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沪港联合

HONG KONG SHANGHAI ALLIANCE HOLDINGS LIMITED

滬港聯合控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1001)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Hong Kong Shanghai Alliance Holdings Limited (the “**Company**”) will be held at 1st Floor, East Town Building, 41 Lockhart Road, Wanchai, Hong Kong on Wednesday, 15 March 2017 at 2:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution of the Company.

Words and expressions that are not expressly defined in this notice of SGM shall bear the same meaning as that defined in the circular dated 28 February 2017, a copy of which is marked “A” and tabled before the SGM and initialled by the chairman of the SGM for identification purpose.

ORDINARY RESOLUTION

“**THAT:**

- (a) the S&P Agreement entered into between the Vendor, the Purchaser and the Company in relation to the Disposal (a copy of which is marked “B” and tabled before the SGM and initialled by the chairman of the SGM for identification purpose), any other transaction documents in connection therewith and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the S&P Agreement.”

By Order of the Board
Hong Kong Shanghai Alliance Holdings Limited
Lam Yee Fan
Company Secretary

Hong Kong, 28 February 2017

<i>Registered office:</i>	<i>Principal place of business in Hong Kong:</i>
Clarendon House	Rooms 1103-05, 11th Floor
2 Church Street	East Town Building
Hamilton HM11	41 Lockhart Road
Bermuda	Wanchai, Hong Kong

Notes:

1. The resolutions set out in this notice of SGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the SGM or at any adjourned meeting (as the case may be) should they so wish. If the relevant member attends the SGM, the form of proxy shall be deemed to be revoked.
5. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting (as the case may be).
6. Whether or not you intend to attend the SGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.

7. Where there are joint registered holders of any Share, any one of such joint registered holders may vote at the SGM, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint registered holders are present at the SGM, whether in person or by proxy, the joint registered holders present whose name stands first on the register of members of the Company in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.
8. The register of members of the Company will be closed, for the purpose of determining the identity of members who are entitled to attend and vote at the SGM, from Tuesday, 14 March 2017 to Wednesday, 15 March 2017, both days inclusive, during which period no transfers of shares will be effected. In order to be eligible to attend and vote at the SGM, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 13 March 2017.

As at the date of this announcement, the Board comprises Mr. Yao Cho Fai Andrew, Ms. Luk Pui Yin Grace and Mr. Lau Chi Chiu (being the executive Directors); Mr. Dong Sai Ming Fernando (being the non-executive Director); Mr. Tam King Ching Kenny, Mr. Xu Lin Bao, Mr. Tse Lung Wa Teddy and Mr. Yeung Wing Sun Mike (being the independent non-executive Directors).