
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in First Shanghai Investments Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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FIRST SHANGHAI INVESTMENTS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 227)

**PROPOSALS RELATING TO
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
AMENDMENT OF ARTICLES OF ASSOCIATION
NOTICE OF ANNUAL GENERAL MEETING
AND RE-ELECTION OF DIRECTORS**

The notice convening the AGM of First Shanghai Investments Limited to be held at 19th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Monday, 24th May, 2010 at 3:00 p.m. is set out on pages 11 to 14 of this circular. A form of proxy is also enclosed.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the registered office of the Company at Room 1903, Wing On House, 71 Des Voeux Road Central, Hong Kong as soon as possible but in any event **not less than 48 hours** before the time appointed for holding the AGM (or any adjournment thereof). Completion of a form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) in person if you so wish.

22nd April, 2010

LETTER FROM THE BOARD



FIRST SHANGHAI INVESTMENTS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 227)

Directors:

Mr. Lao Yuan-Yi (*Chairman*)
Mr. Xin Shulin
Mr. Yeung Wai Kin
Mr. Kwok Lam Kwong, Larry, *B.B.S., J.P.**
Prof. Woo Chia-Wei**
Mr. Liu Ji**
Mr. Yu Qihao**
Mr. Zhou Xiaohe**

Registered Office:

Room 1903, Wing On House
71 Des Voeux Road Central
Hong Kong

* *Non-executive director*

** *Independent non-executive directors*

22nd April, 2010

To the shareholders

Dear Sir or Madam,

**PROPOSALS RELATING TO
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND AMENDMENT OF ARTICLES OF ASSOCIATION
NOTICE OF ANNUAL GENERAL MEETING AND RE-ELECTION OF DIRECTORS**

INTRODUCTION

At the annual general meeting of First Shanghai Investments Limited (the “Company”) for the year ended 31st December, 2009, resolutions will be proposed to grant to the directors of the Company general mandates to issue and repurchase shares of the Company and to amend the Articles of Association of the Company.

The purpose of this circular is to give you further details of the abovementioned proposals and notice of the annual general meeting of the Company for the year ended 31st December, 2009 (the “AGM”). In compliance with the Listing Rules of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), this circular also contains the explanatory statement and gives all the information reasonably necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own shares, together with particulars of the directors proposed to be re-elected at the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20 per cent. of the issued share capital of the Company to provide flexibility to the Company to raise fund by issue of shares efficiently. On 16th April, 2010 (the "Latest Practicable Date"), being the latest practicable date prior to printing of this circular, there were in issue an aggregate of 1,398,913,012 shares of HK\$0.20 each in the Company ("Shares"). On the assumption that no Share will be issued prior to the AGM, exercise in full of the mandate could result in up to 279,782,602 Shares being issued by the Company.

In addition, an ordinary resolution will also be proposed to authorise an extension of this mandate by adding thereto the aggregate nominal amount of any shares repurchased under the general mandate to repurchase shares.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the directors be given a general mandate to exercise all powers of the Company to repurchase issued and fully paid shares of the Company. Under such mandate, the number of shares that the Company may repurchase shall not exceed 10 per cent. of the share capital of the Company in issue on the date of the resolution. The Company's authority is restricted to purchases made on the Stock Exchange in accordance with the Listing Rules of the Stock Exchange. Based on 1,398,913,012 Shares in issue as at the Latest Practicable Date and on the assumption that no Share will be issued prior to the AGM, exercise in full of the mandate could result in up to 139,891,301 Shares being repurchased by the Company. The mandate allows the Company to make or agree to make purchases only up to the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company, whichever occurs first.

The directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net value of the Company and/or earnings per Share. As compared with the financial position of the Company as at 31st December, 2009 (being the date of its latest audited accounts), the directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

The Company is empowered by its Memorandum and Articles of Association to purchase its Shares. Hong Kong law provides that payment in connection with a share repurchase may only be paid out of distributable profits or the proceeds of a fresh issue of shares. Under Hong Kong law, the shares so repurchased will be treated as cancelled.

The directors intend to apply the profits that would otherwise be available for distribution by way of dividend for any purchase of its Shares.

