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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)**

**(the “Company”)**

**POLL RESULTS OF THE SPECIAL GENERAL MEETING  
HELD ON 20 DECEMBER 2010**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of special general meeting (the “**SGM**”) of the Company both dated 3 December 2010. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

**POLL RESULTS OF THE SGM**

The Board is pleased to announce that all resolutions set out in the Notice were duly passed by the Independent Shareholders by way of poll at the SGM and that the poll results are as follows:

Ordinary Resolutions	Number of Votes Cast (%)		Total Number of Votes Cast
	For	Against	
1. ORDINARY RESOLUTION NO.1 as set out in the Notice, relating to the Modification Deed dated 11 November 2010 entered into between the Company and 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.	2,597,808,110 (100%)	0 (0%)	2,597,808,110
2. ORDINARY RESOLUTION NO.2 as set out in the Notice, relating to the Whitewash Waiver under the Takeovers Code in respect of the obligation of SIHCL and parties acting in concert with it to make a mandatory offer for all the issued Shares 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.	2,597,808,110 (100%)	0 (0%)	2,597,808,110

The description of the above resolutions is by way of summary only. The full text appears in the Notice.

As more than 50% of the votes were cast in favour of each of the resolutions above, each of the said resolutions was duly passed as an ordinary resolution of the Company.

As at the date of the SGM, the issued share capital of the Company was 14,157,429,475 Shares. Each of SIHCL, its associates and parties acting in concert with it (including Shenzhen SASAB, Ultrarich, Mr. Li Jing Qi and Mr. Liu Jun), who has material interest in the Modification Deed, the transactions contemplated thereunder and/or the Whitewash Waiver, had abstained from voting at the SGM. SIHCL, its associates and parties acting in concert with it (including Shenzhen SASAB, Ultrarich, Mr. Li Jing Qi and Mr. Liu Jun) held an aggregate of 5,779,473,225 Shares, representing approximately 40.82% of the issued share capital of the Company as at the date of the SGM.

The total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolutions at the SGM were 8,377,956,250 Shares and there was no Shareholder who was entitled to attend the SGM but was only entitled to vote against the resolutions at the SGM.

Tricor Tengis Limited, Hong Kong Branch Share Registrar of the Company, acted as scrutineer of the poll at the SGM.

Assuming no other changes in the issued share capital of the Company from the date of this announcement up to completion of the Modification Deed other than full conversion of the Convertible Bond by SIHCL at the Revised Conversion Price, (a) SIHCL and its subsidiary will be interested in 7,955,216,814 Shares, representing approximately 48.59% of the issued share capital of the Company, and (b) SIHCL and parties acting in concert with it would be interested in 7,994,216,814 Shares, representing approximately 48.83% of the issued share capital of the Company, following completion of the transactions contemplated under the Modification Deed (including the issue of 2,214,743,589 New Conversion Shares).

As at the date of this announcement, options to subscribe for an aggregate of 321,600,000 Shares granted pursuant to the Share Option Scheme were outstanding, out of which 84,200,000 options are held by parties acting in concert with SIHCL.

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

Hong Kong, 20 December 2010

*As at the date of this announcement, the Board 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.*

*This announcement is made by the order of the Board. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*