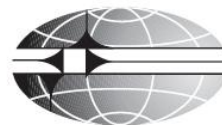


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Shenzhen International Holdings Limited
深圳國際控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00152)



深圳高速公路股份有限公司
SHENZHEN EXPRESSWAY COMPANY LIMITED
(a joint stock limited company incorporated in the People's
Republic of China with limited liability)
(Stock Code: 00548)

JOINT ANNOUNCEMENT

DISCLOSEABLE TRANSACTION ACQUISITION OF ADDITIONAL 10% EQUITY INTERESTS IN THE SHUIGUAN EXPRESSWAY PROJECT COMPANY AND BECOMES A SUBSIDIARY

THE SHARE TRANSFER AGREEMENT

Each of the boards of directors of SZ International and SZ Expressway (a 50.889%-owned subsidiary of SZ International) is pleased to announce that on 30 October 2015, Mei Wah Industrial (as the purchaser), a wholly-owned subsidiary of SZ Expressway, Sumgreat Investments (as the vendor), Huayu Group and Mr. Chen (as the Guarantors) entered into the Share Transfer Agreement, pursuant to which Mei Wah Industrial has agreed to acquire the entire issued share capital of Fameluxe Investment held by Sumgreat Investments for an Initial Consideration of RMB280,000,000 (equivalent to approximately HK\$341,000,000). The Initial Consideration may be subject to adjustment, please refer to the details set out under the section headed "The Share Transfer Agreement" in this announcement. Fameluxe Investment owns 10% equity interests in Qinglong Company (principally engaged in development, construction, toll collection and management of Shuiguan Expressway). After completion of the Transaction, Fameluxe Investment will become an indirect wholly-owned subsidiary of SZ Expressway, and SZ Expressway will directly and indirectly hold an aggregate of 50% equity interests in Qinglong Company. At the same time, pursuant to the agreement and arrangement made between SZ Expressway Group and Huayu Group, SZ Expressway Group will obtain the effective control over Qinglong Company, and will have the accounts of Qinglong Company consolidated into the financial statements of SZ Expressway.

SHUIGUAN EXPRESSWAY

Shuiguan Expressway is an expressway (provincial highway S28) from Shuijingcun to Guanjiangtou in Shenzhen, which was a bi-directional six-lane expressway expanded into a ten-lane expressway in July 2011 with a toll mileage of approximately 20 kilometers.

REASONS FOR AND BENEFITS OF ENTERING INTO THE SHARE TRANSFER AGREEMENT

Shuiguan Expressway has maintained a continued growth trend in traffic volume and toll collection since its opening, and has completed the expansion in recent years with sound proven track record and relatively low investment risks. With the increase in shareholding in Qinglong Company through acquisition of Fameluxe Investment, SZ Expressway can enhance its control over the operation and management of Qinglong Company, which will in return enable SZ Expressway to facilitate the unified management of highway projects in Shenzhen and demonstrate its management advantages. Furthermore, this Transaction will help improve the profitability and cash flow of SZ Expressway and further consolidate the core advantages of SZ Expressway in investments, management, and operations of highways, which is in line with the development strategies and overall interests of SZ Expressway. Additional interests held by SZ Expressway in Qinglong Company also satisfy SZ International's strategy to consolidate premium infrastructure resources. SZ Expressway is a subsidiary of SZ International, and SZ Expressway's further strengthening its core advantages will be beneficial to SZ International as a whole.

IMPLICATION UNDER THE LISTING RULES

As one or more of the applicable percentage ratios exceed 5% but under 25% in relation to the Transaction, the Transaction constitutes a discloseable transaction for SZ International and SZ Expressway under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but exempted from shareholders' approval.

INTRODUCTION

Each of the boards of directors of SZ International and SZ Expressway (a 50.889%-owned subsidiary of SZ International) is pleased to announce that on 30 October 2015, Mei Wah Industrial, a wholly-owned subsidiary of SZ Expressway, Sumgreat Investments, Huayu Group and Mr. Chen entered into the Share Transfer Agreement, pursuant to which Mei Wah Industrial has agreed to acquire the entire issued share capital of Fameluxe Investment held by Sumgreat Investments for an Initial Consideration of RMB280,000,000 (equivalent to approximately HK\$341,000,000). The Initial Consideration may be subject to adjustment, please refer to the details set out under the section headed "The Share Transfer Agreement" in this announcement. Fameluxe Investment owns 10% equity interests in Qinglong Company (principally engaged in development, construction, toll collection and management of Shuiguan Expressway). Each of Huayu Group, SZ Expressway and Fameluxe Investment holds 50%, 40% and 10% equity interests in Qinglong Company, respectively.

