



FIRST SHANGHAI GROUP

FIRST SHANGHAI INVESTMENTS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 227)

Form of proxy for Annual General Meeting (or any adjournment thereof)

I/We¹ _____
of _____

being the registered holder(s) of² _____ shares of HK\$0.20 each in the capital of First Shanghai Investments Limited (the "Company") **HEREBY APPOINT**³ the Chairman of the meeting or _____

of _____
as my/our proxy to attend the said meeting of the Company to be held at 19th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 24th May, 2013 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

| RESOLUTIONS | | FOR ⁴ | AGAINST ⁴ |
|-------------|---|------------------|----------------------|
| 1. | To receive and consider the audited financial statements and the reports of the directors and independent auditor for the year ended 31st December, 2012. | | |
| 2. | (i) To elect Mr. Xin Shulin as an executive director. | | |
| | (ii) To elect Prof. Woo Chia-Wei as an independent non-executive director. | | |
| | (iii) To elect Mr. Zhou Xiaohu as an independent non-executive director. | | |
| | (iv) To authorise the board of directors to fix the remuneration of the directors. | | |
| 3. | To appoint auditor and to authorise the board of directors to fix their remuneration. | | |
| 4. | A. To grant a general and unconditional mandate to the directors to issue shares of the Company. | | |
| | B. To grant a general and unconditional mandate to the directors to repurchase shares of the Company. | | |
| | C. To include nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 4A. | | |

Dated this _____ day of _____, 2013 Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A member may appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the registered office of the Company, Room 1903, Wing On House, 71 Des Voeux Road Central, Hong Kong, **NOT LESS THAN 48 HOURS** before the time appointed for holding the said meeting.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.