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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shenzhen International Holdings Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
ADOPTION OF CHINESE NAME AS SECONDARY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Shenzhen International Holdings Limited to be held at Grand Ballroom East, 2/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 19 May 2010 at 11:00 a.m. is set out on pages 11 to 14 of this circular.

Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete the enclosed proxy form and return it to the branch share registrar of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting(s) should you so wish.

* For identification purpose only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
Re-election of retiring Directors	4
General mandates to issue Shares and to repurchase Shares	4
Proposed adoption of Chinese Name as secondary name	4
Annual general meeting	5
Recommendation	5
Appendix I - Particulars of retiring Directors subject to re-election	6
Appendix II - Explanatory statement on Repurchase Mandate	8
Notice of annual general meeting	11

DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be convened and held at Grand Ballroom East, 2/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 19 May 2010 at 11:00 a.m., a notice of which is set out on pages 11 to 14 of this circular
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Bye-Laws”	Bye-Laws of the Company
“Chinese Name”	“深圳國際控股有限公司”, the Chinese name proposed to be adopted by the Company as its secondary name
“Company”	Shenzhen International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Extension to the Issue Mandate”	the grant of a general and unconditional mandate to the Directors to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“Issue Mandate”	the grant of a general and unconditional mandate to the Directors to allot, issue and otherwise deal with the new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing the relevant resolution at the AGM
“Latest Practicable Date”	14 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	the grant of a general and unconditional mandate to the Directors to exercise all the powers of the Company to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance (Cap.571, Laws of Hong Kong)
“Share(s)”	the ordinary share(s) in the capital of the Company with a par value of HK\$0.10 each
“Shareholder(s)”	shareholder(s) of the Company
“SIHC”	深圳市投資管理公司(Shenzhen Investment Holding Corporation), a company incorporated in the People’s Republic of China and is under the supervision of 深圳市國有資產監督管理局 (Shenzhen State-owned Assets Supervision and Administration Bureau)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



Shenzhen International Holdings Limited
深圳國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00152)

Executive Directors:

Guo Yuan (Chairman)
Li Jing Qi (Chief Executive Officer)
Liu Jun (Vice President)
Yang Hai

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Directors:

To Chi Keung, Simon
Wang Dao Hai

Head Office and Principal

Place of Business:
Rooms 2206-2208
22nd Floor Greenfield Tower
Concordia Plaza
No.1 Science Museum Road
Tsimshatsui East
Kowloon
Hong Kong

Independent Non-executive Directors:

Leung Ming Yuen, Simon
Ding Xun
Nip Yun Wing

19 April 2010

To the Shareholders

Dear Sirs or Madams,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
ADOPTION OF CHINESE NAME AS SECONDARY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide information reasonably necessary to enable the Shareholders to make a decision on whether to vote for or against the ordinary resolutions for the approval of, inter alia, the re-election of the retiring Directors, the Issue Mandate and the Repurchase Mandate, and a special resolution for the approval of the adoption of the Chinese Name as the secondary name of the Company to be proposed at the AGM.

* For identification purpose only

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

At the AGM, Messrs. Guo Yuan, To Chi Keung, Simon and Leung Ming Yuen, Simon will retire by rotation and, being eligible, will offer themselves for re-election as Directors in accordance with Bye-Law 109(A) of the Bye-Laws.

Particulars of the aforesaid retiring Directors are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 2 June 2009, the Directors were granted a general mandate to allot and issue Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the forthcoming AGM. The Directors propose to seek the approval of the Shareholders at the AGM to grant to the Directors the Issue Mandate to allot, issue and deal with additional Shares up to 20% of the aggregate nominal value of Shares in issue of the Company as at the date of passing such resolutions. Subject to the passing of the relevant resolutions to approve the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to issue a maximum of 2,831,485,895 Shares. The Directors also propose to seek the approval of the Shareholders at the AGM to grant to the Directors the Repurchase Mandate and the Extension to the Issue Mandate as described in the notice of the AGM of this circular. The above mandates will be valid until whichever is the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws to be held; and (iii) the revocation or variation of the relevant resolution(s) by ordinary resolution(s) of the Shareholders in a general meeting.

An explanatory statement with all information reasonably necessary to enable the Shareholders to make an informed decision whether to vote for or against the resolution concerning the Repurchase Mandate as required by the Listing Rules is set out in Appendix II to this circular.

PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME

The Board proposed to formally adopt the Chinese Name of “深圳國際控股有限公司” as the official secondary name of the Company.

The proposed adoption of the Chinese Name is subject to (i) the passing of a special resolution by the Shareholders at the AGM approving the adoption of the Chinese Name as the Company's secondary name; (ii) the approval by the Registrar of Companies in Bermuda; (iii) the issue of a Certificate of Registration of Change of Corporate Name of Non-Hong Kong Company by the Companies Registry in Hong Kong. Assuming all the aforesaid conditions are fulfilled, the adoption of Chinese Name as the secondary name of the Company shall take effect from the date entry of the secondary name on the register of companies by the Registrar of Companies in Bermuda. The Company will carry out all necessary filing procedures with the Registrar of Companies in Bermuda and also notify the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong.