THE SHARE TRANSFER AGREEMENT

The major terms of the Share Transfer Agreement are set out as follows:

Date: 30 October 2015

Parties: (1) Mei Wah Industrial (as the purchaser);
(2) Sumgreat Investments (as the vendor);
(3) Huayu Group (as the Guarantor); and
(4) Mr. Chen (as the Guarantor)

To the best knowledge, information and belief of each of the boards of directors of SZ International and SZ Expressway having made all reasonable enquiries, each of Sumgreat Investments, Huayu Group and Mr. Chen is an Independent Third Party of SZ International and SZ Expressway.

Subject matter

Acquisition of the entire issued and paid-up share capital of Fameluxe Investment is free from encumbrances. Fameluxe Investment's entire revenue with effect from 1 September 2015 will be attributable to Mei Wah Industrial.

As at the date of this announcement, the 10% equity interests in Qinglong Company owned by Fameluxe Investment is pledged to China Resources Bank.

Initial Consideration and arrangement of payment

Pursuant to the Share Transfer Agreement, an Initial Consideration of RMB280,000,000 (equivalent to approximately HK\$341,000,000) shall be paid by Mei Wah Industrial to Sumgreat Investments for the Transaction. The Initial Consideration shall be settled in the following manners:

- (1) The first instalment of RMB120,000,000 (equivalent to approximately HK\$146,000,000) shall be paid by Mei Wah Industrial to Sumgreat Investments on the date of signing of the Share Transfer Agreement, and Sumgreat Investments shall deliver all the legal instruments mutually agreed by them to Mei Wah Industrial, including but not limited to the share transfer documents and the bought and sold notes of Fameluxe Investment; the board resolutions regarding the board of Fameluxe Investment agreed on amending the articles of Qinglong Company, the cooperation contracts and the change of directors of Qinglong Company; the deed and letter of confirmation signed by the Guarantors;
- (2) Sumgreat Investments shall complete the pledge release procedures in respect of the 10% equity interests in Qinglong Company which is held by Fameluxe Investment and pledged to China Resources Bank, and provide the relevant pledge release documents to Mei Wah Industrial within 20 working days from the date on which the Share Transfer Agreement is signed. After the pledge is released, and within 5 working days after the date on which Sumgreat Investments delivered the relevant documents, Mei Wah Industrial shall pay the second instalment of RMB100,000,000 (equivalent to approximately HK\$122,000,000) to Sumgreat Investments.

- (3) Within 10 working days after Fameluxe Investment has arranged the final settlement of relevant tax (the relevant tax and expense shall be borne by Sumgreat Investments) in the PRC, obtained the tax clearance certificate and the final settlement of the relevant tax in relation to the Transaction (the relevant tax and expense shall be borne by Sumgreat Investments) has been completed, Mei Wah Industrial shall pay the outstanding balance of the consideration to Sumgreat Investments.

The consideration aforesaid shall be paid in cash. SZ Expressway Group intends to pay the consideration by internal resources and borrowing.

The consideration and other terms of the Transaction were determined after arm's length negotiations between the parties to the agreement. As the business of Fameluxe Investment is the holding of 10% equity interests of Qinglong Company, based on the investment and operation experiences and the professional abilities towards the expressway projects in the past, SZ Expressway Group comprehensively considered factors including the traffic flow, operation, policy environment and the maturity of the project of Shuiguan Expressway for assessing the estimated value of Qinglong Company, which is a major factor in negotiating the consideration of the Transaction.

The valuation of the entire shareholders' equity interests of Fameluxe Investment (constitutes a profit forecast under Rule 14.61 of the Listing Rules) as at 31 August 2015 was carried out by using the asset-based approach and income approach by DZX, an independent valuer appointed by SZ Expressway pursuant to the domestic regulatory provisions. Further details of the assumptions used for the profit forecast are set out under the section headed "Valuation of Fameluxe Investment" below.

Completion

The Share Transfer Agreement is deemed to be completed on the date on which shares of Fameluxe Investment are transferred according to the aforesaid arrangement of payment (1).

After completion of the Transaction, Fameluxe Investment will become an indirect wholly-owned subsidiary of SZ Expressway, and SZ Expressway's shareholding in Qinglong Company will be increased to 50%. At the same time, pursuant to the agreement and arrangement made between SZ Expressway Group and Huayu Group, SZ Expressway Group will obtain the effective control over Qinglong Company, and will have the accounts of Qinglong Company consolidated into the financial statements of SZ Expressway.

Adjustment of the Consideration

Mei Wah Industrial and Sumgreat Investments agreed that, the Initial Consideration under the Share Transfer Agreement shall be adjusted (if applicable) in the following manners:

If Qinglong Company and the local government authority enter into an agreement in relation to the traffic management arrangement and adjustment scheme of Shuiguan Expressway on or before 31 December 2016, and if the comparable price (which is derived at by reference to the purchase price under the agreement and adjusted in accordance with the terms set out in the Share Transfer Agreement) is lower than the Initial Consideration, Sumgreat Investments shall pay the relevant difference to Mei Wah Industrial or deduct the difference from the outstanding balance of the consideration not yet paid by Mei Wah Industrial. No adjustment to the Initial Consideration shall be made if the aforesaid comparable price is higher than the Initial Consideration.

