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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 Tuesday, 25 October 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT:**

- (a) the conditional entrusted construction management agreement dated 9 September 2011 (the “Entrusted Construction Management Agreement”) (a copy of which is produced before the meeting marked “A” and initialed by the Chairman of the meeting for the purpose of identification) and entered into between Shenzhen Expressway Company Limited (“Shenzhen Expressway”, a 50.889%-owned subsidiary of the Company) and 深圳市廣深沿江高速公路投資有限公司 (Shenzhen Guangshen Coastal Expressway Investment Company Limited) (the “Project Company”, a wholly-owned subsidiary of 深圳市投資控股有限公司 (Shenzhen Investment Holdings Company Limited)), pursuant to which the Project Company entrusted Shenzhen Expressway to manage and Shenzhen Expressway agreed to undertake the management of construction of Guangshen Coastal Expressway Shenzhen Section (廣深沿江高速公路深圳段) on the terms and conditions as set out in the Entrusted Construction Management Agreement, and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things, execute all such documents and exercise all powers as it considers necessary or expedient or desirable in connection with, or to give effect to, the Entrusted Construction Management Agreement and to implement the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.”

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

Hong Kong, 4 October 2011

*Notes:*

1. 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.
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, Mr. Wang Dao Hai and Professor Wong Yuk Shan, BBS, JP as non-executive directors and Messrs. Leung Ming Yuen, Simon, Ding Xun and Nip Yun Wing as independent non-executive directors.*