THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shenzhen International Holdings Limited** (the "Company"), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Shenzhen International Holdings Limited

深圳國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00152)

MAJOR TRANSACTION – DEEMED DISPOSAL OF EQUITY INTERESTS IN SHENZHEN EXPRESSWAY CORPORATION LIMITED AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the SGM (as defined herein) of Shenzhen International Holdings Limited to be held at Conference Room, 16th Floor, Shenzhen International Building, 8045 Hongli West Road, Futian District, Shenzhen, China on Thursday, 14 September 2023 at 11:00 a.m. is set out on pages SGM-1 to SGM-2 of this circular.

Whether or not you are able to attend and vote at the SGM, you are requested to complete the accompanying form of proxy and return it to the branch share registrar of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof (as the case may be). 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 should you so wish.

25 August 2023

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In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

"A Share(s)"	the ordinary shares issued by Shenzhen Expressway, with a par value of RMB1.00 each, which are listed on the SSE
"A Share Subscription Agreement"	the share subscription agreement dated 14 July 2023 entered into between Shenzhen Expressway and XTC Company in relation to the XTC Company A Share Subscription
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors of the Company
"Class Meetings"	the class meeting of the holders of A Shares and the class meeting of the holders of H Shares to be convened by Shenzhen Expressway to consider and, if thought fit, approve, among other things, the Issuance and the XTC Company A Share Subscription
"Company"	Shenzhen International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00152)
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"CSRC"	the China Securities Regulatory Commission
"Deemed Disposal"	the deemed disposal of the Company's shareholding in Shenzhen Expressway pursuant to Chapter 14 of the Listing Rules constituted by the reduction of the Company's shareholding percentage in Shenzhen Expressway resulted from the Issuance
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"H Share(s)"	overseas-listed foreign shares of Shenzhen Expressway which were issued in Hong Kong and subscribed in HK$ and are listed on the Main Board of the Stock Exchange

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	21 August 2023, being the latest practicable date for ascertaining certain information for inclusion in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Issuance of A Shares to Specific Targets" or "Issuance"	the proposed issuance of no more than 654,231,097 (inclusive) new A Shares to no more than 35 (inclusive) Specific Targets (including XTC Company) by Shenzhen Expressway at the final issue price under the Issuance with an expected proceeds (before deducting relevant issuance expenses) of no more than RMB6.5 billion
"Outer Ring Expressway (Shenzhen section)" or "Outer Ring Project"	the Shenzhen section of Outer Ring Expressway in Shenzhen with a total length of approximately 77 km and is being implemented in three phases, among which, the 35.58 km from Shajing to Guanlan and the 15.07 km from Longcheng to Pingdi, totaling approximately 51 km (referred to as Outer Ring Phase I), opened to traffic on 29 December 2020. The 9.35 km from Pingdi to Kengzi (referred to as Outer Ring Phase II) opened to traffic on 1 January 2022. The 16.8 km from Kengzi to Dapeng (referred to as Outer Ring Phase III) is in the course of undergoing preliminary work
"PRC"	the People's Republic of China
"Pricing Benchmark Date"	the first day of the issuance period of the Issuance of A Shares to Specific Targets
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SGM"	the special general meeting of the Company to be convened and held at Conference Room, 16th Floor, Shenzhen International Building, 8045 Hongli West Road, Futian District, Shenzhen, China on Thursday, 14 September 2023 at 11:00 a.m. (or any adjournment thereof) to consider and, if thought fit, approve, among other things, the Issuance (including the Deemed Disposal derived therefrom), the notice of which is set out on pages SGM-1 to SGM-2 of this circular

"Share(s)"	ordinary share(s) of HK$1.00 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Shenzhen Expressway"	Shenzhen Expressway Corporation Limited, a joint stock limited company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange and the A Shares of which are listed on the SSE, and a non-wholly owned subsidiary of the Company as at the Latest Practicable Date
"Shenzhen Expressway EGM"	the extraordinary general meeting of Shenzhen Expressway to be convened to consider and, if thought fit, approve, among other things, the Issuance and the XTC Company A Share Subscription
"Shenzhen Expressway Group"	Shenzhen Expressway and its subsidiaries
"Specific Target(s)"	not more than 35 (inclusive) specific investors (including XTC Company), which meet the criteria required by the CSRC, and will subscribe A Shares from Shenzhen Expressway under the Issuance
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"SSE"	Shanghai Stock Exchange
"Trading Day"	a day on which the SSE is open for dealing or trading in securities
"XTC Company"	Xin Tong Chan Development (Shenzhen) Co., Ltd.* (新通產實業開發(深圳)有限公司), a limited liability company established in the PRC and a wholly-owned subsidiary of the Company
"XTC Company A Share Subscription"	the proposed subscription for new A Shares of Shenzhen Expressway by XTC Company pursuant to the A Share Subscription Agreement as part of the Issuance
"%"	per cent

Notes:

In this circular, certain English names of Chinese entities are translation of their Chinese names, and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

Shenzhen International Holdings Limited
深圳國際控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00152)

Executive Directors:
Li Haitao *(Chairman)*
Liu Zhengyu *(Chief Executive Officer)*
Wang Peihang
Dai Jingming

Non-executive Director:
Zhou Zhiwei

Independent Non-executive Directors:
Pan Chaojin
Zeng Zhi
Wang Guowen

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business:
Rooms 2206-2208, 22nd Floor
Greenfield Tower, Concordia Plaza
No.1 Science Museum Road
Tsimshatsui East
Kowloon
Hong Kong

25 August 2023

To the Shareholders

Dear Sirs or Madams,

MAJOR TRANSACTION – DEEMED DISPOSAL OF EQUITY INTERESTS IN SHENZHEN EXPRESSWAY CORPORATION LIMITED AND NOTICE OF SPECIAL GENERAL MEETING

(I) INTRODUCTION

Reference is made to the joint announcement dated 14 July 2023 published by the Company and Shenzhen Expressway in relation to, among others, the proposed Issuance of A Shares by Shenzhen Expressway to Specific Targets under specific mandate and the entering into the A Shares Subscription Agreement.

The purpose of this circular is to provide you, among others, (i) details of the Issuance (and the Deemed Disposal derived therefrom); and (ii) the notice of the SGM.

(II) DEEMED DISPOSAL OF THE COMPANY'S EQUITY INTEREST IN SHENZHEN EXPRESSWAY

1. Proposal for the Issuance of A Shares to Specific Targets

A summary of Shenzhen Expressway's proposal for the Issuance of A Shares to Specific Targets is set out as follows:

(1)	Class and nominal value of shares to be issued:	A Shares with nominal value of RMB1.00 each The aggregate nominal value of the A Shares to be issued to the Specific Targets will be no more than RMB654,231,097. The new A Shares to be issued will rank *pari passu* with the existing A Shares in all respects.
(2)	Method and timing of the issuance:	The Issuance will be conducted by way of issuance of shares to Specific Targets. Shenzhen Expressway will issue A Shares to the Specific Targets at an appropriate time upon having obtained approval from the SSE and within the effective registration period consent by the CSRC.
(3)	Target subscribers and method of subscription:	The subscribers under the Issuance of A Shares to Specific Targets include no more than 35 (inclusive) Specific Targets (including XTC Company), which meet the criteria required by the CSRC. All Specific Targets shall subscribe the A Shares under the Issuance in cash, among which, XTC Company agreed to subscribe for A Shares under the Issuance in the amount of no more than RMB1.51 billion.

Apart from XTC Company, the scope of the other Specific Targets includes securities investment fund management companies, securities companies, trust companies, finance companies, insurance institutional investors, qualified foreign institutional investors and other legal persons, natural persons or other qualified institutions which satisfy the investor requirements of the CSRC. Among them, securities investment fund management companies, securities companies, qualified foreign institutional investors, and RMB qualified foreign institutional investors who subscribe for the shares through two or more products under their management shall be deemed as one Specific Target. Specific Targets who are trust investment companies shall only subscribe with their own funds.

Upon Shenzhen Expressway having obtained approval from the SSE and the CSRC having provided its consent for the relevant registration, the board of directors of Shenzhen Expressway or its authorised person(s) will identify the Specific Targets (other than XTC Company) upon negotiations with its sponsor (the lead underwriter) in accordance with the bidding results and pursuant to the authorisation granted at the Shenzhen Expressway EGM and the Class Meetings. The Company will disclose the information of the Specific Targets (other than XTC Company) by further announcement as soon as practicable after such information is available.

