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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)

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of Shenzhen International Holdings Limited (the “Company”) will be held at the conference room of the Company at Rooms 2206-2208, 22nd Floor, Greenfield Tower, Concordia Plaza, No. 1 Science Museum Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 7 November 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT**

- (a) the land premium agreement dated 10 September 2014 (the “Land Premium Agreement”) (a copy of which is produced before the meeting marked “A” and initialed by the Chairman of the meeting for the purpose of identification) and entered into between Shenzhen International Holdings Limited (the “Company”), 深圳市龍華新區管委會 (the Shenzhen Longhua New Area Administrative Committee) and Shenzhen Expressway Company Limited (a 50.889% subsidiary of the Company) and the transactions contemplated thereunder, including but not limited to the payment of such final amount of land premium and associated taxes of not more than RMB3.7 billion in aggregate, be and are hereby approved, ratified and confirmed; and

- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and exercise all powers as they consider necessary or expedient or desirable in connection with the implementation of, or to give effect to, the transactions contemplated under the Land Premium Agreement including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements (including but not limited to the related land transfer agreements).”

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

Hong Kong, 22 October 2014

*Notes:*

1. 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.
2. To be valid, a form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney 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.
3. Completion and return of the form of proxy will not preclude members 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 revoked.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. Shareholders whose name appear on the Company’s register of members on Friday, 7 November 2014, will be eligible for attending and voting at the SGM. The Company’s register of members will be closed from Wednesday, 5 November 2014 to Friday, 7 November 2014, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible for attending and voting at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 4 November 2014.

*As at the date of this announcement, the board of directors of the Company consists of Messrs. Gao Lei, Li Jing Qi, Li Lu Ning, Liu Jun and Yang Hai 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.*