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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 (“AGM”) of Shanghai International Shanghai Growth Investment Limited (the “Company”) will be held at the Ball Room, 1/F, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong on Wednesday, 17 May 2023 at 10:00 a.m. for the following purposes:

1. to receive and adopt the audited financial statements of the Company together with the reports of the directors and the auditor for the year ended 31 December 2022;
2. to re-elect directors and to authorise the board of directors to fix the directors’ remuneration; and
3. to re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors to fix its remuneration.

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

ORDINARY RESOLUTIONS

4. **“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 recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Buy-backs and in accordance with the relevant rules of The Stock Exchange of Hong Kong Limited or such other exchange and the aggregate number of issued 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 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

(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.”

5. “**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 authorise 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 number of shares 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 number of shares in the capital of the Company in issue at the date of passing this Resolution, plus

(ii) subject to passing of the following Ordinary Resolution 6, 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 first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or

(ii) revoked or varied 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT** the directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution 5 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.”
7. “**THAT:**
 - (a) the tenth supplemental agreement (the “**Tenth Supplemental Agreement**”) dated 22 March 2023 entered into between the Company and Shanghai International Asset Management (Hong Kong) Company Limited (a copy of which is tabled at the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purpose), which is supplemental to the investment management and administration agreement (the “**Investment Management Agreement**”) dated 12 November 1993 entered into between the Company and Shanghai International Asset Management (Hong Kong) Company Limited (a copy of which is tabled at the meeting and marked “**B**” and initialed by the chairman of the meeting for identification purpose), pursuant to which the Company appointed Shanghai International Asset Management (Hong Kong) Company Limited to provide Investment Management Services (as defined in the circular of the Company dated 21 April 2023 (the “**Circular**”), a copy of which is tabled at the meeting and marked “**C**” and initialed by the chairman of the meeting for identification purpose) to the Company, and the terms thereof and the transactions contemplated under the Investment Management Agreement (as amended by the Tenth Supplemental Agreement) and the implementation thereof be and are hereby approved, ratified and confirmed;
 - (b) the proposed New Caps (as defined in the Circular) in relation to the Continuing Connected Transaction (as defined in the Circular) for each of the periods from 1 July 2023 to 31 December 2023 inclusive, for the year 2024, for the year 2025 and from 1 January 2026 to 30 June 2026 inclusive being US\$30,000 (approximately HK\$234,000), US\$61,000 (approximately HK\$475,800), US\$67,000 (approximately HK\$522,600) and US\$36,000 (approximately HK\$280,800) respectively be and are hereby approved; and

- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/ them to be incidental to, ancillary to or in connection with the matters contemplated in the Tenth Supplemental Agreement and/or the Continuing Connected Transaction contemplated thereunder.”

By Order of the Board
**SHANGHAI INTERNATIONAL
SHANGHAI GROWTH INVESTMENT LIMITED**
ZHAO Tian
Executive Director

Hong Kong, 21 April 2023

Notes:

1. A member entitled to attend and vote at the AGM 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.

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 share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM or any adjourned meeting should he so wish.

2. The record date for determining the shareholders’ right to attend and vote at the Company’s AGM is Thursday, 11 May 2023. The register of members of the Company will be closed from Thursday, 11 May 2023 to Wednesday, 17 May 2023 (both days inclusive) during which no transfer of shares will be registered. To be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 10 May 2023.
3. In relation to Resolution 2, the retiring directors standing for re-election at the AGM are Dr. HUA Min and Mr. YICK Wing Fat Simon. Biographical details of the above directors are disclosed in Appendix III to the circular dated 21 April 2023 (the “**Circular**”) to be dispatched to members of the Company together with this notice and the 2022 Annual Report.

4. In relation to Resolution 4, an explanatory statement on share repurchase (as required by the Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) is set out in Appendix I to the Circular.
5. By Resolution 7, approval is being sought from members of the Company in respect of the non-exempt continuing connected transaction in relation to the Tenth Supplemental Agreement supplemental to the Investment Management Agreement. A letter from the Company’s independent financial adviser, Altus Capital Limited, to the independent shareholders of the Company (as required by the Listing Rules) is set out in the Circular.
6. If a black rainstorm warning signal is in force or a tropical cyclone warning signal no. 8 or above is hoisted in Hong Kong at any time between 9:00 a.m. and 10:00 a.m. on the day of the AGM, the AGM will be adjourned. The Company will publish an announcement on its website at <http://shanghaigrowth.etnet.com.hk> and HKEXnews at www.hkexnews.hk to notify shareholders of the date, time and venue of the adjourned meeting.

Shareholders should decide on their own whether they would attend the AGM under bad weather conditions having regard to their own situations and, if they choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises Mr. ZHAO Tian as Executive Director; Mr. LU Xuefang as Non-executive Director; Dr. HUA Min, Mr. ONG Ka Thai and Mr. YICK Wing Fat Simon as Independent Non-executive Directors.