(4) Issue price and pricing method: The pricing benchmark date shall be the first day of the issuance period of the Issuance.

The issue price of the Issuance shall not be lower than the higher of (the "Minimum Issue Price"):

1. Shenzhen Expressway's audited net assets per share attributable to the ordinary shareholders of the parent company as at the end of the most recent period prior to the Issuance.

   In the event that Shenzhen Expressway carries out ex-dividend and ex-right activities such as distribution of dividend, bonus share issue, allotment of shares, conversion of capital reserve into share capital during the period from the balance sheet date of the latest audited financial report up to the issuance date, the value of the above net assets per share shall be adjusted accordingly.

   As disclosed in the 2022 annual report of Shenzhen Expressway, as at the Latest Practicable Date, the audited net assets value per share of Shenzhen Expressway attributable to the ordinary shareholders of the parent company as at the end of the most recent period is RMB7.954 per share. Shenzhen Expressway distributed dividend of RMB0.462 per share in 2023. Accordingly, the adjusted net asset value per share is RMB7.492 per share. The above information is for reference only.

2. 80% of the average trading price of A Shares in the 20 Trading Days prior to the Pricing Benchmark Date (excluding the Pricing Benchmark Date). The average trading price of A Shares in the 20 Trading Days prior to the Pricing Benchmark Date = the total trading value of A Shares in the 20 Trading Days prior to the Pricing Benchmark Date/the total trading volume of A Shares in the 20 Trading Days prior to the Pricing Benchmark Date.

   In the event that Shenzhen Expressway carries out ex-dividend and ex-right activities such as distribution of dividend, bonus share issue, allotment of shares, conversion of capital reserve into share capital, which result in adjustment of its share price during the 20 Trading Days prior to the Pricing Benchmark Date, the trading prices of the Trading Days prior to such price adjustment shall be calculated according to the prices as adjusted by the relevant ex-dividend and ex-right activities.

On the basis of the aforementioned Minimum Issue Price, the final issue price shall be determined by negotiations between the board of directors of Shenzhen Expressway or its authorised person(s) and the sponsor (the lead underwriter) according to the price bidding results, under the authorisation to be granted at the Shenzhen Expressway EGM and the Class meetings, and in compliance with the relevant laws and regulations and requirements of regulatory authority, after Shenzhen Expressway having obtained approval from the SSE and the CSRC having provided its consent for the relevant registration.

In case Shenzhen Expressway carries out ex-dividend and ex-right activities such as distribution of dividend, bonus share issue, allotment of shares, conversion of capital reserve into share capital during the period from the Pricing Benchmark Date to the issuance date, the final issue price shall be adjusted in accordance with the following formula:

Assuming P0 denotes the issue price before the adjustment, N denotes the ratio of bonus shares or the conversation rate of capital reserve, D denotes the amount of cash dividends payable per share, and P1 denotes the new issue price after adjustment, then:

In the case of distribution of cash dividends: P1=P0-D
In the case of grant of bonus shares or conversion of capital reserve into share capital: P1=P0/(l+N)
In case both of the above occur simultaneously: P1=(P0-D)/(1+N)

XTC Company will not participate in the market price bidding process for determining the issue price of the Issuance, and undertook that it will subscribe the A Shares at the price determined by the price bidding, which will be same as the price to be offered to the other Specific Targets. If the final issue price of the Issuance cannot be determined through bidding, XTC Company will not participate in the subscription of the A Shares under the Issuance.

(5) Number of A Shares to be issued: The number of A Shares to be issued under the Issuance shall be no more than 30% of the total number of issued shares of Shenzhen Expressway immediately prior to the Issuance, i.e. not more than 654,231,097 shares (inclusive). Number of shares to be subscribed = subscription amount/final issue price per share, and the number of shares to be subscribed is rounded down to the nearest integer.

In the event Shenzhen Expressway grants bonus shares, convert its capital reserve into share capital, or carries out any other activities leading to changes in its total share capital during the period from the approval date of its board resolutions in relation to the Issuance up to the issuance date, the maximum number of A Shares to be issued under the Issuance shall be adjusted accordingly.

The final number of A Shares to be issued shall be determined by the negotiations between the board of directors of Shenzhen Expressway or its authorised person(s) and its sponsor (the lead underwriter) pursuant to the authorisation to be granted at the Shenzhen Expressway EGM and the Class meetings, subject to the then actual circumstances, and within maximum limit of the A Shares to be issued upon the approval from the SSE and the consent for registration from the CSRC.

(6) Lock-up arrangement: Upon completion of the Issuance, the shares to be subscribed by XTC Company under the Issuance shall be refrained from being transferred within eighteen (18) months from the completion date of the Issuance, and the shares subscribed by the other Specific Targets under the Issuance shall be refrained from being transferred within six (6) months from the completion date of the Issuance. If relevant laws, regulations and regulatory documents have other regulations on the lock-up periods for the shares to be issued under the Issuance, such regulations shall be followed. Upon expiration of the lock-up period, the disposal of the shares by the Specific Targets shall be carried out in accordance with the Company Law, the Securities Law, the Rules Governing the Listing of Stocks on the SSE, other laws, regulations, departmental rules, regulatory documents and the articles of association.

Upon completion of the Issuance, any extra shares derived from events such as the grant of bonus shares, conversion of capital reserve into share capital, etc. by Shenzhen Expressway for the shares obtained by the Specific Targets under the Issuance shall also comply with the above lock-up arrangement.

(7) Place of listing: Shenzhen Expressway will apply to the SSE for the listing of, and permission to deal in, the A Shares to be issued pursuant to the Issuance.

(8) Amount and use of proceeds: The proceeds to be raised from the Issuance will be no more than RMB6.5 billion (inclusive). After deducting relevant issuance expenses, all of the net proceeds to be raised are intended to be used in the following projects:

No.	**Name of project**	**Total project investment** *(RMB100 million)*	**Total outstanding investment (Kengzi to Dapeng Section)** *(RMB100 million)*	**Proposed amount of net proceeds to be applied** *(RMB100 million)*
1	Outer Ring Expressway (Shenzhen Section)	294.04	84.47	46.00
2	Repayment of interest-bearing liabilities *(Note)*	–	–	19.00
	Total	**294.04**	**84.47**	**65.00**

Note: At present, the interest-bearing liabilities of Shenzhen Expressway Group maturing before the end of 2024 are approximately RMB17 billion with an annual interest rate of approximately 2.2% to 6%. According to the requirements of the CSRC, the proceeds from the Issuance to repay liabilities shall not exceed 30% of the total proceeds. Shenzhen Expressway will arrange the repayment of liabilities according to the receiving time of the proceeds and negotiation with its creditors.

To ensure the smooth implementation of the projects to be funded by the proceeds and safeguard the interests of all shareholders of Shenzhen Expressway, before receiving the proceeds of the Issuance, Shenzhen Expressway may utilise its self-raised funds to advance investments in the projects to be funded by proceeds based on the implementation progress and actual circumstances of such projects, and replace such funds according to the relevant regulations and regulatory documents after receipt of the proceeds. Subject to possible adjustment due to the then circumstances such as the actual amount of net proceeds and the urgency of the project, Shenzhen Expressway intends to utilise RMB2.2 billion, RMB2.1 billion and RMB0.3 billion of the proceeds into Outer Ring Phase III in 2024, 2025 and 2026, respectively. If the actual amount of net proceeds (after deducting relevant issuance expenses) falls short of the proposed amount of proceeds to be applied to the aforesaid projects, the board of directors of Shenzhen Expressway and its authorised person(s) will, based on circumstances such as the actual amount of net proceeds and the urgency of the projects, adjust and determine the application of the proceeds including determining the project to be invested with the proceeds, prioritise and determine specific amount of proceeds to be applied to each project. Principally speaking, Shenzhen Expressway will allocate the actual proceeds to each project in accordance with the planned proportion as shown in the above table. The shortage of funds will be self-financed by Shenzhen Expressway.

(9) Arrangement of accumulated undistributed profits before the Issuance: Both new shareholders and existing shareholders of Shenzhen Expressway are entitled to the accumulated undistributed profits of Shenzhen Expressway before the Issuance according to their respective shareholdings.

(10) Validity of the resolutions: The resolutions of Shenzhen Expressway in relation to the Issuance shall remain valid for twelve (12) months from the date on which relevant resolutions are considered and approved by the Shenzhen Expressway EGM and the Class Meetings.

