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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)

(the “Company”)

**SCRIP DIVIDEND SCHEME IN RELATION TO
THE FINAL DIVIDEND AND SPECIAL DIVIDEND
FOR THE YEAR ENDED 31 DECEMBER 2014
- CALCULATION OF MARKET VALUE OF SCRIP SHARES**

The market value of each Scrip Share for the purpose of calculating the number of Scrip Shares to be allotted and issued under the Scrip Dividend Scheme is HK\$13.8.

NO Election Form is required to be returned if Eligible Shareholders choose to receive ONLY the Scrip Shares for the Final Dividend and Special Dividend.

However, Eligible Shareholders who wish to receive the Final Dividend and Special Dividend wholly in cash or partly in cash and partly in Scrip Shares should return the Election Form to the Company’s branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, **by 4:30 p.m. on Wednesday, 10 June 2015.**

Reference is made to the annual results announcement dated 27 March 2015 and the circular (the “**Circular**”) of the Company dated 26 May 2015 in relation to the issue of Scrip Shares. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

At the annual general meeting of the Company held on 15 May 2015, Shareholders approved the payment of a final dividend of HK\$0.263 per share and a special dividend of HK\$0.192 per share for the year ended 31 December 2014 (i.e. HK\$0.455 in aggregate), which will be satisfied wholly in the form of an allotment and issue of Scrip Shares, while Shareholders will be given an option to receive the Final Dividend and Special Dividend wholly in cash in lieu of Scrip Shares, or partly in cash and partly in the form of Scrip Shares.

MARKET VALUE AND BASIS OF ALLOTMENT OF SCRIP SHARES

In the Circular to the Shareholders, it was stated, among others, that for the purpose of calculating the number of Scrip Shares to be allotted and issued under the Scrip Dividend Scheme, the market value of each Scrip Share (“**Market Value**”) will be calculated as an amount equal to the average closing price of the Share on the Stock Exchange for the five consecutive trading days from Wednesday, 20 May 2015 to Wednesday, 27 May 2015 (both dates inclusive). On such basis, it is now determined that the Market Value is HK\$13.8.

Accordingly, the number of Scrip Shares which the Eligible Shareholders will receive, in respect of the existing Shares registered in their names as at the Record Date (i.e. 22 May 2015) will be calculated as follows:

$$\begin{array}{rcl} \text{Number of Scrip Shares} & & \text{HK\$0.455} \\ \text{to be received} & & \text{(the aggregate} \\ \text{(rounded down to the} & = & \text{Final Dividend and Special} \\ \text{nearest whole number)} & & \text{Dividend per Share)} \\ & & \hline & & \text{HK\$13.8} \\ & & \text{(Market Value per Scrip Share)} \end{array}$$

Fractions of Scrip Shares will not be allotted to Eligible Shareholders and entitlements to Scrip Shares will be rounded down to the nearest whole number of the Scrip Shares. Fractional entitlements to the Scrip Shares will be disregarded and the benefit thereof will accrue to the Company. The Scrip Shares to be allotted and issued pursuant to the Scrip Dividend Scheme will rank pari passu in all respects with the existing Shares except that they shall not rank for the Final Dividend and Special Dividend.

Based on 1,893,021,550 Shares in issue as at the Record Date, if all Shareholders choose to receive Scrip Shares instead of cash in respect of the Final Dividend and Special Dividend, the maximum number of Scrip Shares to be issued would be 62,414,840 Shares, representing approximately 3.297% of the existing issued share capital of the Company and approximately 3.192% of the issued share capital of the Company as enlarged by the issue of the Scrip Shares.

SHAREHOLDERS RESIDING IN THE UNITED STATES

Shareholders whose addresses as shown on the register of members of the Company on the Record Date who were in the State of California and the Commonwealth of Pennsylvania of the United States are not permitted to participate in the Scrip Dividend Scheme and they will receive the Final Dividend and Special Dividend wholly in cash. The Board has been advised by its legal advisers on the laws of the United States and has considered that the exclusion of these Shareholders to be necessary and expedient pursuant to Rule 13.36(2) of the Listing Rules. Therefore, these Shareholders are not Eligible Shareholders and no Election Form has been sent to them.

ELECTION FORM

NO Election Form is required to be returned if Eligible Shareholders choose to receive ONLY the Scrip Shares for the Final Dividend and Special Dividend.

However, Eligible Shareholders who wish to receive the Final Dividend and Special Dividend wholly in cash or partly in cash and partly in Scrip Shares should return the Election Form to the Company's branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, **by 4:30 p.m. on Wednesday, 10 June 2015.**

The latest time and date for return of the Election Forms will be extended, as the case may be, in accordance with (a) or (b) below if there is a Typhoon Signal No. 8 or above, or a "black" rainstorm warning:

- (a) in force in Hong Kong at any local time at or before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 10 June 2015. Instead, the deadline for the submission of the Election Form will be 5:00 p.m. on the same business day, i.e. 10 June 2015; and
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m. on Wednesday, 10 June 2015. Instead, the deadline for the submission of the Election Form will be rescheduled to 4:30 p.m. on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m., e.g. Thursday, 11 June 2015.

LISTING AND DEALINGS

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares to be issued pursuant to the Scrip Dividend Scheme. Subject to the said permission being granted by the Stock Exchange, it is expected that share certificates for the Scrip Shares and/or dividend warrants will be posted by ordinary mail to those entitled thereto at their own risk on Tuesday, 23 June 2015. Dealings of the Scrip Shares on the Stock Exchange are expected to commence on Wednesday, 24 June 2015 after despatch to the Eligible Shareholders of the certificates for the Scrip Shares.

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

Hong Kong, 27 May 2015

As at the date of this announcement, the Board consists of Messrs. Gao Lei, Li Jing Qi, Zhong Shan Qun, Liu Jun and Li Lu Ning 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.