

SHANGHAI INTERNATIONAL SHANGHAI GROWTH INVESTMENT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 770)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares of US\$0.10 each in the share capital of the Company,
hereby appoint (Note 3) _____
of _____

or failing him, the Chairman of the Meeting, as my/our proxy to attend the Annual General Meeting, or at any adjournment thereof, of the Company to be held at the Ball Room, 1/F, South Pacific Hotel, 23 Morrison Hill Road, Wanchai, Hong Kong at 10:30 a.m. on 26 May 2017 and vote for me/us on my/our behalf in respect of the undermentioned resolutions as indicated (Note 4):

RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2016.		
2.	(i) To re-elect Mr. WU Bin as an executive director.		
	(ii) To re-elect Mr. YICK Wing Fat Simon as an independent non-executive director.		
	(iii) To re-elect Mr. NI Jianwei as a non-executive director.		
	(iv) To authorise the Board of Directors to fix directors' remuneration.		
3.	To re-appoint Ernst & Young as auditors and to authorise the Board of Directors to fix their remuneration.		
4.	To grant a general mandate to the directors to repurchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
5.	To grant a general mandate to the directors to allot shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6.	To add the number of the shares to be repurchased by the Company to the mandate granted to the directors under resolution no. 5.		
7.	To approve the Eighth Supplemental Agreement, to approve the proposed New Caps in relation to the Continuing Connected Transaction and to authorise director(s) of the Company to execute all such other documents and to do all such acts deemed to be incidental to, ancillary to or in connection with the Eighth Supplemental Agreement and/or the Continuing Connected Transaction.		

I/we do not authorise/also hereby authorise (Note 8) my/our said proxy to vote for me/us on my/our behalf in respect of any other resolutions and/or amended resolutions in his absolute discretion at the Annual General Meeting, or at any adjournment thereof.

Signature: _____

Date: _____, 2017

Notes:

- Full name(s) and address to be inserted in block capitals. The names of all joint registered holders should be stated.
- Please insert the number of shares of US\$0.10 each in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- A proxy need not be a member of the Company. Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. Any alteration made to this form of proxy must be initialled by the person who signs it.
- Please indicate with a "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. If this form is returned duly signed but without any indication, the proxy will vote for or against the resolution or will abstain at his discretion.
- You are requested to lodge this form, together with the power of attorney, if any, or other authority, if any, under which it is signed or a notarially certified copy thereof, at the Company's registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time for holding the Meeting or any adjournment thereof.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- Please delete whichever is inappropriate, if this form is returned duly signed but without any deletion, the proxy may vote on any other resolutions and/or amended resolutions in such manner as he may in his absolute discretion deem fit.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the 'Purposes'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company /or to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.