(11) Conditions precedent of the Issuance of A Shares to Specific Targets: Completion of the Issuance of A Shares to Specific Targets is conditional upon satisfaction of the following conditions:

(1) the relevant resolutions have been passed at the Shenzhen Expressway EGM and the Class Meetings;

(2) the relevant resolution(s) has/have been passed at the SGM of the Company; and

(3) the entity(ies) responsible supervising and managing State-owned assets of Shenzhen Expressway having granted its approval, the SSE having passed its review, and the CSRC having provided its consent for the relevant registration.

As at the Latest Practicable Date, none of the above conditions is satisfied.

2. A Share Subscription Agreement

According to the proposal for the Issuance of A Shares to Specific Targets, on 14 July 2023, XTC Company and Shenzhen Expressway entered into the A Share Subscription Agreement, pursuant to which, Shenzhen Expressway conditionally agreed to issue to XTC Company, and XTC Company conditionally agreed to subscribe for A Shares in the total amount of no more than RMB1.51 billion pursuant to the final issue price of the Issuance. Upon completion of the Issuance, the Company will hold no less than 45% (inclusive) of the total issued shares of Shenzhen Expressway through its wholly-owned subsidiaries. Shenzhen Expressway will remain as a non-wholly owned subsidiary of the Company upon completion of the Issuance. The Company expects to finance the subscription price by its internal resources.

The principal terms of the A Share Subscription Agreement are identical to the terms of the proposal for the Issuance of A Shares to Specific Targets disclosed above. Other principal terms of the A Share Subscription Agreement are as follows:

(1) Parties:

(i) Shenzhen Expressway (as issuer); and

(ii) XTC Company, a wholly-owned subsidiary of the Company (as subscriber).

(2) Date: 14 July 2023

(3) Subscription Price and Payment:

The subscription price and pricing principles are consistent with the final issue price and pricing principles for the Issuance of A Shares to Specific Targets as described above.

XTC Company will not participate in the price bidding process, and will accept the price bidding results and subscribe the A Shares of the Issuance at the same issue price as other Specific Targets.

If there is no quotation for the Issuance or the final issue price cannot be determined through bidding, XTC Company will not participate in the subscription of the A Shares under the Issuance.

Upon receipt of the payment notice for the subscription, XTC Company shall promptly pay the full amount to the designated bank account.

(4)	Lock-up Period:	The shares subscribed by XTC Company under the Issuance are refrained from being transferred for a period of eighteen (18) months from the completion date of the Issuance. If relevant laws, regulations and regulatory documents have other regulations on the lock-up periods for the shares to be issued under the Issuance of A Shares to Specific Targets, such regulations shall be followed. During the period from the completion date of the Issuance until the lock-up release date of such shares, any extra shares derived from events such as the grant of bonus shares, conversion of capital reserve into share capital, etc. by Shenzhen Expressway for the shares subscribed by XTC Company under the Issuance shall also subject to the above lock-up arrangement.
(5)	Number of A Shares to be subscribed for:	Pursuant to the proposal for the Issuance of A Shares to Specific Targets, Shenzhen Expressway will issue no more than 654,231,097 A Shares and raised no more than RMB6.5 billion (inclusive) in the Issuance. Based on the aforesaid, the issue price of the new A Shares is expected to be no more than approximately RMB9.94 per share (calculated by RMB6.5 billion divided by 654,231,097 A Shares). In order to ensure the Company's shareholding in Shenzhen Expressway will maintain at no less than 45% upon completion of the Issuance, XTC Company should subscribe no more than 151,316,753 A Shares in the Issuance. Accordingly, XTC Company intends to subscribe the A Shares to be issued under the Issuance in the amount of not more than RMB1.51 billion (calculated by 151,316,753 A Shares multiplied with RMB9.94). The final and actual number of A Shares to be subscribed by XTC Company is calculated by dividing the total subscription amount of not more than RMB1.51 billion by the final issue price of the Issuance and rounded down to the nearest integer. The final number of A Shares to be issued is subject to adjustment in the manner as set forth in the paragraph "(5) Number of A Shares to be issued" under the section headed "1. Proposal for the Issuance of A Shares to Specific Targets" above. Upon completion of the Issuance, the Company will hold no less than 45% (inclusive) of the total issued shares of Shenzhen Expressway through its wholly-owned subsidiaries,
(6)	Conditions precedent:	The A Share Subscription Agreement will become effective after having been executed and sealed by the legal representative or authorised representative of the parties and satisfaction of all the following conditions: 1. the A Share Subscription Agreement, the Issuance, the XTC Company A Share Subscription and all related matters have been approved by/at the board of directors of Shenzhen Expressway, the Shenzhen Expressway EGM and the Class Meetings (if required) and the board of directors and general meeting (if required) of the controlling shareholder of Shenzhen Expressway (i.e. the Company); 2. the Issuance, the XTC Company A Share Subscription and the related matters have been approved by the entity(ies) supervising and managing State-owned assets in accordance with the requirements of the laws and regulations; and 3. the CSRC has provided its consent for registration in respect of the Issuance. As at the Latest Practicable Date, none of the above conditions is satisfied.

3. Effect of the Issuance of A Shares to Specific Targets on the shareholding structure of Shenzhen Expressway

As at the Latest Practicable Date, the total number of shares of Shenzhen Expressway in issue was 2,180,770,326 shares, comprising 1,433,270,326 A Shares and 747,500,000 H Shares. Among them, the Company indirectly holds 1,066,239,887 A Shares and 58,194,000 H Shares.

Assuming that (1) there is no other change in the number of shares in issue of Shenzhen Expressway from the Latest Practicable Date to the completion of the Issuance of A Shares to Specific Targets; (2) the number of A Shares issued to the Specific Targets is the maximum number of shares proposed to be issued under the Issuance of A Shares to Specific Targets, i.e. 654,231,097 shares (inclusive); (3) Upon the completion of the Issuance, the percentage of the total number of shares of Shenzhen Expressway held by the Company through its wholly-owned subsidiaries will be diluted to 45% of the total number of issued shares of Shenzhen Expressway.

The shareholding structure of Shenzhen Expressway as at the Latest Practicable Date and immediately after completion of the Issuance of A Shares to Specific Targets is set out below:

	As at the Latest Practicable Date		Immediately after completion of the Issuance of A Shares to Specific Targets	
	Number of shares	**Approximate percentage of the total number of shares of Shenzhen Expressway in issue**	**Number of shares**	**Approximate percentage of the total number of shares of Shenzhen Expressway in issue**
A Shares				
the Company *(Note)*	1,066,239,887	48.89%	1,217,633,111	42.95%
other Specific Targets (not more than 34)	–	–	502,837,873	17.74%
other A Shareholders	367,030,439	16.83%	367,030,439	12.95%
Sub-total of A Shares	1,433,270,326	65.72%	2,087,501,423	73.63%
H Shares				
the Company *(Note)*	58,194,000	2.67%	58,194,000	2.05%
other H Shareholders	689,306,000	31.61%	689,306,000	24.31%
Sub-total of H Shares	747,500,000	34.28%	747,500,000	26.37%
Total	2,180,770,326	100%	2,835,001,423	100%

Note: As at the Latest Practicable Date,(1) 654,780,000 A Shares were directly held by XTC Company as beneficial owner;(2) 411,459,887 A Shares were directly held by Shenzhen Shen Guang Hui Highway Development Company Limited as beneficial owner; and (3) 58,194,000 H Shares were directly held by Advance Great Limited as beneficial owner. All these companies are wholly-owned subsidiaries of the Company, therefore the Company indirectly owns approximately 51.56% interests of Shenzhen Expressway.

4. Information of the Company and XTC Company

The Company is a company incorporated in Bermuda. The Company and its subsidiaries are principally engaged in logistics, toll road, port and general-environmental protection businesses. the Company perceives the Guangdong-Hong Kong-Macao Greater Bay Area, the Yangtze River Delta, the Beijing-Tianjin-Hebei areas and major logistics gateway cities as key strategic regions. Through investment, mergers and acquisitions, restructuring and consolidation, it focuses on the investment, construction and operation of logistics infrastructure in the four major areas of "Inland Port Networking, Logistics Parks, Air Cargo and Railway Freight Logistics Infrastructure" (including inland ports, urban integrated logistics parks, air cargo terminals and railway logistics terminals) and toll roads. It provides its customers with value-added logistics services including intelligent warehouse and integrated cold chain warehousing, and also expanded its business segments to include the comprehensive development of land related to the "logistics + commerce" industries as well as the investment in and operation of general-environmental protection business.