In addition, if, from the date of signing of the Share Transfer Agreement to 31 December 2016, the aforesaid adjustment agreement is not yet entered into and the relevant government authorities failed to grant the Approval for the Extension Application of Shuiguan Expressway, or if the extension period of concession granted under the Approval is shorter than five years, Sumgreat Investments shall pay the difference between the corresponding expected consideration of such extension period of concession finally granted under the Approval and the Initial Consideration to Mei Wah Industrial in accordance with the terms of the Share Transfer Agreement or deduct the difference from the outstanding balance of the consideration not yet paid by Mei Wah Industrial.

Guarantee and indemnity

The Guarantors shall collectively guarantee to Mei Wah Industrial (among other things) that they shall procure and ensure Sumgreat Investments to comply with the terms of the Share Transfer Agreement, and irrevocably and unconditionally undertake that they shall fully indemnify and hold harmless Mei Wah Industrial all costs (including all legal costs), expenses, claims, losses and obligations that Mei Wah Industrial may suffer due to the failure of Sumgreat Investments to perform any terms of the Share Transfer Agreement by applying, including but not limited to, the distribution by Qinglong Company to Huayu Group and the allocation fund (if any) obtained through the traffic management arrangement and adjustment scheme in relation to Shuiguan Expressway as referred to in the section headed “Adjustment of the Consideration” (which may or may not take place).

VALUATION OF FAMELUXE INVESTMENT

SZ Expressway has appointed DZX pursuant to the domestic regulatory provisions to carry out the valuation of the entire shareholders’ equity interests of Fameluxe Investment as at 31 August 2015. The valuation base date is 31 August 2015, with the entire shareholders’ equity interests of Fameluxe Investment valued by adopting the asset-based approach, and the long-term investment of Fameluxe Investment (i.e. the shareholding in Qinglong Company owned by Fameluxe Investment) valued by adopting the income approach. As the valuation using the income approach involved the use of discounted cash flow methodology and constitutes a profit forecast under Rule 14.61 of the Listing Rules, this announcement shall comply with the requirements under Rules 14.60A and 14.62 of the Listing Rules in relation to profit forecast.

In accordance with Rule 14.62 of the Listing Rules, the key assumptions of this valuation mainly include the following:

- (1) There will be no material changes in future economic, market or social environment (such as national macro-economic policies, market supply and demand conditions, fiscal and taxation policies, domestic and foreign trade policies, environmental protection policies, financial and currency policies, etc.);
- (2) The concession period of Shuiguan Expressway operated by Qinglong Company after the valuation base date will expire on 13 January 2026;
- (3) There will be no material changes in the taxation and tax rate policies currently applicable to the enterprises to be valued;
- (4) There will be no material adverse effect on the enterprises to be valued arising from any force majeure after the valuation base date;

- (5) All assets and liabilities of the enterprises to be valued have been presented and reported or a special explanation in respect thereof has been made to the valuer, and there does not exist any other liabilities/assets, contingent liabilities/assets, or other related rights/contingent rights and obligations/contingent obligations, etc.

Meanwhile, the valuation is based on operating results over previous years of the enterprise under evaluation. Estimates on future operation and revenue of Qinglong Company is conducted through analysis over revenue, costs, financial structures, business development trajectory and growth movements. The expected operating revenue and corporate free cash flow of Qinglong Company are set out as below:

Unit: RMB'000

Duration (Year)	Operating Revenue	Corporate Free Cash Flow
September to December 2015	186,339.1	122,481.5
2016	603,995.2	405,179.2
2017	646,941.5	433,430.1
2018	694,948.3	465,677.9
2019	687,917.8	462,200.1
2020	710,706.9	476,418.0
2021	716,179.1	480,992.6
2022	723,664.0	485,791.3
2023	731,239.2	490,832.5
2024	740,911.7	497,258.3
2025	746,664.9	529,890.8

Based on the above assumptions, value of the entire shareholders' equity interests of Fameluxe Investment as at the valuation base date of 31 August 2015 was RMB200,960,000 (equivalent to approximately HK\$245,070,000). Taking into account that Qinglong Company has made the Extension Application to the Guangdong competent administrative department of communications and the Guangdong Provincial Government for extension of concession period, DZX, based on the above valuation methods, valuation parameters and information, has made estimates on value of Qinglong Company in the circumstances where the concession periods of Shuiguan Expressway are extended from 1 year to 5 years. The corresponding reference value of the equity interests owned by Fameluxe Investment is estimated to range from RMB218,700,000 (equivalent to approximately HK\$266,710,000) and RMB280,600,000 (equivalent to approximately HK\$342,200,000).

