



Shenzhen International Holdings Limited

深圳國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00152)

Form of Proxy for Annual General Meeting to be held on Friday, 16 May 2014

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ shares of HK\$1.00
each of **Shenzhen International Holdings Limited** (the “Company”) HEREBY APPOINT⁽³⁾ the Chairman of the meeting
or _____
of _____
to act as my/our proxy at the annual general meeting of the Company to be held at Grand Ballroom East, 2/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 16 May 2014 at 11:00 a.m. and at any adjournment thereof, and to vote on my/our behalf on the undermentioned resolutions as directed below.

	Ordinary Resolutions	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
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 2013.		
2.	To declare the final dividend for the year ended 31 December 2013, the final dividend be satisfied in the form of an allotment of scrip shares, and shareholders of the Company will be given the option of receiving in cash.		
3.	(i) To re-elect Mr. Li Jing Qi as a Director.		
	(ii) To re-elect Professor Wong Yuk Shan as a Director.		
	(iii) To re-elect Mr. Nip Yun Wing as a Director.		
	(iv) To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint the Auditor of the Company and to authorise the Board of Directors to fix the Auditor's remuneration.		
5.	To grant a repurchase mandate to the Directors to repurchase shares in the Company as set out in item 5 of the notice of annual general meeting.		
6.	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 6 of the notice of annual general meeting.		
7.	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 7 of the notice of annual general meeting.		
8.	To approve and adopt the New Share Option Scheme of the Company.		

Dated this _____ day of _____ 2014 Signature(s)⁽⁶⁾⁽⁷⁾: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK capitals**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please insert in **BLOCK capitals** full name and address of the proxy desired and strike out “the Chairman of the meeting or”.
4. Please indicate with a “✓” in the spaces provided how you wish your vote(s) to be cast. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
5. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
6. This form of proxy must be signed by you, or your attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
7. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Branch Share Registrar, 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.
8. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
9. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of all other joint holders and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
10. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting. In the event that you attend the meeting after having lodged this form of proxy with the Company's Branch Share Registrar, this form of proxy will be deemed to have been revoked.
11. The descriptions of the above resolutions are by way of summary only. The full text appears in the notice of annual general meeting of the Company.