XTC Company is a wholly-owned subsidiary of the Company and is principally engaged in the business of investment and development of logistics infrastructure.

5. Information of Shenzhen Expressway

Shenzhen Expressway is a company incorporated in the PRC. Shenzhen Expressway and its subsidiaries are principally engaged in the investment, construction, operation and management of toll highways and general-environmental protection business. At present, the general-environmental protection business mainly includes solid waste resource treatment and clean energy power generation. As at the Latest Practicable Date, Shenzhen Expressway is a subsidiary owned as to approximately 51.56% by the Company.

The net profits attributable to equity holders of Shenzhen Expressway for the two financial years before the Deemed Disposal (as prepared in accordance with Hong Kong Financial Reporting Standards) are as follows:

	For the year ended on 31 December 2022 (audited) approximately *RMB'000*	**For the year ended on 31 December 2021** (audited) approximately *RMB'000*
Profit before tax	2,484,525	3,357,104
Profit after tax	1,952,855	2,805,955

As at 31 December 2022, the audited consolidated total assets and net assets of Shenzhen Expressway were RMB69,201,468,263.76 and RMB27,360,907,949.78, respectively.

6. Financial effects of the Deemed Disposal to the Company

Upon completion of the Issuance, the percentage of the Company's shareholding in Shenzhen Expressway through its wholly-owned subsidiaries will be reduced from currently 51.56% to not less than 45%. As the Company is expected to continue to have control over Shenzhen Expressway in accordance with the existing Hong Kong Financial Reporting Standards, Shenzhen Expressway will continue to be accounted for as a subsidiary in the accounts of the Company and its financial results will continue to be consolidated into the financial statements of the Company. The Issuance will not have material impact on the Company's interest in and control over Shenzhen Expressway.

Upon completion of the Deemed Disposal, it is expected that the net asset value of the Group will increase by approximately RMB5 billion pursuant to the Issuance and no gains or losses of the Deemed Disposal will be recognised in the comprehensive income statement of the Group.

For the proposed use of the proceeds from the Deemed Disposal, please refer to the section headed "(II) Deemed Disposal of the Company's Equity Interest in Shenzhen Expressway – 1. Proposal for the Issuance of A Shares to Specific Targets – 8. Amount and use of proceeds" above.

7. Listing Rules implications

As the Issuance will result in a reduction in the Company's shareholding in Shenzhen Expressway, such reduction will be deemed as a disposal of the Company's equity interests in Shenzhen Expressway under Rule 14.29 of the Listing Rules. As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Deemed Disposal exceed 25% but are less than 75%, the Deemed Disposal constitutes a major transaction of the Company and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

8. Reasons for and benefits of the Issuance of A Shares to Specific Targets and the Deemed Disposal

Reinforcing the advantages of toll highways as a principal business of Shenzhen Expressway

Being dedicated to the transport infrastructure industry for over 20 years, Shenzhen Expressway has accumulated extensive experience in areas such as highway investment, construction, operation and management. Up to currently, Shenzhen Expressway invested and operated in a total of 16 toll highway projects. The mileage of the high-grade highways invested or operated by Shenzhen Expressway (on equity basis) is approximately 643 km. They are mainly located in Shenzhen and the Guangdong-Hong Kong-Macao Greater Bay Area and economically developed regions with favourable geographical advantages.

The proceeds from the Issuance will be used mainly for the construction of Outer Ring Phase III. The Outer Ring Expressway (Shenzhen Section) is the densified line of the skeleton of the "12 vertical, 8 horizontal and 2 rings" expressway network in Guangdong Province, and an important component of the "8 horizontal and 13 vertical" trunk road network in Shenzhen. It is an important transportation infrastructure in the Guangdong-Hong Kong-Macau Greater Bay Area. The Outer Ring Expressway (Shenzhen Section) has obvious advantages in terms of road network. After completion of the Outer Ring Expressway (Shenzhen Section), it will be interconnected with 10 expressways and 8 first-class highways in Shenzhen region, making it a high-quality core asset of Shenzhen Expressway. Since the opening to traffic of Outer Ring Phase I and Outer Ring Phase II, they have performed well in terms of operational performance, with rapid growth in traffic volume and toll revenue, and contributed approximately 10% and 15% to the revenue and profit (before interest and tax) of Shenzhen Expressway in 2022, which is an important cornerstone for the sustainable development of Shenzhen Expressway. Outer Ring Phase III passes through Pingshan District and Dapeng New District, and improving the infrastructure in these areas is in line with the government-led strategies of the Guangdong-Hong Kong-Macao Greater Bay Area and Shenzhen-Dongguan-Huizhou Integration, etc. The estimated total investment of Outer Ring Phase III is RMB8.447 billion. Shenzhen Expressway intends to apply RMB4.6 billion of the proceed to invest in Outer Ring Phase III, and satisfy the remaining investment amount of Outer Ring Phase III by self-raised fund, including its own funds and external financing. Subject to possible adjustment due to the then circumstances such as the actual amount of net proceeds and the urgency of the project, Shenzhen Expressway intends to utilise RMB2.2 billion, RMB2.1 billion and RMB0.3 billion of the proceeds into Outer Ring Phase III in 2024, 2025 and 2026, respectively. Upon completion of Outer Ring Phase III, all the phases of Outer Ring Expressway (Shenzhen Section) will be completed and connected, which will bring about the overall benefits of the project on the one hand, and bring traffic flow to the other expressways of the Shenzhen Expressway Group by improving the layout of the road network on the other hand. Based on preliminary calculations, assuming that the Guangdong Provincial Government approves a 25-year concession period for the Outer Ring Project (being the longest concession period that Shenzhen Expressway may apply for pursuant to "Regulations on the Management of Toll Highways"), the financial internal rate of return (after tax) on the entire Outer Ring Project will be approximately 6.76% after taking into consideration factors including the toll standard of the toll highways in Guangdong Province, traffic volume and operation costs of Outer Ring Project, the investment scale and the investment and financing plan of Outer Ring Project. Shenzhen Expressway has, through public information channels, reviewed the expected returns of expressway construction or renovation and expansion projects disclosed by listed companies in the PRC in the past three years. The return level of the entire line of the Outer Ring Project is significantly better than the average return level in the market. The Outer Ring Project is a rare high-quality toll highway project. Investing in Outer Ring Phase III is conducive for obtaining the best and overall economic and social benefits of the Outer Ring Project, which is in the best interests of Shenzhen Expressway and its shareholders. Based on the geographical advantages, significant contributions and ideal returns of the Outer Ring Project, the board of directors of Shenzhen Expressway believe the Outer Ring Project has important strategic significance for the sustainable development of Shenzhen Expressway. Completion of the construction of Outer Ring Phase III can expand the scale of Shenzhen Expressway's high-quality highway assets, enhance the future development of Shenzhen Expressway's toll highway business and further consolidate Shenzhen Expressway's core advantages in the investment, construction and operation of toll highways.

Improving capital structure and enhancing long-term returns to the shareholders of Shenzhen Expressway

As the business of Shenzhen Expressway is capital-intensive, capital is an important foundation for its sustainable development. The use of external financing by Shenzhen Expressway to promote the development of its core business and new growth businesses is of great significance in enhancing the overall strength of the enterprise and achieving higher returns to shareholders. Shenzhen Expressway intends to raise funds for investment in the toll highway as a principal business and repayment of interest-bearing liabilities through the Issuance. The directors of Shenzhen Expressway are of the view that the Issuance will be beneficial to Shenzhen Expressway in further enhancing its capital strength, optimising its capital structure, reducing its financial costs, strengthening its anti-risk capability and competitiveness, further expanding Shenzhen Expressway's future investment and financing scope, supporting its future business development and enhancing its sustainable profitability and market competitiveness, which is in line with the long-term development strategy of Shenzhen Expressway and in the interests of Shenzhen Expressway and all of its shareholders.

In January 2022, the State Council issued the "14th Five-Year Plan for the Development of Modern Comprehensive Transportation System" (《「十四五」現代綜合交通運輸體系發展規劃》), which provides the top-level design and systematic planning for the construction of a modern comprehensive transportation system during the 14th Five-Year Plan period. For the toll road and transportation industry, the structural functions of the road network will be improved, the quality of the national expressway network will be upgraded, the capacity of busy and congested sections of the national expressway will be expanded and renovated, and the construction of parallel lines, liaison lines and sections to be connected will be accelerated. By 2025, the mileage of the PRC's expressways will reach 190,000 km. In terms of regional development, the construction of the Guangdong-Hong Kong-Macao Greater Bay Area and Shenzhen pilot demonstration area for socialism with Chinese characteristics will bring significant opportunities for the development of the Greater Bay Area. The Shenzhen Expressway Group will respond to the strategic layout of the country's regional and industry development to serve the community and realise its own development.