Each of the board of directors of SZ International and SZ Expressway has reviewed the principal assumptions adopted in the valuation, and is of the view that the valuation has been made after due and careful enquiry. The calculation of discounted future estimated cash flows adopted by DZX on which the valuation is based has been reviewed by PwC and PwC Zhong Tian LLP, the auditors of SZ International and SZ Expressway, respectively. The letter from each of the board of directors of SZ International and SZ Expressway and the letters from PwC and PwC Zhong Tian LLP are included in Appendixes I, II, III and IV of this announcement, respectively.

INFORMATION ON FAMELUXE INVESTMENT, QINGLONG COMPANY AND SHUIGUAN EXPRESSWAY

Fameluxe Investment is a company established in Hong Kong with limited liability, engaged in holding 10% equity interests of Qinglong Company.

The following table sets out the financial information of Fameluxe Investment for the two accounting years ended 31 December 2014 (unaudited) and the eight months ended 31 August 2015 (audited for asset settlement and capital verification purposes):

Unit: HK\$'000

	For the eight months ended 31 August 2015	Year ended 31 December 2014	Year ended 31 December 2013
Net profit/(loss) (before tax)	35,849	(0.4)	43,698
Net profit/(loss) (after tax)	35,849	(0.4)	43,698
	As at 31 August 2015	As at 31 December 2014	As at 31 December 2013
Net asset value/ (net liabilities)	30,944	(108,268)	(108,268)

Qinglong Company is a company established in the PRC and is owned as to 50%, 40% and 10% by Huayu Group, SZ Expressway and Fameluxe Investment, respectively. It is principally engaged in the development, construction, toll collection and management of Shuiguan Expressway.

The following table sets out the financial information of Qinglong Company for the two accounting years ended 31 December 2014 (audited) and the eight months ended 31 August 2015 (audited for asset settlement and capital verification purposes):

Unit: RMB'000

	For the eight months ended 31 August 2015	Year ended 31 December 2014	Year ended 31 December 2013
Net profit (before tax)	195,148	240,455	210,172
Net profit (after tax)	146,749	180,952	158,241
	As at 31 August 2015	As at 31 December 2014	As at 31 December 2013
Net asset value	324,011	506,159	325,822

Shuiguan Expressway is an expressway (provincial highway S28) from Shuijingcun to Guanjingtou in Shenzhen, which was a bi-directional six-lane expressway expanded into a ten-lane expressway in July 2011 with a toll mileage of approximately 20 kilometers. The average daily mixed traffic volume of Shuiguan Expressway in 2013 and 2014 was 155,000 vehicles and 169,000 vehicles, respectively, and the average daily toll revenue in 2013 and 2014 were RMB1,298,000 and RMB1,386,000, respectively. The original investment of Shuiguan Expressway is RMB1,100,000,000, and the follow-up investment of expansion is RMB1,200,000,000. As at the date of this announcement, the authorized concession period of Shuiguan Expressway is 25 years and will expire upon the end of operation period of Qinglong Company (i.e. 13 January 2026). Based on the completion of expansion works of Shuiguan Expressway in 2011, Qinglong Company has made the Extension Application to the Guangdong competent administrative department of communications and the Guangdong Provincial Government in August 2015 and the relevant applications are still being vetted.

Pursuant to the agreements entered into in previous years, the toll collection right of Shuiguan Expressway has been pledged by Qinglong Company to the Shenzhen Branch of China Construction Bank Corporation and Kunlun Financial Leasing Co., Ltd. to secure the loan of RMB770 million in total provided to Qinglong Company by the Shenzhen Branch of China Construction Bank Corporation and the financing of RMB1 billion in total provided to Qinglong Company by Kunlun Financial Leasing Co., Ltd., respectively. As at the date of this announcement, the balance of the outstanding principal of the aforesaid loan/financing amounted to RMB536 million and RMB490 million, respectively.

REASONS FOR AND BENEFITS OF ENTERING INTO THE SHARE TRANSFER AGREEMENT

The investment, construction, operation and management of toll highways and roads is an ordinary and usual course of business of SZ Expressway. The directors of SZ Expressway consider that Shuiguan Expressway has maintained a continued growth trend in traffic volume and toll collection since its opening, and has completed the expansion in recent years with sound proven track record and relatively low investment risks. With the increase in shareholding in Qinglong Company through acquisition of Fameluxe Investment, SZ Expressway can enhance its control over the operation and management of Qinglong Company, which will in return enable SZ Expressway to facilitate the unified management of highway projects in Shenzhen and demonstrate its management advantages. Furthermore, this Transaction will help improve the profitability and cash flow of SZ Expressway and further consolidate the core advantages of SZ Expressway in investments, management, and operations of highways, which is in line with the development strategies and overall interests of SZ Expressway. Additional interests held by SZ Expressway in Qinglong Company also satisfy SZ International's strategy to consolidate premium infrastructure resources. SZ Expressway is a subsidiary of SZ International, and SZ Expressway's further strengthening its core advantages will be beneficial to SZ International as a whole.

