



FIRST SHANGHAI INVESTMENTS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 227)

NOMINATION COMMITTEE

TERMS OF REFERENCE

(adopted on 1 March 2012)

The Nomination Committee (the “Committee”) is part of the board of directors (the “Board”) of First Shanghai Investments Limited (the “Company”) and exercises its authority, and is accountable to the Board for its performance. These terms of reference record how the Committee will undertake its work.

(A) Membership

- (1) The Committee shall be appointed by the Board and shall consist of not less than three members. The majority shall be independent non-executive directors.
- (2) The Board shall designate the chairman of the Board or any one of the members who is an independent non-executive director as the chairman of the Committee (the “Committee Chairman”).
- (3) The company secretary of the Company (the “Company Secretary”) shall be the secretary of the Committee.

(B) Meetings

- (1) A quorum shall be two Committee members.
- (2) The Committee shall meet as frequently as required but not less than once every year.
- (3) In the absence of the Committee Chairman or appointed delegate, the members present shall elect one of their members as chairman for that meeting.
- (4) Any Committee member may call a meeting of the Committee.
- (5) The Company Secretary shall circulate the draft and final versions of minutes of meetings to all Committee members for their comment and records within one month after the meeting.

(C) Duties, powers and functions

- (1) The Committee shall:-
- (a) formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
 - (b) without prejudice to the generality of the foregoing:-
 - (i) review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (ii) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer of the Company;
 - (iii) identify individuals suitably qualified to become directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (iv) identify and nominate candidates to fill casual vacancies of directors for the Board's approval;
 - (v) assess the independence of independent non-executive directors;
 - (vi) regularly review the time required from a director to perform his responsibilities;
 - (vii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (viii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or imposed by legislation.
- (2) The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

(D) Reporting

The Committee shall report to the Board.

*The Chinese version of this document is for reference only.
In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.*

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