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**Shenzhen International Holdings Limited**

**深圳國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00152)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Shenzhen International Holdings Limited (the “**Company**”) will be held at Rooms 2206-2208, 22nd Floor, Greenfield Tower, Concordia Plaza, No.1 Science Museum Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 16 April 2010 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**THAT:**

- (a) the entering into of the capital increase agreement dated 21 March 2010 (the “**Agreement**”) (a copy of which, signed by the Chairman of the meeting for the purpose of identification, has been produced to the meeting marked “A”) by Shenzhen International Total Logistics (Shenzhen) Co., Ltd. (深國際全程物流(深圳)有限公司) (“**Total Logistics**”), a company established under the laws of the PRC and a wholly-owned subsidiary of the Company, Air China Limited (中國國際航空股份有限公司) and Shenzhen Huirun Investment Co. Ltd. (深圳市匯潤投資有限公司) in relation to the capital contribution totalling RMB1,030,125,000 to Shenzhen Airlines Limited (深圳航空有限責任公司) (“**Shenzhen Airlines**”) and the contribution by Total Logistics of RMB347,981,250 to subscribe for an additional registered capital of RMB173,125,000 in Shenzhen Airlines, and the transactions contemplated thereunder be hereby approved, confirmed and ratified; and
- (b) the board of directors of the Company (the “**Board**”) be and is hereby authorised to do all such acts and things and execute all such documents as it considers necessary or expedient or desirable in connection with, or to give effect to, the Agreement and to implement the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto as are, in the opinion of the Board, in the interest of the Company.

By Order of the Board  
**Shenzhen International Holdings Limited**  
**Guo Yuan**  
*Chairman*

Hong Kong, 29 March 2010

*Notes:*

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him in accordance with the Company's Bye-Laws. A proxy need not be a member of the Company but must be present in person to represent the member.
2. To be valid, a form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should they so wish, and in such event, the instrument appointing a proxy shall be revoked.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

*As at the date of this notice, the board of directors of the Company consists of Messrs. Guo Yuan, Li Jing Qi, Liu Jun and Yang Hai as executive directors, Messrs. To Chi Keung, Simon and Wang Dao Hai as non-executive directors and Messrs. Leung Ming Yuen, Simon, Ding Xun and Nip Yun Wing as independent non-executive directors.*

*\* For identification purpose only*