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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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Shenzhen International Holdings Limited (the “Company”) will be held at Picasso Room, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 13 May 2016 at 11:15 a.m. immediately following its annual general meeting (scheduled at 11:00 a.m. on the same day) for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

1. **“THAT** the concession agreement dated 18 March 2016 between Shenzhen Outer Ring Expressway Investment Company Limited (深圳市外環高速公路投資有限公司) (“Outer Ring Company”, a subsidiary of the Company) and Transport Commission of Shenzhen Municipality (the “Concession Agreement”, a copy of which has been tabled at the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the joint investment and construction agreement dated 18 March 2016 between Shenzhen Expressway Company Limited (a 50.889%-owned subsidiary of the Company), Outer Ring Company and Shenzhen SEZ Construction and Development Group Co., Ltd. (the “Joint Investment and Construction Agreement”, a copy of which has been tabled at the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification) together with the respective transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and 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 Concession Agreement and the Joint Investment and Construction Agreement including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.”

2. “**THAT** Messrs. KPMG be and is hereby appointed as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and is hereby authorised to fix the remuneration of the auditor of the Company.”

By Order of the Board
Shenzhen International Holdings Limited
Tam Mei Mei
Company Secretary

Hong Kong, 25 April 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 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 deemed to 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 Friday, 13 May 2016, will be eligible for attending and voting at the SGM. The Company’s register of members will be closed from Wednesday, 11 May 2016 to Friday, 13 May 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, 10 May 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.