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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)

VOLUNTARY ANNOUNCEMENT ESTABLISHMENT OF PROJECT COMPANY

The Board is pleased to announce that on 8 August 2014, the Company entered into the Framework Agreement whereby the Company agreed to establish a project company with Shenzhen Expressway, a 50.889% owned subsidiary of the Company, to research, analyse and explore the opportunity for the possibility to obtain the Meilin Checkpoint Renewal Land which is valuable resource.

The board of directors (the “**Board**”) of Shenzhen International Holdings Limited (the “**Company**”) is pleased to announce that on 8 August 2014, the Company entered into the framework agreement (the “**Framework Agreement**”) whereby the Company agreed to establish a project company (the “**Project Company**”) with Shenzhen Expressway Company Limited (“**Shenzhen Expressway**”), a 50.889% subsidiary of the Company and whose shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Shanghai Stock Exchange.

It is agreed that the Project Company shall be formed to research, analyse and explore the opportunity for the possibility to obtain certain parcels of land in Longhua New Area, Shenzhen, China (the “**Meilin Checkpoint Renewal Land**”) which is valuable resource. Pursuant to the Framework Agreement, the initial commitment of the Company and Shenzhen Expressway to contribute to the capital of the Project Company amounts to RMB102,000,000 (equivalent to approximately HK\$129,000,000) and RMB98,000,000 (equivalent to approximately HK\$124,000,000) respectively. Upon formation, the Project Company will be a subsidiary of the Company which will own 51% equity interest in it, and the remaining 49% to be owned by Shenzhen Expressway. Under the Framework Agreement, should the Project Company require financing from its shareholders, its shareholders shall contribute in aggregate no more than RMB5,000,000,000 (equivalent to approximately HK\$6,329,000,000) pro rata to their shareholding.

In the event any transaction to be entered into by the Project Company would constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules, the Company shall comply with applicable Listing Rule requirements accordingly.

As the proposed transactions to be entered into by the Project Company (including but not limited to any agreement to acquire the Meilin Checkpoint Renewal Land) may or may not proceed, shareholders and potential investors of the Company should exercise caution when dealing or investing in the securities of the Company.

In this announcement, conversion of RMB into HK\$ is based on the exchange rate of HK\$1.00 to RMB0.79. The exchange rates have been used, where applicable, for the purposes of illustration only and do not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

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

Hong Kong, 8 August 2014

As at the date of this announcement, the board of directors of the Company consists of Messrs. Gao Lei, Li Jing Qi, Li Lu Ning, Liu Jun and Yang Hai as executive directors, Dr. Yim Fung, JP as non-executive director and Messrs. Leung Ming Yuen, Simon, Ding Xun and Nip Yun Wing as independent non-executive directors.