



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 FRIDAY, 13 MAY 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 Picasso Room, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 13 May 2016 at 11:15 a.m. immediately following its annual general meeting (scheduled at 11:00 a.m. on the same day) 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.	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.		
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 that the board of directors of the Company be and is hereby authorised to fix the remuneration of the auditor of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signature<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 resolution 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.