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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 ANNUAL GENERAL MEETING**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting (“**AGM**”) of the Company both dated 17 April 2013. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular and the Notice unless the context requires otherwise.

### **POLL RESULTS OF AGM**

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by way of poll at the AGM held on 20 May 2013. The poll results are as follows:

	<b>Ordinary Resolutions</b>	<b>Number of Votes Cast (%)</b>		<b>Total Number of Votes Cast</b>
		<b>For</b>	<b>Against</b>	
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 2012.	10,710,245,652 (100%)	0 (0%)	10,710,245,652
2.	To declare the final dividend for the year ended 31 December 2012, the final dividend be satisfied in the form of an allotment of scrip shares, and Shareholders will be given the option of receiving in cash.	10,710,245,652 (100%)	0 (0%)	10,710,245,652
3.	(i) To re-elect Mr. Gao Lei as a Director.	10,628,708,866 (99.24%)	81,354,286 (0.76%)	10,710,063,152
	(ii) To re-elect Mr. Li Lu Ning as a Director.	9,339,026,614 (87.20%)	1,371,219,038 (12.80%)	10,710,245,652
	(iii) To re-elect Mr. Yang Hai as a Director.	10,628,891,366 (99.24%)	81,354,286 (0.76%)	10,710,245,652
	(iv) To re-elect Mr. Leung Ming Yuen, Simon as a Director.	10,640,028,865 (99.34%)	70,216,787 (0.66%)	10,710,245,652

	(v) To re-elect Mr. Ding Xun as a Director.	10,705,661,365 (99.96%)	4,584,287 (0.04%)	10,710,245,652
	(vi) To authorise the Board of Directors to fix the Directors' remuneration.	10,695,890,154 (100%)	0 (0%)	10,695,890,154
4.	To re-appoint PricewaterhouseCoopers as the Auditor of the Company and to authorise the Board of Directors to fix the Auditor's remuneration.	10,691,115,867 (99.82%)	19,129,785 (0.18%)	10,710,245,652
5.	To grant a repurchase mandate to the Directors to repurchase shares in the Company as set out in item 5 of the Notice of the AGM.	10,695,890,154 (100%)	0 (0%)	10,695,890,154
6.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the shares in the Company as set out in item 6 of the Notice of the AGM.	9,015,916,855 (84.18%)	1,694,328,797 (15.82%)	10,710,245,652
7.	To extend the general mandate granted to the Directors to allot, issue and otherwise deal with the shares in the Company as set out in item 7 of the Notice of the AGM.	9,001,368,857 (84.05%)	1,708,694,295 (15.95%)	10,710,063,152

As more than 50% of the votes were cast in favour of each of the above resolutions, each of the said resolutions was duly passed as an ordinary resolution. For details of the said resolutions and the particulars of the re-elected Directors, please refer to the Notice and the Circular respectively.

As at the date of the AGM, the total issued share capital of the Company was 16,450,215,564 Shares. No Shareholder was required to abstain from voting at the AGM and no parties have stated their intention in the Circular to vote against any resolutions or to abstain from voting at the AGM. The total number of Shares entitling the Shareholders to attend and vote for or against all resolutions at the AGM was 16,450,215,564 Shares and there was no Shareholder who was entitled to attend the AGM but was only entitled to vote against all or any resolutions.

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

By Order of the Board  
**Shenzhen International Holdings Limited**  
**Gao Lei**  
*Chairman*

Hong Kong, 20 May 2013

*As at the date of this announcement, the Board consists of Messrs. Gao Lei, Li Jing Qi, Li Lu Ning, Liu Jun and Yang Hai as executive Directors, Professor Wong Yuk Shan, BBS, JP as non-executive Director and Messrs. Leung Ming Yuen, Simon, Ding Xun and Nip Yun Wing as independent non-executive Directors.*