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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)

**VOLUNTARY ANNOUNCEMENT**  
**TRANSFER OF 45% INTEREST IN WUHUANG EXPRESSWAY TO**  
**SHENZHEN EXPRESSWAY COMPANY LIMITED**

Reference is made to the announcement of Shenzhen International Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) dated 1 June 2011 where it was stated that as the controlling shareholder of Shenzhen Expressway Company Limited (“Shenzhen Expressway”, a 50.889%-owned subsidiary of the Company), the Company undertook that Shenzhen Expressway will ultimately be the Company’s sole platform for its toll road business and the Company will inject its toll road related assets into Shenzhen Expressway subject to certain relevant criteria.

The Company hereby announces that, on 2 December 2016, Flywheel Investments Limited (“Flywheel Investments”), a wholly-owned subsidiary of the Company, and Mei Wah Industrial (Hong Kong) Limited (“Mei Wah Company”), a wholly-owned subsidiary of Shenzhen Expressway, entered into an agreement in relation to the transfer of equity interest in Jade Emperor Limited (“JEL Company”), pursuant to which Flywheel Investments will transfer its 45%-owned equity interest in JEL Company to Mei Wah Company, at a consideration of RMB453,498,800.

As at the date of this announcement, JEL Company is owned as to 45% and 55% by Flywheel Investments and Mei Wah Company respectively. Upon completion of this transaction, JEL Company will become a wholly-owned subsidiary of Mei Wah Company and Shenzhen Expressway respectively and remain as a subsidiary indirectly owned by the Company.

JEL Company is a limited liability company incorporated in the Cayman Islands and wholly-owns Hubei Magerk Expressway Management Private Limited\* (湖北馬鄂高速公路經營有限公司, “Magerk Company”); Magerk Company is a limited liability company incorporated in the PRC and principally engages in the development, construction, toll collection and management of Wuhuang Expressway; Wuhuang Expressway (runs from Wuhan to Huangshi) is a dual traffic, four-lane expressway located in Hubei Province, the PRC, with length by toll of approximately 70 kilometres and operation period of up to September 2022.

The above transaction is to streamline the assets of the Group and benefits both of the parties involved, through which Shenzhen Expressway can further strengthen its core advantages in the investment, management and operation of the toll road business, its core business, which is in line with the overall development strategy of the Group.

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

Hong Kong, 2 December 2016

*As at the date of this announcement, the board of directors of the Company consists of Messrs. Gao Lei, Li Hai Tao, 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.*

*\* for identification purposes only*