”) will be held at 15th Floor, Shanghai Industrial Investment Building, 48–62 Hennessy Road, Wanchai, Hong Kong on Tuesday, 26 November 2019 at 10:30 a.m., to consider and if thought fit, pass with or without amendments the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** the articles of association of the Company be amended by:

(a) deleting the existing Article 5(a) in its entirety, being:

“The principal investment objective of the Company is to achieve long term capital appreciation through direct investments in the Greater China Region, primarily in existing or newly established Sino-foreign equity joint ventures or co-operative joint venture enterprises, joint stock companies, wholly foreign-owned enterprises or other vehicles authorized under applicable law for foreign investment. This principal investment objective, which shall be adopted by the Board, shall not be amended in any material way for a period of three years from the date of adoption by the Board without the prior consent of an Ordinary Resolution in general meeting.”

and inserting in lieu thereof the following as the new Article 5(a):

“The principal investment objective of the Company is to achieve long term capital appreciation through investing in listed and unlisted equity and debt securities as well as in other financial instruments and investment vehicles (which are established or have significant operation(s) or business(es), primarily in the Greater China Region).”

- (b) deleting the existing Article 5(b) in its entirety, being:

“The Board may specify certain restrictions upon the investment policy of the Company, and shall specify such restrictions where required by the rules of any Recognised Stock Exchange upon which the Company’s Securities are listed. The Board will by resolution made or passed before or within a reasonable period after the adoption of these Articles specify initial restrictions upon the investment policy of the Company which, once adopted by the Board shall not be amended in any material way for a period of three years without the prior consent of Members by Ordinary Resolutions in general meeting.”

and inserting in lieu thereof with the following as the new Article 5(b):

“The Board may specify certain restrictions upon the investment policy of the Company, and shall specify such restrictions where required by the rules of any Recognised Stock Exchange upon which the Company’s securities are listed.”

- (c) deleting the definition of “Companies Ordinance” in Article 2, being:

““Companies Ordinance” means the Companies Ordinance Chapter 32 of the Laws of Hong Kong as in force at the time of adoption of these Articles.”

and inserting in lieu thereof the following new definition of “Companies Ordinance”:

““Companies Ordinance” means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as in force at the time of adoption of these Articles.”

- (d) deleting the definition of “Statute” in Article 2 being:

““Statute” means the Cayman Islands Companies Law (2010 Revision) applying to or affecting the Company, its memorandum of association and/or those Articles.”

and inserting in lieu thereof the following new definition of “Statute”:

““Statute” means the Companies Law, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and induces every other law incorporated therewith or substituted therefor, applying to or affecting the Company, its memorandum of association and/or these Articles.”

- (e) deleting the existing Article 69 in its entirety, being:

“The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the Registered Office (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the Meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date specified in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting or poll concerned.”

and inserting in lieu thereof the following as the new Article 69:

“The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the Registered Office (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than forty-eight hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the Meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date specified in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting or poll concerned.”

(f) deleting the existing Article 106 in its entirety, being:

“Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles and except as permitted under the Laws of the Cayman Islands the Company shall not, directly or indirectly:

- (a) make a loan to a Director or a director of its holding company (as defined in the Companies Ordinance); or*
- (b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or*
- (c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with the loan made by any person to that other company.”*

and inserting in lieu thereof the following new Article 106:

“Except as would be permitted by the Companies Ordinance if the Company were a company incorporated in Hong Kong, and except as permitted under the laws of the Cayman Islands, the Company shall not directly or indirectly:

- (a) make a loan or quasi-loan to a Director or his close associates or a director of any holding company of the Company or a body corporate controlled by such a director or Director; or*
- (b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director or a body corporate controlled by such a director or Director.”*

2. **“THAT** subject to the passing of special resolution set out in the Notice of the Extraordinary General Meeting, the Amended M&A of the Company having consolidated all previous amendments passed by the shareholders of the Company at general meetings and the proposed amendments referred to in the Notice of the Extraordinary General Meeting (to the extent each of such proposed amendments are approved by special resolution) and in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification, be approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts, deeds, and things and execute all documents he or she may, in his or her absolute discretion, deem fit, to effect and implement the adoption thereof.”

By Order of the Board
SHANGHAI INTERNATIONAL
SHANGHAI GROWTH INVESTMENT LIMITED
NG Yin Yuet Jenny
Company Secretary

Hong Kong, 1 November 2019

Notes:

1. A member entitled to attend and vote at the EGM 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. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be lodged with the share registrar of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time for holding the EGM or adjourned meeting, and in default the instrument of proxy shall not be treated as valid.
3. Completion and return of the instrument appointing a proxy will not preclude a member from attending and voting in person at the EGM or any adjourned meeting should he so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The record date for determining the right to attend and vote at the Company's EGM is Wednesday, 20 November 2019. The register of members of the Company will be closed from Wednesday, 20 November 2019 to Tuesday, 26 November 2019 (both days inclusive) during which no transfer of shares will be registered. To be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 19 November 2019.
5. Approval is being sought from members of the Company in respect of the Proposed Amendments to the Articles as set out in paragraph 2 of the Letter from the Board of Directors of the circular dated 1 November 2019 (the "**Circular**").
6. Unless otherwise defined herein, capitalized terms used in this notice shall have the same meaning as those defined in the Circular.

As at the date of this notice, the Board comprises Dr. WANG Ching and Mr. WU Bin as Executive Directors; Mr. FENG Huang, Mr. LU Xuefang and Mr. NI Jianwei as Non-executive Directors; Dr. HUA Min, Mr. ONG Ka Thai and Mr. YICK Wing Fat Simon as Independent Non-executive Directors.