Each of the board of directors of SZ International and SZ Expressway considers that the terms and conditions of the Transaction are fair and reasonable and the Transaction is in the interests of SZ International, SZ Expressway and their respective shareholders as a whole.

THE IMPACT ON SZ EXPRESSWAY AFTER THE TRANSACTION AND CONSOLIDATION OF FINANCIAL STATEMENTS

After completion of the Transaction, Fameluxe Investment will become an indirect wholly-owned subsidiary of SZ Expressway, and SZ Expressway will directly and indirectly hold an aggregate of 50% equity interests of Qinglong Company. At the same time, pursuant to the agreement made between SZ Expressway Group and Huayu Group, SZ Expressway Group will obtain effective control over Qinglong Company through arrangements, such as appointment of directors, amending the articles of Qinglong Company and signing of cooperative operating contracts, Qinglong Company will become a subsidiary of SZ Expressway with its accounts to be consolidated into the financial statements of SZ Expressway.

Pursuant to the Accounting Standards for Business Enterprises of the PRC, the accounts of Qinglong Company will be consolidated into the financial statements of SZ Expressway from the date on which SZ Expressway obtains control of Qinglong Company, the 40% equity interests of Qinglong Company originally held by SZ Expressway Group will be remeasured at fair value on the date of consolidation. The difference between the fair value and the book value will be recognized as investment income for the current period. According to the preliminary estimates, it is expected that the one-off investment income (after tax) derived from the 40% equity interests as originally held by SZ Expressway in Qinglong Company as at the date of consolidation will be amounted to approximately RMB880,000,000 (equivalent to approximately HK\$1,070,000,000). Save for the aforesaid impacts on profits or losses, this transaction as of the date of consolidation is expected to increase the total assets, liabilities and equity interests attributable to owners of the company of SZ Expressway Group by approximately RMB4,300,000,000 (equivalent to approximately HK\$5,240,000,000), RMB2,100,000,000 (equivalent to approximately HK\$2,560,000,000) and RMB880,000,000 (equivalent to approximately HK\$1,070,000,000), respectively. The above information is based on the preliminary estimates. The final effects are subject to recognition when it occurs and confirmed upon the audit performed by SZ Expressway's auditors.

After Qinglong Company has become a subsidiary of SZ Expressway, Huayu Group, which holds 50% equity interests in Qinglong Company will become a substantial shareholder of the subsidiary of SZ Expressway, and Huayu Group and its associates will therefore become connected persons of SZ Expressway. In addition, pursuant to an agreement on the application of funds and the board resolution in the past years, Qinglong Company had provided part of its idle funds to Huayu Group and Huayu Investment as its subsidiary. As of 30 September 2015, Huayu Group and Huayu Investment as its subsidiary were required to repay Qinglong Company debt principals of approximately RMB36,097,000 (equivalent to approximately HK\$44,021,000) and approximately RMB5,000,000 (equivalent to approximately HK\$6,098,000), respectively. As at the date of this announcement, the aforesaid agreement and arrangement have been terminated. Considering the current financial condition of Huayu Group and Huayu Investment as its subsidiary, Huayu Group has signed an undertaking to SZ Expressway and Qinglong Company, and undertakes to settle the debts aforesaid together with the agreed interest on or before 30 June 2016 by applying the distribution by Qinglong Company to Huayu Group as a source of funds.

INFORMATION ON SZ INTERNATIONAL, SZ EXPRESSWAY AND THE PARTIES TO THE SHARE TRANSFER AGREEMENT

SZ International

SZ International and its subsidiaries are principally engaged in the investment, construction and operation of logistic infrastructure facilities, as well as providing various value-added logistic services to customers leveraging its infrastructure facilities and information services platform.

SZ Expressway

SZ Expressway and its subsidiaries are principally engaged in the investment, construction, operation and management of toll highways and roads. SZ International owns 50.889% equity interests in SZ Expressway.

Mei Wah Industrial

Mei Wah Industrial is established in Hong Kong with limited liability and is principally engaged in investment holding. It is a wholly-owned subsidiary of SZ Expressway.

Sumgreat Investments

Sumgreat Investments is established in British Virgin Islands with limited liability and is principally engaged in investment holding. Mr. Chen owns the entire issued share capital of Sumgreat Investments.

Huayu Group

Huayu Group is a company established in the PRC and is principally engaged in the construction, operation and maintenance of expressways. Sumgreat Investments is a controlling shareholder of Huayu Group.

Mr. Chen

Mr. Chen, a permanent resident of Hong Kong, owns the entire issued share capital of Sumgreat Investments and is the controlling shareholder of Huayu Group.

IMPLICATION UNDER THE LISTING RULES

As one or more of the applicable percentage ratios exceed 5% but under 25% in relation to the Transaction, the Transaction constitutes a disclosable transaction for SZ International and SZ Expressway under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but exempted from shareholders' approval.