As at the Latest Practicable Date, the capital expenditure of the Shenzhen Expressway Group approved by its board of directors mainly includes expenditure on construction projects such as Outer Ring Phase III and Coastal Phase II, as well as expenditure on equity investment such as mergers and acquisitions of highways and general-environmental protection projects, with a total amount of approximately RMB14.484 billion. In addition, the Shenzhen Expressway Group is also in the course of commencing the preliminary work for the reconstruction and expansion of Jihe Expressway and GS Expressway. Both the reconstruction and expansion of Jihe Expressway and GS Expressway have been included in the 14th Five-Year Plan for the development of the comprehensive transportation system of Guangdong Province and the construction thereof is expected to commence in near future. The aforesaid capital expenditure will continue to replenish the quality highway assets of the Shenzhen Expressway Group and effectively extend the combined concession period of the toll highway assets of Shenzhen Expressway, thereby laying a solid foundation for sustainable development of Shenzhen Expressway, and at the same time, the Shenzhen Expressway Group is required to raise a substantial amount of capital for this purpose.

The H Shares of Shenzhen Expressway were listed in 1997. Since the listing of A Shares of Shenzhen Expressway in 2001, except for the increase of 70,326 ordinary shares through the exercise of a small amount of conversion option attached to convertible bonds in 2009, its share capital has not been increased. Since 2017, in every annual general meeting, shareholders of Shenzhen Expressway have granted the general mandate to the board of directors to issue shares or issue A Share convertible bonds and H Shares. Having comprehensively considered various factors, Shenzhen Expressway did not issue any shares under the general mandate and terminated the issuance of A Share convertible bonds and H Shares successively. Since Shenzhen Expressway mainly relied on debt financing to raise funds in the past, its debt level has been rising. As at 31 December 2022, Shenzhen Expressway's total asset-liability ratio (calculated by total liabilities divided by total assets) was approximately 60.46% (while the average ratio of listed companies in the same industry is approximately 46%), and the net asset interest-bearing debt ratio (calculated by total interest-bearing liabilities divided by total equity of shareholders) was approximately 122%. If Shenzhen Expressway continues to rely solely on debt financing to raise funds, the level of debt of Shenzhen Expressway is expected to rise further in the future. The ever-rising level of debt would lead to an increase in the cost of debt financing and increase the difficulty in financing, which may force Shenzhen Expressway to forgo investment opportunities of high-quality projects and miss the development opportunity in the industry, which is not in the long-term interests of Shenzhen Expressway and its shareholders. On the other hand, Shenzhen Expressway intends to use no more than RMB1.9 billion of the proceeds from the Issuance to repay its interest-bearing liabilities, which will further improve its financial structure, reduce financial risks and enhance its overall anti-risk capability, thereby providing strong protection for its subsequent development. Based on the audited financial results of Shenzhen Expressway for the year ended 31 December 2022, assuming the proceeds raised from the Issuance amount to RMB6.5 billion and RMB1.9 billion of the proceeds has been applied for repayment of interest-bearing liabilities upon completion of the Issuance, the equity attributable to the owners of Shenzhen Expressway will increase by RMB6.5 billion, while Shenzhen Expressway's liabilities will decrease by RMB1.9 billion and the total assets will increase by RMB4.6 billion. Accordingly, Shenzhen Expressway's total asset-liability ratio will be decreased to approximately 54.12%. Based on the reasons stated above, the board of directors of Shenzhen Expressway believes that in addition to debt financing, Shenzhen Expressway needs to raise funds through equity financing at this stage to promote a better development of Shenzhen Expressway.

Shenzhen Expressway has always been pursuing to providing returns to its shareholders and has been distributing cash dividends for 26 consecutive years since its listing, with an accumulated cash dividend of approximately RMB13.2 billion. In the past five years, Shenzhen Expressway's cash dividend accounted for an average of about 50% of the net profit attributable to the ordinary shareholders of the parent company (on the basis of consolidated financial statements), and an average of 80% of the net profit of the parent company (on the basis of single financial statements). According to the Shareholders' Return Proposal for 2021-2023 approved by the general meeting of Shenzhen Expressway, if the conditions for cash dividend distribution are satisfied, Shenzhen Expressway would endeavor to increase the proportion of cash dividend in 2021-2023. Besides, the profit intended for cash dividend will not be less than 55% of the net profits attributable to owners of the parent company in the consolidated financial statements for the same year, net of distribution payable to the holders of other equity instruments such as perpetual bonds (if any), provided that the financial and cash position of Shenzhen Expressway is sound and there is no substantial investment plan or cash expenditure. In addition, Shenzhen Expressway will also appropriately arrange the dividend ratio for the years following the Issuance according to the actual issuance situation, in order to minimise the dilution impact and strive to safeguard the interests of existing Shareholders. Shenzhen Expressway will continue pursuing to providing returns to its Shareholders and develop a reasonable dividend policy after completion of the implementation of the Shareholders' Return Proposal for 2021-2023.

Although the Issuance will have a potential dilutive effect on the shareholding of the existing shareholders (including minority shareholders) of Shenzhen Expressway, considering it will provide long-term capital and strengthen the investment and financing capability of Shenzhen Expressway, the Outer Ring Project (where the proceeds will be invested) is a rare high-quality toll highway asset, and Shenzhen Expressway's long-standing and stable dividend policy will benefit all its shareholders (including its existing shareholders), Shenzhen Expressway believes the benefits of the Issuance will outweigh the potential dilutive impact on the shareholding of its existing shareholders.

If the Company does not participate in the Issuance and subscribe A Shares through XTC Company (or on its own or through its subsidiaries other than members of Shenzhen Expressway Group), the Company's shareholding in Shenzhen Expressway will be diluted from approximately 51.56% to about 39.66% upon completion of the Issuance, leading to great uncertainty on the continuous consolidation of Shenzhen Expressway as a subsidiary of the Company. Therefore, having comprehensively considered factors such as the Group's investment and financing arrangements and the demand of business cash flow, the Company decided to carry out the XTC Company A Share Subscription under the Issuance with the subscription amount of no more than RMB1.51 billion, so that the Company will be above to maintain no less than 45% equity interest in Shenzhen Expressway and remain as its holding company. Furthermore, given Shenzhen Expressway is an important business segment of the Group and its assets are in good quality, the Company believes the XTC Company A Share Subscription can demonstrate the Company's good expectations for the future of Shenzhen Expressway's and its support for the long-term development of Shenzhen Expressway.

In light of the above, the Board is of the view that the Issuance is in line with the long-term development strategy and the actual situation of Shenzhen Expressway, and the use of the proceeds is in line with the relevant national policies and the overall future development direction of Shenzhen Expressway, which is conducive to optimising the capital structure of Shenzhen Expressway, reducing financial costs, enhancing sustainable profitability, further expanding the scope of investment and financing of Shenzhen Expressway in the future and enhancing the core competitiveness of its principal business.

In addition, the Board is of the view that by applying the proceeds from the Issuance of A Shares to Specific Targets in the investment of the Outer Ring Project and repayment of the interest-bearing liabilities, Shenzhen Expressway will promote the development of its principal business, optimise its debt structure and strengthen its creditworthiness. By participating in the Issuance, the Company can maintain its control over Shenzhen Expressway. The Board considers that the terms of the Issuance of A Shares to Specific Targets and the A Share Subscription Agreement are on normal commercial terms and are fair and reasonable and in the interests of the shareholders of the Company as a whole.

9. SGM

At the SGM, ordinary resolution will be proposed to consider and, if thought fit, among others, approve the Issuance (and the Deemed Disposal derived therefrom).

The notice of the SGM is set out on pages SGM-1 to SGM-2 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the SGM in accordance with the instructions printed thereon.

10. Participating in the SGM Online

The Company would allow Shareholders who cannot physically attend the SGM to participate in the SGM online, where Shareholders will be able to view the live broadcast of and submit questions in written form or to call to raise questions during the SGM using Tricor e-Meeting System via their mobile phones, tablet or computers. Shareholders should note that viewing the live streaming webcast of the SGM will not be counted towards a quorum nor will they be able to cast their votes online.

