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Shenzhen International Holdings Limited

深圳國際控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00152)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Shenzhen International Holdings Limited (the “**Company**”) will be held at Conference Room, 16th Floor, Shenzhen International Building, 8045 Hongli West Road, Futian District, Shenzhen, PRC on Thursday, 19 September 2024, at 11:00 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. To approve, ratify and confirm the Construction Contract Section 1 of the Jihe Expressway R&E Project entered among Shenzhen Expressway Corporation Limited (“**SZ Expressway**”), a non wholly-owned subsidiary of the Company, China State Construction and Engineering 4th Bureau 5th Corp. Limited\* (中建四局第五建築工程有限公司) and Jiangsu Zhenjiang Road & Bridge Engineering Co., Ltd.\* (江蘇鎮江路橋工程有限公司) and the transactions contemplated thereunder.
2. To approve, ratify and confirm the Construction Contract Section 5 of the Jihe Expressway R&E Project entered among SZ Expressway, China Railway 17th Bureau Group Co., Ltd.\* (中鐵十七局集團有限公司) and China Railway Major Bridge Engineering Group Co., Ltd.\* (中國鐵建大橋工程局集團有限公司) and the transactions contemplated thereunder.
3. To approve, ratify and confirm the Construction Contract Section 6 of the Jihe Expressway R&E Project entered among SZ Expressway, China Railway 11th Bureau Group Co., Ltd.\* (中鐵十一局集團有限公司) and China Construction Seventh Engineering Division Corp. Ltd.\* (中國建築第七工程局有限公司) and the transactions contemplated thereunder.
4. To approve and authorise the Board or any Directors to do all such acts and things which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Construction Contracts.

5. To consider and approve the Deemed Disposal and the transactions contemplated thereunder derived from SZ Expressway's proposed extension of the validity period of the Resolutions and the Specific Mandate in relation to the Issuance; and the Board or any Directors 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 Deemed Disposal and the transactions contemplated thereunder.

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

23 August 2024

*\* For identification purposes only*

*Notes:*

1. Capitalised terms used in this notice shall have the same meanings as those defined in the two circulars of the Company both dated 23 August 2024.
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 authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. Shareholders whose names appear on the Company's register of members on Thursday, 19 September 2024, will be eligible for attending and voting at the SGM. The Company's register of members will be closed from Friday, 13 September 2024 to Thursday, 19 September 2024, 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 Thursday, 12 September 2024.
8. The Shareholders and any proxy who attend the meeting may incur accommodation and traveling expenses at their own costs.

*As at the date of this announcement, the board of directors of the Company consists of Messrs. Li Haitao, Liu Zhengyu, Wang Peihang and Dr. Dai Jingming as executive directors, Mr. Cai Xiaoping as non-executive director and Mr. Pan Chaojin, Dr. Zeng Zhi, Dr. Wang Guowen and Professor Ding Chunyan as independent non-executive directors.*