LETTER FROM THE BOARD

Directors, their associates and connected persons

None of the directors nor, to the best of the knowledge and belief of the directors having made all reasonable enquiries, any of the associates of any of the directors has any present intention, in the event that the proposal is approved by shareholders, to sell Shares to the Company.

No connected person of the Company (as defined in the Listing Rules of the Stock Exchange) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

Undertaking of the directors

The directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules of the Stock Exchange and all applicable laws of the Hong Kong, and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company.

Effect of Takeovers Code

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Code”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, China Assets (Holdings) Limited (“China Assets”), Ms. Chan Chiu, Joy (“Ms. Chan”), Mr. Yin Jian, Alexander (“Mr. Yin”) and Mr. Lao Yuan-Yi (“Mr. Lao”) (the Chairman and an executive director of China Assets), who held approximately 17.70 per cent., 16.42 per cent., 16.42 per cent. and 11.99 per cent. of the issued share capital of the Company respectively, were the only substantial shareholders holding more than 10 per cent. of the issued share capital of the Company. In the event that the directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholdings of China Assets, Ms. Chan, Mr. Yin and Mr. Lao in the Company would be increased to approximately 19.67 per cents., 18.24 per cents., 18.24 per cent. and 13.32 per cent. of the issued share capital of the Company respectively and such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Code if the Securities and Futures Commission rules that they are parties acting in concert under the Code. The directors have no intention to exercise the repurchase mandate to such an extent which would trigger a mandatory offer under Rule 26 of the Code.

LETTER FROM THE BOARD

Stock Exchange Rules for repurchases of shares

The Listing Rules of the Stock Exchange permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) *Shareholders' approval*

The Listing Rules provide that all shares repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, which may be by way of general mandate, or by special resolution in relation to specific transactions.

(b) *Source of funds*

Repurchases must be funded out of funds legally available for the purpose.

General

During each of the six months preceding the date of this circular, no Share had been repurchased by the Company.

During each of the previous 12 months, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest HK\$	Lowest HK\$
<i>2009</i>		
April	0.86	0.71
May	1.13	0.83
June	1.21	1.02
July	1.31	1.00
August	1.26	1.01
September	1.13	1.01
October	1.13	1.02
November	1.27	1.06
December	1.28	1.07
<i>2010</i>		
January	1.73	1.23
February	1.72	1.40
March	1.74	1.53
April (up to the Latest Practicable Date)	1.65	1.56

LETTER FROM THE BOARD

AMENDMENT OF ARTICLES OF ASSOCIATION

It is proposed to amend the Company's Articles of Association to update the provisions relating to removal of director and service of documents on shareholders and related matters in the following manner:

- (a) by inserting the following new definition for "electronic communication" after the definition for "Dollars" in Article 2:

"electronic communication A communication sent by electronic transmission in any form through any medium."

- (b) by deleting the existing definition of "writing" in Article 2 and replacing therewith the following:

"Shall include printing, lithography, photography and other modes of representing words or figures in a visible form (including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member's election comply with all applicable law, rules and regulation)."

- (c) by inserting the following paragraph after the definition of "year" in Article 2:

"In these Articles, references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not."

- (d) by deleting the word "special" in Articles 76(g) and replacing therewith the word "ordinary";

- (e) by deleting the word "special" in Article 105 and replacing therewith the word "ordinary";

- (f) by deleting the existing provisions of Article 140 and replacing therewith the following:

"140. Any notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic communication and any such notice and document may be served or delivered by the Company on or to any Member by any of the following means:

- (a) personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; or

LETTER FROM THE BOARD

- (b) by transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the Member; or
 - (c) by its being published in the newspaper; or
 - (d) to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Stock Exchange provided all the pre-conditions and requirements of the Stock Exchange have been complied with, including, if required, giving to the Member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above."
- (g) by deleting the existing provisions of Articles 143 and 144 and replacing therewith the following:
- "143. (a) Any notice or other document delivered or sent to a Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (b) Any notice or other document may be delivered or sent by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by any means under paragraph (1) of this Article addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, telex or facsimile transmission number or electronic number or address or website, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address, telex or facsimile transmission number or electronic number or address or website has been so supplied) by giving the notice or other document in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

LETTER FROM THE BOARD

- (c) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice or other document in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.