Registered Shareholders may participate in the SGM online via the designated website (https://spot-emeeting.tricor.hk) using the login details in the notification letter sent together with this circular. Non-registered Shareholders (whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited) who wish to participate in the SGM online using Tricor e-Meeting System should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

If any Shareholder has any question on the arrangements of the SGM, please contact Tricor Tengis Limited, the Company's branch share registrar in Hong Kong from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays), as follows:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Telephone: (852) 2980-1333

11. Closure of register of members

Shareholders whose names appear on the Company's register of members on Thursday, 14 September 2023, will be eligible for attending and voting at the SGM. The Company's register of members will be closed from Monday, 11 September 2023 to Thursday, 14 September 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 September 2023.

12. Voting by poll

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the SGM will demand a poll under Bye-Law 78 for each and every resolution put forward at the SGM, and all attending Shareholders (or his/her/its proxy) will be given the right to speak and vote at the SGM. The poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.szihl.com upon the conclusion of the SGM.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder of the Company has a material interest in the Issuance (and the Deemed Disposal derived therefrom) and has to abstain from voting on any of the resolutions at the SGM.

13. Recommendation

The Directors consider that the terms of the Issuance (and the Deemed Disposal derived thereunder) and the A Share Subscription Agreement are fair and reasonable and on normal commercial terms, and the Issuance (and the Deemed Disposal derived thereunder) and the A Share Subscription Agreement are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM in respect of the Issuance (and the Deemed Disposal derived thereunder) completed thereunder.

14. Further information

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Shenzhen International Holdings Limited
Li Haitao
Chairman

1. FINANCIAL INFORMATION OF THE GROUP

Details of the audited consolidated financial information of the Company for each of the three years ended 31 December 2020, 2021 and 2022 are disclosed in the following annual reports of the Company for the years ended 31 December 2020, 2021 and 2022, respectively, which have been published and are available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.szihl.com):

- the annual report of the Company for the year ended 31 December 2020 (pages 85 to 192) published on 15 April 2021
- the annual report of the Company for the year ended 31 December 2021 (pages 101 to 216) published on 19 April 2022
- the annual report of the Company for the year ended 31 December 2022 (pages 96 to 228) published on 19 April 2023

2. STATEMENT OF INDEBTEDNESS OF THE GROUP

As at the close of business on 30 June 2023, being the latest practicable date for the sole purpose of determining this statement of indebtedness and contingent liabilities of the Group prior to the date of this circular, same as otherwise disclosed herein, the Group had aggregate outstanding carrying amount of borrowings of approximately HKD53,644,391,000 and the details are as follows:

	HKD'000
Bank borrowings	
– Secured and guaranteed	592,170
– Unsecured and guaranteed	6,370,484
– Secured and unguaranteed	13,970,664
– Unsecured and unguaranteed	12,510,394
	33,443,712
Debt securities	
– Unsecured and unguaranteed	16,828,276
	16,828,276
Other borrowings	
Amounts due to related parties	
– Unsecured and unguaranteed	3,372,403
	3,372,403
Total:	53,644,391

As at 30 June 2023, the Group has authorised but unissued debt securities of approximately HKD17,416,703,000.

Charges

As at the close of business on 30 June 2023, the Group's bank borrowings of approximately RMB13,461,884,000 (equivalent to HKD14,562,834,000) were secured by toll collection rights, equity interest of subsidiaries of the Company, certain equipment, vehicles, land use right, franchise rights, lease receivables, rights to expected earnings of Public-Private-Partnership contracts and receivables of operating incomes of the Group.

Lease liabilities

As at 30 June 2023, the Group had lease liabilities of approximately RMB126,247,000 (equivalent to HKD136,572,000) related to the lease of mechanical equipment from leasing companies in the PRC among which the amount of RMB15,064,000 (equivalent to HKD16,296,000) were guaranteed by a subsidiary of the Company and non-controlling shareholders of a subsidiary of the Company and secured by equity interest of subsidiary of the Company and franchise right of kitchen waste resource utilisation and harmless treatment project, and the amount of RMB111,183,000 (equivalent to HKD120,276,000) were unsecured and guaranteed by a subsidiary of the Company. Lease liabilities of approximately RMB967,482,000 (equivalent to HKD1,046,605,000) are related to the lease of office premises and commercial units from non-leasing companies in the PRC and Hong Kong, among which RMB572,759,000 (equivalent to HKD619,601,000) were unguaranteed and secured by rental deposits paid, and RMB394,723,000 (equivalent to HKD427,004,000) were unsecured and unguaranteed.

Contingent liabilities and guarantees

As at 30 June 2023, the Group have the following contingent liabilities and guarantees:

(a) Guarantees in respect of mortgage facilities of certain property buyers

The Group has entered into agreements with certain banks with respect to mortgage loans provided to buyers of the Group's property units and has made deposits of RMB10,071,000 as security to and given guarantees on mortgage loans provided to the buyers by these banks under the agreements. Pursuant to the terms of the agreement, upon default in payments of mortgage loans by these buyers, the Group is responsible to repay the remaining outstanding mortgage principals together with accrued interest and penalty owed by the defaulted buyers to the banks and the Group is entitled to take over the legal title and possession of the related properties. As at 30 June 2023, the total amount of outstanding mortgages guaranteed by the Group were RMB2,180,785,000 (equivalent to HKD2,359,136,000).

(b) Litigation

As at 30 June 2023, the Group is involved in pending litigations related to subsidiaries of the Company, with a total claimed amount of approximately RMB416,807,630. These include: (1) Taizhou Lande Environmental Protection Technology Co., Ltd (a subsidiary of the Company) being sued by Nantong No. 4 Construction Group Co., Ltd. (responsible for civil engineering, water and electricity installation, procurement, and installation of electromechanical equipment for a certain project) for the remaining project payment, related one-year interest (calculated at an annual interest rate of 6.5%), interest loss due to overdue payment, and liquidated damages, totaling approximately RMB51,326,929; (2) Nanjing Wind Power Technology Co., Ltd (referred to as "Nanjing Wind Power" below) being sued by Xinqing Environmental Technology (Lianyungang) Co., Ltd. due to failure to deliver goods on time and make timely payments, resulting in a loss of approximately RMB150,743,216; and (3) other pending litigations totaling approximately RMB214,737,485.

After taking into account the advice of the external legal counselors of the Group, the management of the Group considers that the risk of losses and the amount of contingent liabilities resulting from the outstanding litigations cannot be estimated properly.

General

Except as disclosed above and apart from intra-group liabilities, the Group did not have, as at 30 June 2023, any other debt securities issued or outstanding, and authorised or otherwise created but unissued, terms loans, other borrowings and indebtedness, bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, lease liabilities, charges, guarantees or other material contingent liabilities.

For the purpose of preparing the indebtedness of the Group, translation of amounts in RMB into HKD and USD into HKD have been made at the exchange rates of HKD1 = RMB0.9244 and HKD7.835 = USD1, the respective closing rates as at 30 June 2023.

3. WORKING CAPITAL SUFFICIENCY OF THE GROUP

The Directors, after due and careful consideration, are of the opinion that based on existing cash and bank balances, available banking facilities and the internal resources of the Group, the Group will have sufficient working capital for its present requirements, taking into consideration of the Deemed Disposal and the existing operations for at least the next twelve months from the date of this circular.

4. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Looking forward to 2023, the logistics industry in China is expected to enter a new stage of systematic consolidation, transformational development, functional upgrade, quality advancement, efficiency enhancement and cost reduction while the logistics infrastructure industry is expected to experience a new wave of growth momentum against the backdrop of steady economic recovery in the mainland and the implementation of the nation's "14th Five-Year" Modern Logistics Development Plan. In addition, the development of the distribution system under the new Domestic-International Dual Circulation development framework will also open up opportunities in various fields, such as multimodal transportation facilities, backbone cold chain logistics systems and emergency logistics networks. The Group will stay abreast of China's development policies, seize growth opportunities across the industry, continue to capitalize on its well-established strengths in developing and operating ancillary urban infrastructure, focus on its four core business segments, namely logistics, port, toll road and general-environmental protection, and take prudent steps towards the goal of becoming a top-notch industrial conglomerate and an industry leader.