Experts and Consents

The following are the qualifications of the experts who have given opinion or advice contained in this announcement:

<i>Name</i>	<i>Qualifications</i>
DZX	an independent qualified valuer in the PRC engaged in valuation
PwC Zhong Tian LLP	Certified Public Accountant, the PRC
PwC	Certified Public Accountant, Hong Kong

To the best of knowledge, information and belief of the directors' of SZ International and SZ Expressway, having made all reasonable enquiries, each of DZX, PwC Zhong Tian LLP and PwC is an Independent Third Party of SZ International and SZ Expressway.

As at the date of this announcement, none of DZX, PwC Zhong Tian LLP and PwC has any shareholding in any member of SZ International or SZ Expressway or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of SZ International or SZ Expressway.

Each of the DZX, PwC Zhong Tian LLP and PwC has given and has not withdrawn its consent to the publication of this announcement with the inclusion of its opinion and advice and all references to its name in the form and context in which they are included.

Definitions

“Approval”	the approval of extension of the concession period granted by the relevant government departments regarding the Extension Application
“China Resources Bank”	China Resources Bank of Zhuhai Co., Ltd Shenzhen Branch
“DZX”	DZX International Appraisal Limited (德正信國際資產評估有限公司), an independent institution established in PRC with the qualifications for assets valuation
“Extension Application”	the application made by Qinglong Company in relation to the extension of concession period of five years and four months of Shuiguan Expressway to the Guangdong competent administrative department of communications and the Guangdong Government
“Fameluxe Investment”	Fameluxe Investment Limited , a limited liability company established in Hong Kong
“Guarantor(s)”	Huayu Group and Mr. Chen
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huayu Group”	Shenzhen Huayu Investment & Development (Group) Co., Ltd, a company established under the laws of the PRC
“Huayu Investment”	Shenzhen Huayu Expressway Investment Company Limited (深圳華昱高速公路投資有限公司), a company established under the laws of the PRC with limited liability, and is held as to 60% and 40% of equity interests by Huayu Group and SZ Expressway, respectively
“Independent Third Party(ies)”	an individual or a company which is independent from any connected persons (as defined under the Listing Rules) of SZ International and SZ Expressway
“Initial Consideration”	the initial consideration as agreed between the purchaser and the vendor regarding the Transaction in the Share Transfer Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Mei Wah Industrial”	Mei Wah Industrial (Hong Kong) Limited, a company established in Hong Kong with limited liability
“Mr. Chen”	Mr. Chen Yangnan (陳陽南)
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“PwC”	PricewaterhouseCoopers
“PwC Zhong Tian LLP”	PricewaterhouseCoopers Zhong Tian LLP
“Qinglong Company”	Shenzhen Qinglong Expressway Company Limited, a company established in the PRC with limited liability and held as to 50%, 40% and 10% by Huayu Group, SZ Expressway and Fameluxe Investment, respectively, as at the date of this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Share Transfer Agreement”	the agreement in relation to the sale and purchase of the entire issued share capital of Fameluxe Investment Limited (《關於豐立投資有限公司全部已發行股份的出售和購買的協議》) entered into between Mei Wah Industrial, Sumgreat Investments, Huayu Group and Mr. Chen on 30 October 2015
“Shuiguan Expressway”	the expressway from Shuijingcun to Guanjingtou (水徑村至官井頭) in Shenzhen City
“Shuiguan Expressway Project Company”	Qinglong Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Sumgreat Investments”	Sumgreat Investments Limited, a company incorporated in British Virgin Islands with limited liability
“SZ Expressway”	Shenzhen Expressway Company Limited, a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Stock Exchange and the A shares of which are listed on the Shanghai Stock Exchange
“SZ Expressway Group”	SZ Expressway and its subsidiaries

“SZ International”

Shenzhen International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange

“Transaction”

the acquisition of the entire issued share capital in Fameluxe Investment from Sumgreat Investments by Mei Wah Industrial pursuant to the Share Transfer Agreement

Note: In this announcement, conversion of RMB into HK\$ is based on the exchange rate of HK\$1.00 to RMB 0.82. 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	By Order of the Board
Shenzhen International Holdings Limited	Shenzhen Expressway Company Limited
Gao Lei	Hu Wei
<i>Chairman</i>	<i>Chairman</i>

Shenzhen, PRC, 30 October 2015

As at the date of this announcement, the board of directors of SZ International consists of Messrs. Gao Lei, Li Jing Qi, Zhong Shan Qun, Liu Jun and Li Lu Ning 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.

As at the date of this announcement, the directors of SZ Expressway are Mr. HU Wei (Executive Director and Chairman of the Board), Mr. WU Ya De (Executive Director and President), Mr. WANG Zeng Jin (Executive Director), Mr. LI Jing Qi (Non-executive Director), Mr. ZHAO Jun Rong (Non-executive Director), Mr. TSE Yat Hong (Non-executive Director), Ms. ZHANG Yang (Non-executive Director), Mr. CHIU Chi Cheong, Clifton (Non-executive Director), Mr. AU Sing Kun (Independent non-executive Director), Mr. LIN Chu Chang (Independent non-executive Director), Mr. HU Chun Yuan (Independent non-executive Director) and Mr. SHI Xian Liang (Independent non-executive Director).