144. Any notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; 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 and put into the post 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 other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; 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 as to the act and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable law, rules and regulations."

The effects of the above proposed amendments of the Company's Articles are as follows:

1. in Article 2, (i) a definition of "electronic communication" is added; (ii) the definition of "writing" is expanded to include photography and electronic display; and (iii) ways that a document may be executed, and various media that a notice or document may be contained are added;

LETTER FROM THE BOARD

2. Articles 76(g) and 105 are amended to allow the Company to remove a director by ordinary resolution instead of special resolution in accordance with the latest provisions of Companies Ordinance;
3. Article 140 allows electronic communication as a means of service of any notice or document to shareholders, and compliance of all pre-conditions and requirements of the Stock Exchange is required for the Company's use of the website of the Company or the website of the Stock Exchange as a means of service of any notice or document to shareholders;
4. the provisions of Article 143 are expanded as a consequence of the new provisions of Article 140 in respect of additional modes of service of notice or other document on a shareholder who is dead or bankrupt or a successor of a shareholder resulting from the death, mental disorder or bankruptcy of such shareholder or by operation of law, transfer or other means; and
5. the provisions of Article 144 are re-arranged to make clear when a notice or document is deemed served or delivered to shareholders by means of electronic communication.

ANNUAL GENERAL MEETING

You will find on pages 11 to 14 of this circular a notice of the AGM to be held at 3:00 p.m. on Monday, 24th May, 2010 at 19/F, Wing On House, 71 Des Voeux Road Central, Hong Kong.

Resolution no. 5A will be proposed as an ordinary resolution to give a general mandate to the directors to allot, issue and deal with shares of the Company with an aggregate nominal value not exceeding 20 per cent. of the share capital of the Company in issue as at the date of the resolution.

Resolution no. 5B will be proposed as an ordinary resolution to give a general mandate to the directors to make on-market purchases of shares of the Company of up to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the resolution.

Resolution no. 5C will be proposed as an ordinary resolution to extend resolution no. 5A to include the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors pursuant to resolution no. 5B.

Resolution no. 5D will be proposed as a special resolution to approve the proposed amendment of the Articles of Association of the Company.

Pursuant to Rule 13.39 of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote at the AGM in accordance with Article 60 of the Articles of Association. The result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded or required and the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.firstshanghai.com.hk).

LETTER FROM THE BOARD

There is enclosed a form of proxy for use at the AGM. You are requested to complete the form of proxy and return it to the registered office of the Company in accordance with the instructions printed thereon **not less than 48 hours** before the time fixed for holding the meeting, whether or not you intend to be present at the meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person should you so wish.

RE-ELECTION OF DIRECTORS

Resolutions will be proposed at the AGM for re-election of Mr. Lao Yuan-Yi, Mr. Xin Shulin and Professor Woo Chia-Wei as directors according to the Company's Articles of Association. Their particulars are as follows:

Mr. Lao Yuan-Yi (64). Chairman & Managing Director. Joined the Company in 1993. Currently Chairman of China Assets (Holdings) Limited, the Company's associated company which is listed on The Stock Exchange of Hong Kong Limited. Previously senior policy researcher at China's National Research Centre for Science & Technology and Social Development, and worked at the PRC State Science & Technology Commission, Ministry of Communications of The People's Republic of China and the PRC Railway Ministry. Mr. Lao graduated from Shanghai Fudan University and obtained his master degree from Harvard University.

As at the Latest Practicable Date, Mr. Lao was interested in 179,693,636 Shares and 1,575,000 shares of China Assets within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"). He is the Chairman and an executive director of China Assets, and the Company's substantial shareholder holding approximately 11.99 per cent of the issued share capital of the Company at the Latest Practicable Date. Mr. Lao has a service contract with the Company which does not have any specific length of service in respect of his appointment. He is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Lao is entitled to a fixed monthly salary of HK\$196,700 which was determined with reference to his qualification, experience and responsibilities and a discretionary bonus to be decided by the board of directors of the Company with reference to the operating results of the Group and the performance of Mr. Lao in the relevant financial year.

