



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 Special General Meeting to be held on Thursday, 28 January 2016**

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of  
HK\$1.00 each of **Shenzhen International Holdings Limited** (the “Company”) HEREBY APPOINT<sup>(3)</sup> the Chairman of the  
meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy at the special general meeting of the Company (“SGM”) to be held at the conference room of the Company  
at Rooms 2206–08, 22nd floor, Greenfield Tower, Concordia Plaza, No. 1 Science Museum Road, Tsimshatsui East, Kowloon,  
Hong Kong on Thursday, 28 January 2016 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 <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	ORDINARY RESOLUTION NO.1 as set out in the notice of SGM, relating to the agreement dated 30 November 2015 (the “Three Expressways Adjustment Agreement”) entered into between Shenzhen Expressway Company Limited and the Transport Commission of Shenzhen Municipality and the proposed toll adjustment, compensation arrangement and other matters contemplated under the Three Expressways Adjustment Agreement.		
2.	ORDINARY RESOLUTION NO.2 as set out in the notice of SGM, relating to the agreement dated 30 November 2015 (the “Longda Adjustment Agreement”) entered into between Shenzhen Longda Expressway Company Limited and the Transport Commission of Shenzhen Municipality and the proposed toll adjustment, compensation arrangement and other matters contemplated under the Longda Adjustment Agreement.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signature(s)<sup>(7)(8)</sup>: \_\_\_\_\_

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. The descriptions of the above resolutions are by way of summary only. The full text appears in the notice of special general meeting of the Company.
6. 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.
7. 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 duly authorised.
8. 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 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 appointed for holding the meeting or any adjournment thereof.
9. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
10. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
11. Completion and return of the form of proxy will not preclude you 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.