LETTER FROM THE BOARD

The proposed adoption of the Chinese Name as the official secondary name by the Company will not affect any rights of the existing Shareholders. All existing certificates for securities of the Company in issue, after the adoption of the Chinese Name, will continue to be evidence of title to such securities of the Company and will continue to be valid for trading, settlement, delivery and registration purpose.

Further announcement will be made by the Company in relation to the effective date of the adoption of the Chinese Name as the official secondary name of the Company.

ANNUAL GENERAL MEETING

At the AGM, ordinary resolutions will be proposed for, inter alia, the re-election of retiring Directors, the grant of the Issue Mandate, the Repurchase Mandate, the Extension of the Issue Mandate and a special resolution will be proposed for the adoption of the Chinese Name as the secondary name of the Company.

The notice of the AGM is set out on pages 11 to 14 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the AGM in accordance with the instructions printed thereon.

RECOMMENDATION

The Directors consider that the re-election of the retiring Directors, the grant of the Issue Mandate, the Repurchase Mandate, the Extension of the Issue Mandate and the proposal for the adoption of the Chinese Name as the secondary name of the Company, are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

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

Particulars of the retiring Directors subject to re-election at the AGM are set out below:

Mr. Guo Yuan

Mr. Guo Yuan, aged 56, was appointed in August 2006 as an Executive Director and the Chairman of the Company. Mr. Guo is responsible for devising the Group's overall development strategy and important systems, as well as supervising the implementation of resolutions of the general meetings and the Board. Mr. Guo holds a bachelor's degree in law from Zhengzhou University and served as an associate professor and a deputy head of the Law Faculty of Zhengzhou University. Mr. Guo had successively worked as legal consultant and deputy division head of Shenzhen Investment Holding Corporation, the department head, assistant to the director and deputy director of Shenzhen State-owned Assets Administration Office; chairman of Shenzhen Accord Pharmaceutical Co., Ltd., deputy director of Shenzhen Municipal State-owned Assets Supervision and Administration Commission and a director of Shenzhen Energy Corporation Limited. Mr. Guo is currently a director of Ultrarich International Limited and Shenzhen Yantian Port Group Co., Ltd. Mr. Guo has over 20 years of extensive experience in corporate management, capital operations and the legal profession. Save as disclosed above, Mr. Guo does not hold and has not held any directorships in other listed public companies in the last three years.

Mr. Guo's director emolument comprises a monthly salary of HK\$120,000, which will be reviewed annually by the Board, and a discretionary bonus. Mr. Guo had entered into a service contract with the Company for a term of three years commencing on 15 August 2009 and is subject to retirement by rotation but is eligible for re-election at the AGM of the Company in accordance with the Bye-Laws. The emolument of Mr. Guo is determined by reference to his experience and duties with the Company.

As at the Latest Practicable Date, Mr. Guo has a personal interest in the share options of the Company to subscribe for 35,000,000 Shares.

Save as disclosed above, Mr. Guo does not have any relationship with any directors, senior management, substantial shareholders and/or controlling shareholders of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Guo as a Director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. To Chi Keung, Simon

Mr. To Chi Keung, Simon, aged 58, was appointed in June 2000 as a Non-Executive Director of the Company. Mr. To holds a First Class honours degree in Mechanical Engineering from the Imperial College of Science and Technology (London University) and a Master's degree in Business Administration from Stanford University's Graduate School of Business. Mr. To is currently the managing director of Hutchison Whampoa (China) Limited and the chairman of Hutchison China MediTech Limited (whose shares are listed on the Alternative Investment Market operated by London Stock Exchange plc). He joined Hutchison Whampoa (China) Limited in 1980 as the divisional manager of industrial project division and was appointed as managing director in the following year. Mr. To has over 35 years of management experience. Save as disclosed above, Mr. To does not hold and has not held any directorships in other listed public companies in the last three years.

Mr. To does not receive any director's fee or cash remuneration for his service to the Company. Mr. To has entered into a service contract with the Company for a term of three years commencing on 1 June 2008 and is subject to retirement by rotation but is eligible for re-election at the AGM of the Company in accordance with the Bye-Laws of the Company.

Save as disclosed above, Mr. To does not have any relationship with any directors, senior management, substantial shareholders and/or controlling shareholders of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. To as a Director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Leung Ming Yuen, Simon

Mr. Leung Ming Yuen, Simon, aged 61, was appointed in March 2000 as an Independent Non-Executive Director of the Company. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee as well as the Nomination Committee of the Company. Mr. Leung is an associate member of The Chartered Institute of Bankers and has over 30 years of experience in the banking sector including worked as the head of Credit Risk Management of Greater China at Deutsche Bank AG. Save as disclosed above, Mr. Leung does not hold and has not held any directorships in other listed public companies in the last three years.

Mr. Leung is entitled to receive an annual director's fee of HK\$300,000, which is determined by reference to the estimated time to be spent by him on the Company's matters. Mr. Leung had entered into a service contract with the Company for a term of three years commencing on 1 June 2008 and is subject to retirement by rotation but is eligible for re-election at the AGM of the Company in accordance with the Bye-Laws.

