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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”)

**VOLUNTARY ANNOUNCEMENT
PROPOSED ISSUANCE OF A SHARE CONVERTIBLE BONDS
BY A SUBSIDIARY**

Shenzhen Expressway Company Limited (“**Shenzhen Expressway**”) proposed to issue A share convertible bonds (“**A Share CB**”) in the total amount of not more than RMB2,200 million which are convertible into new A Shares in the People’s Republic of China. Shenzhen Expressway is a subsidiary of the Company, and its A shares are listed on the Shanghai Stock Exchange and its H shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Please refer to the announcement of Shenzhen Expressway dated 9 November 2017 for further details.

The issuance of the A Share CB shall be subject to shareholders’ approval at Shenzhen Expressway’s forthcoming general meetings and the approval(s) by the relevant regulators. Upon obtaining all approvals, Shenzhen Expressway will further determine the specific terms of proposed issue (including but not limited to the time and size of issue and other terms of issue) based on (amongst other things) the then prevailing market conditions.

Based on the articles of association of Shenzhen Expressway and its existing shareholding structure, upon the issuance of the A Share CB by Shenzhen Expressway and its subsequent possible conversion into A Shares, the Company’s control over Shenzhen Expressway will be maintained, and Shenzhen Expressway will continue to be consolidated into the Group’s financial statements. Meanwhile, the Company will take appropriate action to maintain its absolute control over Shenzhen Expressway. If the issuance of the A Share CB is proceeded with and constitutes a notifiable transaction of the Company under the Rules Governing the Listing of Securities on the Stock Exchange, the Company will issue further announcements as and when appropriate.

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

Hong Kong, 9 November 2017

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 Hu Wei as executive directors, Messrs. Xie Chu Dao and Liu Xiao Dong as non-executive directors and Messrs. Leung Ming Yuen, Simon, Ding Xun, Nip Yun Wing and Dr. Yim Fung, JP as independent non-executive directors.