

SHANGHAI INTERNATIONAL SHANGHAI GROWTH INVESTMENT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 770)

NOMINATION COMMITTEE TERMS OF REFERENCE

A. Functions

The Nomination Committee (the “NC”) was established by the Board of Directors (the “Board”) of Shanghai International Shanghai Growth Investment Limited (the “Company”) in February 2012. It assists the Board to review the structure, size and composition of the Board, identifying individuals suitably qualified to become members of the Board (“Directors”), and assess the independence of candidates for independent non-executive Directors (“INEDs”).

B. Authority

The NC shall discharge and carry out its duties and responsibilities within this Terms of Reference with the following authority as delegated by the Board:

1. to, if deemed necessary, make full use of intermediary agencies for identifying qualified director candidates and obtain external independent professional advice at the Company’s expense;
2. to be provided with sufficient resources to discharge its duties;
3. to conduct interviews with prospective candidates for nomination; and
4. any other authority that the Board may delegate from time to time.

C. Responsibilities

1. To review and monitor the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations to the Board with regard to any proposed changes;
2. To identify and nominate suitably qualified individuals for appointment as additional Directors or to fill Board vacancies as and when they arise, in accordance with the Director Nomination Policy of the Company;
3. To assess the independence of INEDs;

4. To report its decisions and make recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors; and
5. To comply with any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the legislature or regulatory bodies as appropriate.

D. Members

1. A majority of the NC members shall comprise of INEDs, one of whom shall be appointed by the Board as its Chairman.
2. The Board may from time to time appoint additional members to the NC from among the Directors, provided that the requirement in D.1. above is maintained.
3. The NC may invite any Director, executive or other person to attend any meeting of the NC as it may from time to time consider desirable to assist the NC in the attainment of its objectives.

E. Meetings

1. The NC shall meet with such frequency and at such times as it may determine. It is expected that the NC shall meet at least once each year.
2. The quorum for meetings shall be two, either present in person or via telephone or video conference, one of whom should be the NC Chairman, unless he is unable to attend due to exceptional circumstances. All meetings of the NC may be held via telephone or video conference.
3. The Company Secretary or, in his/her absence, his/her delegate, shall act as the secretary to the NC and must ensure that full minutes are kept of all meetings.
4. Minutes of the NC meetings shall be circulated to all Members of the NC and made available upon request to other members of the Board.

F. Resolutions

A resolution in writing signed by all NC members shall be as valid and effectual as if it had been passed at a meeting of the NC, and may consist of several documents in like form each signed by one or more of its members.

G. Availability and update of this Terms of Reference

This Terms of Reference shall be updated and revised as and when necessary in light of changes in circumstances or in regulatory requirements in Hong Kong. This Terms of Reference shall be made available to the public by including the information on the Company's website and on the website of The Hong Kong Exchanges and Clearing Limited.

The Chinese version of this document is for reference only. In case of any discrepancies or inconsistencies between the English and the Chinese version, the English version shall prevail.