Save as disclosed above, Mr. Leung does not have any relationship with any directors, senior management, substantial shareholders and/or controlling shareholders of the Company, nor does he have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Leung as a Director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This appendix serves as an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

PROVISIONS OF THE LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their equity securities subject to certain restrictions, the most important of which are summarised below:

(i) Shareholders' approval

All proposed repurchases of securities by a company with its primary listing on the Stock Exchange must be approved by an ordinary resolution of its shareholders, either by way of general mandate or by specific approval of a particular transaction.

(ii) Source of funds

Repurchases must be funded out of funds legally available for such purposes in accordance with the Companies Act 1981 of Bermuda and the memorandum of association and Bye-Laws.

(iii) Repurchase restrictions

The aggregate number of shares which a company is authorised to repurchase on the Stock Exchange shall not exceed 10 per cent. of the issued share capital of the company as at the date of the resolution granting the repurchase mandate to the directors.

EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 14,157,429,475 Shares.

On the basis that no further Shares are issued or purchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the proposed Repurchase Mandate to purchase a maximum of 1,415,742,947 issued and fully paid Shares (representing 10 per cent. of the issued share capital of the Company as at the Latest Practicable Date) during the period ending on the earliest of the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or the Companies Act 1981 of Bermuda to be held, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REASONS FOR REPURCHASE

The Directors consider that the Repurchase Mandate will provide the Company with flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may enhance the net asset value of the Company and/or earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

FUNDING OF REPURCHASES

In repurchasing securities, the Company must only apply funds legally available for such purposes in accordance with its memorandum of association and the Bye-Laws and the Companies Act 1981 of Bermuda.

There might be a material adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 December 2009) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

None of the Directors, nor to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention if the Repurchase Mandate is exercised, to sell any securities to the Company.

No connected person has notified the Company that he/she has a present intention to sell securities to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the Companies Act 1981 of Bermuda, and other applicable laws of Bermuda, the jurisdiction in which the Company incorporated, and in accordance with the regulations set out in the memorandum of association and the Bye-Laws.

If as a result of a repurchase of securities, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, the controlling shareholder of the Company, SIHC beneficially owned 40.55% of the entire issued share capital of the Company. In the event that the Directors exercised in full the power to repurchase securities which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of SIHC in the Company would be increased to approximately 45.05% of the issued share capital of the Company and SIHC becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors do not propose to exercise the power to repurchase securities to such extent that would give rise to an obligation to make a mandatory offer in accordance with the Takeovers Code.

As at the Latest Practicable Date, the Company has maintained a sufficient public float. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the number of Shares held by the public would not fall below 25%.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

PRICES FOR SHARES

The highest and lowest prices in each month for the period from 1 April 2009 to the Latest Practicable Date for the Shares being traded on the Stock Exchange were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
April	0.420	0.355
May	0.580	0.390
June	0.600	0.490
July	0.600	0.500
August	0.700	0.560
September	0.620	0.510
October	0.600	0.480
November	0.650	0.540
December	0.640	0.560
2010		
January	0.690	0.570
February	0.620	0.560
March	0.650	0.590
April (up to the Latest Practicable Date)	0.640	0.590

REPURCHASE OF SECURITIES

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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”)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Grand Ballroom East, 2/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 19 May 2010 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As Ordinary Business

1. To receive and consider the audited Financial Statements and the Reports of the Directors and of the Auditor for the year ended 31 December 2009;
2. To declare the final dividend and the special dividend for the year ended 31 December 2009;
3. To re-elect the retiring Directors and to authorise the Board of Directors to fix the Directors’ remuneration;
4. To re-appoint Auditor of the Company and to authorise the Board of Directors to fix the Auditor’s remuneration; and

As Special Business

To consider and, if thought fit, to pass the following Resolutions as ordinary resolutions:

5. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT:**

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares upon the exercise of subscription rights or conversion rights under any warrants of the Company or any securities of the Company which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the Directors of the Company to holders of shares or any class thereof on the register of holders of shares of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body of any stock exchange in, any territory outside Hong Kong).”

7. “**THAT** conditional upon the passing of resolution nos. 5 and 6 above, the aggregate nominal amount of the shares which shall have been repurchased by the Company pursuant to and in accordance with resolution no. 5 above shall be added to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with resolution no. 6 above, provided that such additional amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

8. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the Chinese name of “深圳國際控股有限公司” be adopted as the secondary name of the Company and that the board of directors of the Company be and is hereby authorised to do all such acts, deeds and things as it shall, in its absolute discretion, deem fit in order to effect and implement such adoption of secondary name by the Company.”

By Order of the Board
Shenzhen International Holdings Limited
Tam Mei Mei
Company Secretary

Hong Kong, 19 April 2010

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. *A form of proxy for use at the meeting is enclosed herewith.*
2. *Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead 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.*
3. *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. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish.*
4. *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.*
5. *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.*