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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”)

COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION FOR NEW SHARES UNDER GENERAL MANDATE

Placing Agents

Morgan Stanley

J.P.Morgan



(in alphabetical order)

Reference is made to the announcement (“Announcement”) of the Company dated 4 November 2014 in relation to the Placing and the Subscription. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Board is pleased to announce that completion of the Placing took place on 7 November 2014 and as all conditions of the Subscription have been fulfilled, completion of the Subscriptions took place on 14 November 2014.

176,000,000 Placing Shares were placed at price of HK\$11 per Placing Share to not less than six Placees. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Placees are not connected persons of the Company or persons acting in concert with the Vendor, and none of the Placees has become a substantial shareholder of the Company upon completion of the Placing.

Further, all the conditions of the Subscription have been fulfilled and completion of the Subscription took place on 14 November 2014. 176,000,000 Subscription Shares (equal to the number of the Placing Shares placed under the Placing) were allotted and issued to the Vendor at HK\$11 per Subscription Share.

The gross proceeds of the Placing and the Subscription are HK\$1,936 million. The net proceeds (after deducting all applicable costs and expenses of the Placing and the Subscription) of approximately HK\$1,896 million from the Placing and the Subscription are intended to be applied towards the expansion of logistic business of the Group, in particular building up the "China Urban Integrated Logistics Hub" network, as well as general corporate purposes of the Group.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of the Announcement, (ii) immediately after completion of the Placing but before the Subscription, and (iii) immediately after completion of the Placing and the Subscription:

	As at the date of the Announcement		Immediately after completion of the Placing and before the Subscription		Immediately after completion of the Placing and the Subscription	
	Shares	Approximate %	Shares	Approximate %	Shares	Approximate %
Substantial Shareholder						
Vendor	830,409,709	48.45	654,409,709	38.18	830,409,709	43.89
Directors						
Li Jing Qi	864,840	0.05	864,840	0.05	864,840	0.05
Liu Jun	900,000	0.05	900,000	0.05	900,000	0.05
Public						
Public Shareholders	881,832,995	51.45	881,961,338	51.45	883,691,838	46.71
Places	--	--	176,000,000	10.27	176,000,000	9.30
Total	<u>1,714,007,544</u>	<u>100.00</u>	<u>1,714,135,887</u>	<u>100.00</u>	<u>1,891,866,387</u>	<u>100.00</u>

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

Hong Kong, 14 November 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.