Consolidating Foundation of Core Logistics Business and Continuously Perfecting All-round "Inland Port Networking, Logistics Parks, Air Cargo and Railway Freight Logistics Infrastructure + Intelligent and Cold Chain Logistics" System

As a series of national policies take effect while consumer demand recovers and rises steadily in 2023, the construction of logistics infrastructure such as high-standard urban warehouses is becoming the new engine in regional economic development. Local governments are attaching growing importance to modern logistics. Industry consolidation and development are speeding up. The Group will capitalize on its advantages, make additional efforts to acquire premium resources, consolidate its business foundation, expand the scope of its "inland port networking, logistics parks, air cargo and railway freight logistics infrastructure network" around strategic logistics and warehousing hubs, which in turn lay a solid foundation for the Company's long-term development.

Logistics parks have been identified as the core segment in the Group's "14th Five-Year" strategic plan, and they are also instrumental to promoting the development of a high-quality logistics industry in the PRC. To further improve and expand the logistics hub network of the Group across the country, the Group will continue to focus on efficiency and quality, and diligently select economically developed cities that are located in core regions, such as the Guangdong-Hong Kong-Macao Greater Bay Area and the Yangtze River Delta, which have great potential for accommodating the relocation of key industries from across the country. At the same time, the Group will make good use of its local advantages in the Guangdong Province and the Shenzhen Municipality to proactively seize the opportunities brought by the three-tiered "7+30+N" logistics station layout, "20+8" industrial clusters, "Multi-storeyed Factories", "Multi-storeyed Warehouses" and other policies in relation to the logistics industry. It will strive to roll out more quality projects in Shenzhen by creating pilot and demonstrative projects such as "High-end Manufacturing + Intelligent Logistics" and "Multi-storeyed Factories + Logistics Facilitation" projects. Furthermore, the Group will continue to integrate and balance the asset-light and asset-heavy strategies with a view to exploring and developing an integrated urban service system and a value-adding integrated logistics hub service ecosystem that achieve the "warehousing + transportation + distribution + value chain extension" using the operational capacity of the asset-light operation and the hardware of the asset-heavy operation. In view of the development of the Northern Metropolis in Hong Kong as well as the Shenzhen-Hong Kong integration policies, the Group will actively seeking cooperation opportunities to develop quality projects in Hong Kong.

As a key component in the nation's carbon peak and carbon neutrality strategy, port operation is an important segment in the Group's "Four Growth Engines" layout strategy. The Group is determined to implement the "Port Connection Action" and increase the scale, market recognition and influence of its assets by further expanding in the Guangdong-Hong Kong-Macao Greater Bay Area, the Yangtze River, the Pearl River and inland waterways with a view to exploring future spin-off possibilities with respect to this business segment. On the other hand, the Group will speed up the construction of the Jingjiang Port Project and the second phase of the Shenqiu Port Project while improving the performance of Nanjing Xiba Port and the first phase of the Shenqiu Port Project so as to build up its core competitive strength. To become a well-established nation-wide port operator, the Group will also seek breakthroughs in the acquisition of resources from the upstream and downstream industry chains, as well as business integration and intelligent and green transformation.

In respect of the railway logistics business, the Group will accelerate the commencement of construction for the second phase of the SZ Pinghunan Project, continue to expand the container loading, unloading and transition operations of the first phase of the SZ Pinghunan Project, and diversify railway logistics applications by exploring and rolling out new operations such as container devanning, vanning and consolidation. As for the aviation logistics, the Group will continue to drive the implementation of air cargo terminals in Shenzhen and Beijing, while also pursuing collaboration opportunities in logistics, warehousing, cold chain and air freight shipping and forwarding, and build up its integrated air and land logistics chain service capacity, leveraging its equity investment in Air China Cargo.

As for the intelligent and cold chain logistics business, the Group will continue to learn from leading enterprises in the logistics, supply chain, multimodal transportation, intelligent equipment and identify acquisition opportunities to acquire companies with cold chain platforms and supply chains. This aims to nurture talents in its intelligent and cold chain business team while bolstering its core operational capacity. Furthermore, the Group will speed up the development and construction of cold storage warehouses in SZ Liguang Project, Shanghai Minhang Project and the cold chain project at the airport of Nanjing in order to increase the scale of its cold chain business. It will also actively study the compatibility to include cold chain warehouses in the newly built parks so as to create additional synergies between conventional logistics parks and the intelligent and cold chain logistics business.

In 2023, the Group will further leverage on its strength in constructing, operating and managing toll roads with the aim of reinforcing the core competitive strength of the core toll road business in numerous ways, such as advancing the reconstruction and expansion of existing projects, speeding up the development of major projects in construction, carrying out intelligent transformation and digitalization of toll roads, researching into the marketization of the industry chain, and stimulating land development along expressways.

With respect to the general-environmental protection business, the Group will seize the opportunities brought by the nation's environmental protection policies, such as the carbon peak and carbon neutrality strategies and the renewable energy development plan, thereby enhancing the profitability of the general-environmental protection segment by staying focused on the solid waste treatment and clean energy sub-sectors, rationalizing resource allocation, selecting quality projects, streamlining operations and realizing business synergies.

Coordinating Development of "Investment, Construction, Financing and Operation" and "Investment, Construction, Operation and Transformation" Dual Closed-Loop Business Models and Maximizing Asset Value

The "Investment, Construction, Financing and Operation" and "Investment, Construction, Operation and Transformation" dual closed-loop business models are the crucial components for the Group's core logistics business to achieve sustainable development. In 2023, the Group will steadily advance the long closed-loop "Investment, Construction, Operation and Transformation" business model by actively pushing through the land swap of the third phase of the Qianhai Project and acquiring more high-quality and sustainable resources. The Group will also explore an innovative "Landlord + Shareholder" business model by carrying out equity investment in quality enterprises through platforms such as the "Digital Economy Industrial Carriers" and the "functional headquarters for the digital economy" transformed from the first phase of SZ South China Logistics Park. As a result, the quality and efficiency of transformation projects are expected to improve.

In 2023, the Group will continue to optimize the short closed-loop "Investment, Construction, Financing and Operation" business model in various ways. It may consider options to further increase cash inflow including possible issuance of publicly traded infrastructure REITs with mature integrated logistics hub projects as their underlying assets and/or creation of multilayered asset-backed securities portfolios by actively progressing new private equity funds or other REITs-like projects. The Group will also bolster the research into funds in upstream and downstream logistics industries that make good use of capital market insights and leverage synergies in order to help optimize the Group's coverage in the industry.

To further enhance the quality of its investments, the Group will conduct preliminary studies on potential investment projects, plan ahead for channels and pathways of asset liquidity under the guidance of its dual closed-loop business models and with reference to rules governing the issuance of REITs, and prioritize to cities and projects with potential for transformation. Through the dual closed-loop business development models of "Investment, Construction, Operation and Transformation" and "Investment, Construction, Financing and Operation", the Group will be able to speed up cash recovery, optimize its capital structure, enhance the capacity, quality and scale of its core logistics business, and achieve positive industrial and capital cycles.

The year 2023 will be a pivotal year in the development of the Group's "14th Five-Year" strategic plan. The Group will grasp the opportunities brought by the nation's modern logistics network development plan, strive for high-quality development, enhance its operational efficiency and create greater value and return for all shareholders.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests or short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which have been taken or deemed to have been taken under such provisions of the SFO); or (ii) entered into the register maintained by the Company under Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules were as follows:

Long positions in the ordinary shares of the Company

Name of director	Number of shares held	Capacity	Nature of interest	Approximate % of the issued shares of the Company *(Note)*
Li Haitao	42,199	beneficial owner	personal	0.002%

Note: The percentage was calculated based on the total number of shares of the Company in issue as at the Latest Practicable Date (i.e. 2,393,148,888 Shares).

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company, or any of its associated corporation (within the meaning of Part XV of the SFO), which had been recorded in the register maintained by the Company pursuant to section 352 of the SFO or which had been notified to the Company and the Stock Exchange pursuant to the Model Code.

3. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors and their respective close associates were interested in any business, apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business.

4. INTERESTS IN ASSETS, CONTRACT OR ARRANGEMENT

As at the Latest Practicable Date, none of the Directors was materially interested in any subsisting contracts or arrangement which was significant in relation to the business of the Group.

As at the Latest Practicable Date, none of the Directors has any direct or indirect interest in any assets which have been or are proposed to be, since 31 December 2022, being the date to which the latest published audited financial statements of the Group were made up, acquired or disposed of by, or leased to any member of the Group.

5. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2022, the date to which the latest published audited consolidated accounts of the Group have been made up.

6. CLAIMS AND LITIGATION

As at the Latest Practicable Date, no litigation or claim of material importance is known to the Directors to be pending or threatened against any member of the Group.

7. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, all Directors have entered into service contracts with the Company. None of the Directors had entered, or proposed to enter into a service contract with any member of the Group which does not expire or is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

8. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business of the Group, have been entered into by the Group within two years preceding the Latest Practicable Date and which are, or may be, material:

(a) A Share Subscription Agreement;

(b) a land use rights grant contract dated 25 June 2023 entered into between Shenzhen Municipal Shenzhen International Railway Logistics Development Company Limited*（深圳市深國鐵路物流發展有限公司）(“Shenzhen International Railway”), a subsidiary of the Company, and the Planning and Natural Resources Bureau of Longgang Shenzhen Municipality*（深圳市規劃和自然資源局龍崗管理局）relating to the acquisition of the land use rights of the land parcel with a gross floor area of 850,661.46 square meters for the SZI Pinghunan Intelligent Logistics Hub for a consideration of RMB1,187 million, further details of which are set out in the announcement of the Company dated 25 June 2023;

(c) an equity transfer agreement (including the supplemental agreement to the Transfer Agreement) dated 13 December 2022 entered into among Shenzhen International China Logistics Development Limited（深國際中國物流發展有限公司）(“China Logistics”), a subsidiary of the Company, Hangzhou Shenhang Warehousing Co., Ltd.*（杭州深杭倉儲有限公司）and Hangzhou Shenzhen International Supply Chain Management Co., Ltd.*（杭州深國際供應鏈管理有限公司）(the “Target Company”) in relation to the disposal of the 100% equity interest in the Target Company by China Logistics to the purchaser at the consideration of RMB1,013 million, further details of which are set out in the announcement of the Company dated 12 December 2022;

(d) the PPP contract entered into between Shenzhen Expressway and Transport Commission of Shenzhen Municipality on 30 September 2022 in relation to Shenzhen Expressway was responsible for raising RMB28,289.93 million in the Jihe Expressway reconstruction and expansion project with a total investment amount of RMB43,289.93 million. The PPP Contract was terminated automatically on 31 March 2023 pursuant to non-fulfillment of conditions precedent, further details of which are set out in the joint announcements of the Company and Shenzhen Expressway dated 30 September 2022 and 31 March 2023;

(e) a sale and purchase agreement dated 31 March 2022 entered into between Shenzhen International China Logistics Development Limited（深國際中國物流發展有限公司）(the “Purchaser”), Stanwick Holdings Limited (the “Vendor”), and China South City Holdings Limited（華南城控股有限公司）(the “Warrantor”), pursuant to which the Purchaser conditionally agreed to purchase and accept the assignment of, the Vendor conditionally agreed to sell the entire issued share capital of Season Hero Holdings Limited（軒榮控股有限公司）and assign to the Purchaser the Shareholder’s Loan at an aggregate payment of approximately RMB1,710,295,590, further details of which are set out in the announcement of the Company dated 31 March 2022;

(f) a capital increase agreement dated 18 February 2022 entered into between Shenzhen International Qianhai Investment Management (Shenzhen) Co., Ltd*（深國際前海投資管理（深圳）有限公司）("Qianhai Investment"), Shenzhen International Qianhai Business Development (Shenzhen) Co., Ltd*（深國際前海商業發展（深圳）有限公司）("Qianhai Business") and Shenzhen Vanke Development Company Limited*（深圳市萬科發展有限公司）("Vanke Development"), pursuant to which Vanke Development agreed to make a capital contribution of RMB915,104,098 to Qianhai Business in exchange for 28% equity interest therein; and the second capital increase agreement dated 12 May 2022 entered into among the aforesaid parties, pursuant to which Vanke Development agreed to make a capital contribution of RMB1,480,427,200 to Qianhai Business in exchange for 22% equity interest therein, further details of which are set out in the announcements of the Company dated 18 February 2022 and 2 May 2022, respectively;

(g) an asset transaction agreement dated 21 December 2021 entered into between XTC Company and Vanke Development in relation to XTC Company agreed to disposed of 35.7% equity interest in Shenzhen International United Land Co., Ltd.*（深圳市深國際聯合置地有限公司）at the consideration of RMB2,788 million to Vanke Development, further details of which are set out in the announcement of the Company dated 21 October 2021 and 21 December 2021;

(h) a cooperation agreement and a share transfer agreement dated 21 October 2021 entered into between the Group, Shenzhen SEG Group Co., Ltd.*（深圳市賽格集團有限公司）and Shenzhen SEG Technology Development Co., Ltd.*（深圳賽格科技發展有限公司）("SEG Technology Development"), respectively, in respect of the Group's acquisition of 70% equity interest in SEG Technology Development at a consideration of not more than RMB334,470,000, further details of which are set out in the announcement of the Company dated 21 October 2021.

(i) a sale and purchase agreement dated 10 August 2021 entered into between Shenzhen Investment International Capital Holdings Co., Ltd.（深圳投控國際資本控股有限公司）("SIICH") and Mei Wah Industrial (Hong Kong) Limited ("Mei Wah") in respect of Mei Wah's acquisition of the entire issued share capital of Shenzhen Investment International Capital Holdings Infrastructure Co., Ltd.（深圳投控國際資本控股基建有限公司）("SIICHICL") at a consideration estimated not exceeding HK$10,479,000,000, further details of which are set out in the joint announcements of the Company and Shenzhen Expressway dated 10 August 2021; and

(j) a payment obligation agreement dated 10 August 2021 entered into among Mei Wah, Shenzhen Expressway, SIICH and Shenzhen Investment Holdings Company Limited（深圳市投資控股有限公司）("SIHCL"), pursuant to which upon completion of Mei Wah's acquisition of SIICHICL, Shenzhen Expressway and Mei Wah should be responsible for performing SIHCL and SIICH's payment obligation owed to CMF Fund Quantitative Stable Segregated Portfolio (if any), further details of which are set out in the joint announcements of the Company and Shenzhen Expressway dated 10 August 2021.

9. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.szihl.com) respectively within 14 days from the date of this circular:

(a) the A Share Subscription Agreement; and

(b) this circular.

10. GENERAL

(a) The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamiton HM 11, Bermuda. The head office and principal place of business of the Company is at Rooms 2206-2208, 22nd Floor, Greenfield Tower, Concordia Plaza, No. 1 Science Museum Road, Tsimshatsui East, Kowloon, Hong Kong.

(b) The Hong Kong branch share registrar of the Company is Tricor Tengis Limited, located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(c) The joint company secretaries of the Company are Mr. Liu Wangxin and Ms. Lam Yuen Ling, Eva. Mr. Liu Wangxin is a non-practising member of The Chinese Institute of Certified Public Accountants and was certified by the Department of Personnel of Guangdong Province as possessing qualifications of a senior accountant. Ms. Lam Yuen Ling, Eva is a fellow of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute.

(d) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

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 Conference Room, 16th Floor, Shenzhen International Building, 8045 Hongli West Road, Futian District, Shenzhen, China on Thursday, 14 September 2023, at 11:00 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. To consider and approve the Company's non-wholly owned subsidiary, Shenzhen Expressway Corporation Limited's issuance of no more than 654,231,097 A shares to no more than 35 specific targets (including Xin Tong Chan Development (Shenzhen) Co., Ltd.* (新通產實業開發(深圳)有限公司), a wholly-owned subsidiary of the Company) (the "Issuance"), and the transactions and other matters contemplated under the Issuance be and are hereby approved, confirmed and ratified; the board of directors of the Company or any director be and is hereby authorised to do all such acts and things and execute all such documents which it considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Issuance and the transactions contemplated thereunder.

By Order of the Board
Shenzhen International Holdings Limited
Liu Wangxin
Joint Company Secretary

Hong Kong, 25 August 2023

* *For identification purposes only*

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.

2. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead 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.

3. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

4. Where there are joint registered holders of any share, any one of such persons may vote at any 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 any 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.

5. 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 deemed to be revoked.

6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.

7. Shareholders whose names appear on the Company's register of members on Thursday, 14 September 2023, will be eligible for attending and voting at the SGM. The Company's register of members will be closed from Monday, 11 September 2023 to Thursday, 14 September 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 September 2023.

8. The Shareholders and any proxy who attend the meeting may incur accommodation and traveling expenses at their own costs.

9. Shareholders not attending the SGM in person may view a live streaming webcast of the SGM and submit online questions to us by the instructions as stated in the letter sent to the Shareholders on Friday, 25 August 2023. Shareholders should note that viewing the live streaming webcast of the SGM will not be counted towards a quorum nor will they be able to cast their votes online.