

# 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 <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of US\$0.10 each in the capital of the Company,  
hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_  
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 May 8, 2009 and vote for me/us on my/our behalf in respect of the undermentioned resolutions as indicated <sup>(Note 4)</sup>:

RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended December 31, 2008.		
2.	To approve and declare a special final dividend for the year ended December 31, 2008.		
3.	(i) To re-elect Mr. CHEN Chi-chuan as a non-executive director.		
	(ii) To re-elect Mr. YICK Wing Fat, Simon as an independent non-executive director.		
	(iii) To fix directors' remuneration.		
4.	To re-appoint auditors and to authorize the Board of Directors to fix their remuneration.		
5.	To grant a general mandate to the directors to repurchase the Company's shares not exceeding 10% of the issued share capital of the Company.		
6.	To grant a general mandate to the directors to allot shares not exceeding 20% of the issued capital of the Company.		
7.	To add the number of the shares to be repurchased by the Company to the mandate granted to the directors under resolution no. 6.		
8.	To amend the Articles of Association of the Company.		

I/we do not authorize/also hereby authorize (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: \_\_\_\_\_, 2009

### Notes:

1. Full name(s) and address to be inserted in block capitals.
2. 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).
3. 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.
4. 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.
5. 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 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 24 hours before the time for holding the Meeting or any adjournment thereof.
6. 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.
7. This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
8. 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.