



Shenzhen International Holdings Limited  
深圳國際控股有限公司  
(incorporated in Bermuda with limited liability)  
(Stock Code: 00152)

**Form of Proxy for the Special General Meeting to be held on Monday, 20 December 2010**

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares  
of HK\$0.10 each of Shenzhen International Holdings Limited (the "Company") HEREBY APPOINT<sup>(3)</sup> the Chairman of the meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy at the special general meeting of the Company (the "SGM") to 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. and at any adjournment thereof, and to vote on my/our behalf on the undermentioned  
resolutions as directed below.

	Ordinary Resolutions	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	ORDINARY RESOLUTION NO.1 as set out in the Notice of the SGM, relating to the modification deed (the "Modification Deed") 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 and the transactions contemplated under the Modification Deed.		
2.	ORDINARY RESOLUTION NO.2 as set out in the Notice of the SGM, relating to the whitewash waiver under 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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010 Signature(s)<sup>(6)(7)</sup> \_\_\_\_\_:

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK** capitals. The names of all joint holders should be stated.
2. 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).
3. If any proxy other than the Chairman of the meeting is preferred, please insert in **BLOCK** capitals full name and address of the proxy desired and strike out "the Chairman of the meeting or".
4. Please indicate with a "✓" in the spaces provided how you wish your vote(s) to be cast. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
5. A member entitled to attend and vote at the meeting may appoint one or more proxies 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 the member.
6. This form of proxy must be signed by you, or your attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
7. To be valid, this form of proxy together with any 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 Company's branch share registrar, 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.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.
9. 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 all other joint holders and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting. In the event that you attend the meeting after having lodged this form of proxy with the Company's branch share registrar, this form of proxy will be deemed to have been revoked.