Mr. Xin Shulin (56). Appointed as Director of the Company in 1998. He joined the Company in 1994 as Executive Vice President in charge of direct investment and property development business. Previously Mr. Xin worked as registered Financial Planner for Merrill Lynch and Senior Financial Analyst and Partner for Vail Securities Inc in Vail Colorado. He graduated from Lanzhou University in 1982 and obtained his MBA degree from University of Denver in 1992.

As at the Latest Practicable Date, Mr. Xin was interested in 8,032,000 Shares within the meaning of Part XV of the SFO. Mr. Xin has a service contract with the Company which does not have any specific length of service in respect of his appointment. He is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Xin is entitled to a fixed monthly salary of HK\$160,410 which was determined with reference to his qualification, experience and responsibilities and a discretionary bonus to be decided by the Board with reference to the operating results of the Group and the performance of Mr. Xin in the relevant financial year.

LETTER FROM THE BOARD

Professor Woo Chia-Wei (72). Appointed as Independent Non-executive Director in 1993. Currently Senior Advisor to the Shui On Holdings Limited, and President Emeritus of the Hong Kong University of Science and Technology. Previously President, Provost, Department Chairman, and Professor of several prominent universities in the United States of America. He is also an independent non-executive director of several companies including Shanghai Industrial Holdings Limited and Lenovo Holdings Limited.

As at the Latest Practicable Date, Professor Woo was interested in 1,000,000 Shares of the Company within the meaning of Park XV of the SFO. He executed a service contract with the Company for a period of two years from 15th March 2010. He is entitled to a director's fee of HK\$240,000 per annum and a further fee of HK\$30,000 per annum for being a member of the Audit Committee of the Company, such fee being determined by reference to the market range for the position and is subject to review by the Board from time to time.

Save as mentioned above, none of the above directors has any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and does not have any other matters that need to be brought to the attention of the shareholders of the Company or any other information required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

RECOMMENDATION

The directors consider that the proposed granting of the mandates to issue and repurchase shares of the Company and amendment of the Articles of Association are in the interest of the Company and shareholders as a whole and so recommend you to vote in favour of the relevant resolutions at the AGM. The directors will vote all their shareholdings in favour of such resolutions.

Yours faithfully,
By order of the Board
FIRST SHANGHAI INVESTMENTS LIMITED
LAO Yuan-Yi
Chairman

NOTICE OF ANNUAL GENERAL MEETING



FIRST SHANGHAI INVESTMENTS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 227)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovenamed company (the “Company”) will be held at 19/F, Wing On House, 71 Des Voeux Road Central, Hong Kong on Monday, 24th May, 2010 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor for the year ended 31st December, 2009.
2. To declare a final dividend of HK\$0.012 per share for the year ended 31st December, 2009.
3. To elect directors and to authorise the board of directors to fix their remuneration.
4. To appoint auditor and to authorise the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions, of which resolution nos. 5A, 5B and 5C will be proposed as ordinary resolutions and resolution no. 5D will be proposed as a special resolution:

ORDINARY RESOLUTIONS

A. **“THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period 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 power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(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), otherwise than pursuant to a Rights Issue or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 the Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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).”

B. “THAT:

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution :

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 the Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon resolution no. 5B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 5B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5A above.”

SPECIAL RESOLUTION

D. “**THAT** the existing Articles of Association of the Company be and are hereby amended in the manner set out in the section headed “Amendment of Articles of Association” in the circular of the Company dated 22nd April, 2010 (a copy of which section has been submitted to the meeting and signed by the Chairman of the meeting for the purpose of identification).”

By Order of the Board
FIRST SHANGHAI INVESTMENTS LIMITED
YEUNG Wai Kin
Company Secretary

Hong Kong, 22nd April, 2010

Registered Office:
Room 1903, Wing On House
71 Des Voeux Road Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's registered office together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, **not less than 48 hours** before the time for holding the meeting or adjourned meeting.

- (2) The register of members of the Company will be closed from Monday, 17th May, 2010 to Monday, 24th May, 2010, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend to be approved at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 14th May, 2010.