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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 (“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 at 11:00 a.m. on Thursday, 28 January 2016 for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the agreement dated 30 November 2015 (the “Three Expressways Adjustment Agreement”) entered into between Shenzhen Expressway Company Limited (a 50.889% subsidiary of the Company) and the Transport Commission of Shenzhen Municipality and the proposed toll adjustment, compensation arrangement and other matters contemplated under the Three Expressways Adjustment Agreement be and are hereby approved, ratified and confirmed; and
- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things as it considers necessary or expedient to implement or give effect to the Three Expressways Adjustment Agreement including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.”

2. “**THAT**

- (a) the agreement dated 30 November 2015 (the “Longda Adjustment Agreement”) entered into between Shenzhen Longda Expressway Company Limited and the Transport Commission of Shenzhen Municipality and the proposed toll adjustment, compensation arrangement and other matters contemplated under the Longda Adjustment Agreement be and are hereby approved, ratified and confirmed; and
- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things as it considers necessary or expedient to implement or give effect to the Longda Adjustment Agreement 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
Tam Mei Mei
Company Secretary

Hong Kong, 12 January 2016

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him 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 Level 22, Hopewell Centre, 183 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.
5. Shareholders whose name appear on the Company’s register of members on Thursday, 28 January 2016, will be eligible for attending and voting at the SGM. The Company’s register of members will be closed from Wednesday, 27 January 2016 to Thursday, 28 January 2016, both days inclusive, during which no transfer of shares will be registered. In order to be eligible for attending and voting at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 26 January 2016.

As at the date of this announcement, the board of directors of the Company 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.