APPENDIX I - LETTER FROM THE BOARD OF DIRECTORS OF SHENZHEN INTERNATIONAL HOLDINGS LIMITED

30 October 2015

The Stock Exchange of Hong Kong Limited
11th Floor, One International Finance Centre
1 Harbour View Street
Central, Hong Kong

Dear Sirs,

Acquisition of the entire issued equity interests in Fameluxe Investment Limited (“Fameluxe Investment”)

Reference is made to the valuation of the entire shareholders’ equity interests of Fameluxe Investment (including the equity interests in Shenzhen Qinglong Expressway Company Limited) as at 31 August 2015 prepared by DZX International Appraisal Limited (“DZX”) (the “Valuation”), which was mentioned in the joint announcement of Shenzhen International Holdings Limited (the “Company”) and Shenzhen Expressway Company Limited (a 50.889%-owned subsidiary of the Company) dated 30 October 2015. The Valuation is set out in the valuation report regarding the acquisition of the entire issued equity interests in Fameluxe Investment issued by DZX on 8 October 2015 (the “Valuation Report”).

The Valuation is prepared based on the discounted future estimated cash flows method, which constitutes a profit forecast (the “Profit Forecast”) under Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

We have reviewed the Valuation Report prepared by DZX and considered the letter to the Company dated 30 October 2015 issued by PricewaterhouseCoopers, the auditor of the Company, regarding whether the discounted future estimated cash flows on which the Valuation is based, so far as the calculations are concerned, has been properly compiled.

On the basis of the foregoing, we are of the view that the Profit Forecast has been made after due and careful enquiry.

Yours faithfully,

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

APPENDIX II - LETTER FROM THE BOARD OF DIRECTORS OF SHENZHEN EXPRESSWAY COMPANY LIMITED

30 October 2015

Listing Division
The Stock Exchange of Hong Kong Limited
11th Floor, One International Finance Centre
1 Harbour View Street
Central, Hong Kong

Dear Sirs,

Rule 14.62 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

Reference is made to the joint announcement (the “Announcement”) of Shenzhen International Holdings Limited and Shenzhen Expressway Company Limited (the “Company”) dated 30 October 2015, which mentioned the valuation (the “Valuation”) carried out by DZX International Appraisal Limited (“DZX”) on the value of all shareholders’ equity interest of Fameluxe Investment Limited (including interest in Shenzhen Qinglong Expressway Company Limited).

We have reviewed the valuation for which DZX are responsible, and discuss with DZX on relevant matters (including the part of bases and assumptions upon which the Valuation has been prepared). We have also considered the letter from our auditor, PricewaterhouseCoopers Zhong Tian LLP dated 30 October 2015 addressed to us regarding whether the Valuation was compiled properly so far as the calculations are concerned.

On the basis of the foregoing, we are of the opinion that the Valuation mentioned in the Announcement has been stated after due and careful enquiry.

Yours faithfully,

By Order of the Board
Shenzhen Expressway Company Limited
HU Wei
Chairman

Appendix III

The following is the text of the report received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of inclusion in this announcement.



羅兵咸永道

TO THE BOARD OF DIRECTORS OF SHENZHEN INTERNATIONAL HOLDINGS LIMITED

REPORT FROM REPORTING ACCOUNTANT ON DISCOUNTED FUTURE ESTIMATED CASH FLOWS IN CONNECTION WITH THE VALUATION OF 100% EQUITY INTEREST IN FAMELUXE INVESTMENT LIMITED

TO THE BOARD OF DIRECTORS OF SHENZHEN INTERNATIONAL HOLDINGS LIMITED

We have been engaged to report on the calculations of the discounted future estimated cash flows on which the valuation (the “Valuation”) dated 8 October 2015 prepared by DZX International Appraisal Limited in respect of the appraisal of the fair value of the 100% equity interest in Fameluxe Investment Limited (the “Fameluxe Investment”) as at 31 August 2015 is based. The major asset of Fameluxe Investment is its 10% equity interest in Shenzhen Qinglong Expressway Company Limited. The Valuation is in connection with the acquisition of 100% issued share capital of Fameluxe Investment by Mei Wah Industrial (Hong Kong) Limited, a subsidiary of Shenzhen International Holdings Limited (the “Company”). The Valuation based on the discounted future estimated cash flows is regarded as a profit forecast under Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Directors’ Responsibility for the Discounted Future Estimated Cash Flows

The directors of the Company are responsible for the preparation of the discounted future estimated cash flows in accordance with the bases and assumptions determined by the directors and as set out in the Valuation. This responsibility includes carrying out appropriate procedures relevant to the preparation of the discounted future estimated cash flows for the Valuation and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

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T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com*

Reporting Accountant's Responsibility

It is our responsibility to report, as required by paragraph 14.62(2) of the Listing Rules, on the calculations of the discounted future estimated cash flows on which the Valuation is based. We are not reporting on the appropriateness and validity of the bases and assumptions on which the discounted future estimated cash flows are based and our work does not constitute any valuation of Fameluxe Investment.

