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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”)

POLL RESULTS OF ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING

Reference is made to the following:-

1. the circular (the “**AGM Circular**”) and the notice (the “**AGM Notice**”) of the annual general meeting (“**AGM**”) of the Company both dated 12 April 2016; and
2. the circular (the “**SGM Circular**”) and the notice (the “**SGM Notice**”) of the special general meeting (the “**SGM**”) of the Company both dated 25 April 2016.

Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the AGM Circular and the SGM Circular.

POLL RESULTS OF AGM

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed by way of poll at the AGM held on 13 May 2016. The poll results are as follows:

Ordinary Resolutions		Number of Votes Cast (%)		Total Number of Votes Cast
		For	Against	
1.	To receive and consider the audited Financial Statements and the Reports of the Directors and of the Auditor for the year ended 31 December 2015.	1,244,065,110 (100%)	0 (0%)	1,244,065,110
2.	To declare the final dividend for the year ended 31 December 2015, the final dividend be satisfied in the form of an allotment of scrip shares, and Shareholders will be given the option of receiving dividend in cash.	1,244,065,110 (100%)	0 (0%)	1,244,065,110

3.	(i) To re-elect Mr. Gao Lei as a Director.	1,206,998,290 (97.04%)	36,771,417 (2.96%)	1,243,769,707
	(ii) To re-elect Mr. Leung Ming Yuen, Simon as a Director.	1,159,377,834 (93.20%)	84,634,373 (6.80%)	1,244,012,207
	(iii) To re-elect Mr. Nip Yun Wing as a Director.	1,238,408,381 (99.55%)	5,603,826 (0.45%)	1,244,012,207
	(iv) To authorise the Board of Directors to fix the Directors' remuneration	1,241,195,610 (100%)	0 (0%)	1,241,195,610
4.	To grant a repurchase mandate to the Directors to repurchase shares in the Company as set out in item 4 of the AGM Notice.	1,244,065,110 (100%)	0 (0%)	1,244,065,110
5.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the shares in the Company as set out in item 5 of the AGM Notice.	908,623,866 (73.04%)	335,441,244 (26.96%)	1,244,065,110
6.	To extend the general mandate granted to the Directors to allot, issue and otherwise deal with the shares in the Company as set out in item 6 of the AGM Notice.	978,785,974 (78.68%)	265,279,136 (21.32%)	1,244,065,110

As more than 50% of the votes were cast in favour of each of the above resolutions, each of the said resolutions was duly passed as an ordinary resolution. For details of the said resolutions and details of the re-elected Directors, please refer to the AGM notice and the AGM circular respectively.

POLL RESULTS OF SGM

The Board is pleased to announce that all the resolutions set out in the SGM Notice were duly passed by way of poll at the SGM held on 13 May 2016. The poll results are as follows:

Ordinary Resolutions		Number of Votes Cast (%)		Total Number of Votes Cast
		For	Against	
1.	To approve, confirm and ratify 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 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. together with the respective transactions contemplated thereunder.	1,243,948,028 (100%)	0 (0%)	1,243,948,028

2.	To appoint Messrs. KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board of Directors to fix the remuneration of the auditor of the Company.	1,240,387,230 (99.71%)	3,560,798 (0.29%)	1,243,948,028
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As more than 50% of the votes were cast in favour of each of the above resolutions, each of the above resolutions was duly passed as an ordinary resolution. For details of the said resolutions, please refer to the SGM Notice and the SGM Circular respectively.

As at the date of the AGM and SGM, the total issued share capital of the Company was 1,899,139,417 Shares. No Shareholder was required to abstain from voting at the AGM or the SGM and no parties have stated their intention in the AGM Circular or the SGM Circular to vote against any resolutions or to abstain from voting at the AGM or the SGM. The total number of Shares entitling the Shareholders to attend and vote for or against all resolutions at the AGM and SGM was both 1,899,139,417 Shares and there was no Shareholder who was entitled to attend the AGM or SGM but was only entitled to vote against all or any resolutions at the AGM or the SGM.

Tricor Tengis Limited, Hong Kong Branch Share Registrar of the Company, acted as the scrutineer for the vote-taking at the AGM and the SGM respectively.

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

Hong Kong, 13 May 2016

As at the date of this announcement, the Board 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.