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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 the conference room of the Company at Rooms 2206-2208, 22nd Floor, Greenfield Tower, Concordia Plaza, No. 1 Science Museum Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 20 December 2010 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. “THAT:

- (i) the modification deed (the “Modification Deed”) (a copy of which is produced before the SGM marked “A” and initialed by the chairman of the SGM for the purpose of identification) dated 11 November 2010 entered into between the Company and 深圳市投資控股有限公司 (Shenzhen Investment Holdings Company Limited*) (“SIHCL”), to amend certain terms of the convertible bond issued by the Company on 29 December 2007 to SIHCL in the principal amount of HK\$1,727,500,000 (the “Convertible Bond”), such amendments have been set out in the circular of the Company dated 3 December 2010, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) the grant of specific mandate to the directors of the Company (“Directors”) for the allotment and issue of 2,214,743,589 ordinary shares of HK\$0.10 each in the share capital of the Company (the “New Conversion Shares”) upon exercise of the conversion rights attached to the Convertible Bond by SIHCL in full at the revised conversion price of HK\$0.78 per share pursuant to the terms and conditions of the Modification Deed be and is hereby approved; and
- (iii) any one Director be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents under hand (and, where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and to take such steps as he may consider necessary, appropriate, desirable or expedient to implement or give effect to the Modification Deed and all transactions contemplated under the Modification Deed and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith.”

2. “**THAT:**

- (i) the waiver granted or to be granted by the executive director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any of his delegates) in accordance with Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation of SIHCL and parties acting in concert with it to make a mandatory offer for all the issued ordinary shares of HK\$0.10 each in the share capital of the Company not already owned or agreed to be acquired by SIHCL or parties acting in concert with it as a result of the transactions contemplated under the Modification Deed (in particular, the allotment and issue of the New Conversion Shares) be and is hereby approved; and
- (ii) any one Director be and is hereby authorised for and on behalf of the Company to sign and execute all such documents, instruments and agreements, and to do all such acts or things, as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (i) of this Ordinary Resolution.”

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

Hong Kong, 3 December 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 announcement, the board of directors of the Company consists of Messrs. Guo Yuan, Li Jing Qi, Liu Jun and Yang Hai as executive directors of the Company, Messrs. To Chi Keung, Simon and Wang Dao Hai as non-executive directors of the Company and Messrs. Leung Ming Yuen, Simon, Ding Xun and Nip Yun Wing as independent non-executive directors of the Company.

* *for identification purpose only*