We conducted our work in accordance with the Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information". This standard requires that we comply with ethical requirements and plan and perform the assurance engagement to obtain reasonable assurance on whether the discounted future estimated cash flows, so far as the calculations are concerned, has been properly compiled in accordance with the bases and assumptions as set out in the Valuation. We reviewed the arithmetical calculations and the compilation of the discounted future estimated cash flows in accordance with the bases and assumptions.

The discounted cash flows do not involve the adoption of accounting policies. The discounted cash flows depend on future events and on a number of assumptions which cannot be confirmed and verified in the same way as past results and not all of which may remain valid throughout the period. Our work has been undertaken for the purpose of reporting solely to you under paragraph 14.62(2) of the Listing Rules and for no other purpose. We accept no responsibility to any other person in respect of our work, or arising out of or in connection with our work.

Opinion

Based on the foregoing, in our opinion, the discounted future estimated cash flows, so far as the calculations are concerned, has been properly compiled in all material respects in accordance with the bases and assumptions made by directors of the Company as set out in the Valuation.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, 30 October 2015

Appendix IV

The following is the text of the letter received from PricewaterhouseCoopers Zhong Tian LLP, for the purpose of inclusion in this announcement.



羅兵咸永道

**TO THE BOARD OF DIRECTORS OF SHENZHEN EXPRESSWAY
COMPANY LIMITED**

**REPORT FROM REPORTING ACCOUNTANT ON DISCOUNTED FUTURE
ESTIMATED CASH FLOWS IN CONNECTION WITH THE VALUATION OF
100% EQUITY INTEREST IN FAMELUXE INVESTMENT LIMITED**

**TO THE BOARD OF DIRECTORS OF SHENZHEN EXPRESSWAY
COMPANY LIMITED**

We have been engaged to report on the calculations of the discounted future estimated cash flows on which the valuation (the “Valuation”) dated 8 October 2015 prepared by DZX International Appraisal Limited in respect of the appraisal of the fair value of the 100% equity interest in Fameluxe Investment Limited (the “Fameluxe Investment”) as at 31 August 2015 is based. The major asset of Fameluxe Investment is its 10% equity interest in Shenzhen Qinglong Expressway Company Limited. The Valuation is in connection with the acquisition of 100% issued share capital of Fameluxe Investment by Mei Wah Industrial (Hong Kong) Limited, a subsidiary of Shenzhen Expressway Company Limited (the “Company”). The Valuation based on the discounted future estimated cash flows is regarded as a profit forecast under Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Director’s responsibility for the Discounted Future Estimated Cash Flows

The directors of the Company are responsible for the preparation of the discounted future estimated cash flows in accordance with the bases and assumptions determined by the directors and as set out in the Valuation. This responsibility includes carrying out appropriate procedures relevant to the preparation of the discounted future estimated cash flows for the Valuation and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Reporting Accountant's Responsibility

It is our responsibility to report, as required by paragraph 14.62(2) of the Listing Rules, on the calculations of the discounted future estimated cash flows on which the Valuation is based. We are not reporting on the appropriateness and validity of the bases and assumptions on which the discounted future estimated cash flows are based and our work does not constitute any valuation of Fameluxe Investment.

We conducted our work in accordance with the China Standard on Other Assurance Engagements No.3101 - Assurance Engagements Other Than Audits or Reviews of Historical Financial Information issued by Chinese Institute of Certified Public Accountant.. This standard requires that we comply with ethical requirements and plan and perform the assurance engagement to obtain reasonable assurance on whether the discounted future estimated cash flows, so far as the calculations are concerned, has been properly compiled in accordance with the bases and assumptions as set out in the Valuation. We reviewed the arithmetical calculations and the compilation of the discounted future estimated cash flows in accordance with the bases and assumptions.

The discounted cash flows do not involve the adoption of accounting policies. The discounted cash flows depend on future events and on a number of assumptions which cannot be confirmed and verified in the same way as past results and not all of which may remain valid throughout the period. Our work has been undertaken for the purpose of reporting solely to you under paragraph 14.62(2) of the Listing Rules and for no other purpose. We accept no responsibility to any other person in respect of our work, or arising out of or in connection with our work.

Opinion

Based on the foregoing, in our opinion, the discounted future estimated cash flows, so far as the calculations are concerned, has been properly compiled in all material respects in accordance with the bases and assumptions made by directors of the Company as set out in the Valuation.

PricewaterhouseCoopers Zhong Tian LLP Certified Public Accountant: Zhou Wei Ran

Shanghai, the People's Republic of China Certified Public Accountant: Hou Ying Hua
30 October 2015