



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

**Form of Proxy for Special General Meeting to be held on Thursday, 14 September 2023**

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_  
shares of HK\$1.00 each of **Shenzhen International Holdings Limited** (the “Company”) HEREBY APPOINT <sup>(3)</sup> the Chairman of the meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy at the special general meeting of the Company 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. and at any adjournment thereof, and to vote on my/our behalf on the undermentioned resolution as directed below.

Ordinary Resolution <sup>(11)</sup>	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
To confirm, approve and ratify 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., a wholly-owned subsidiary of the Company) and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature(s) <sup>(6)(7)</sup>: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK capitals**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please insert in **BLOCK capitals** full name and address of the proxy desired and strike out “the Chairman of the meeting or”.
4. Please indicate with a “✓” in the spaces provided how you wish your vote(s) to be cast. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his/her discretion.
5. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote instead of him. A proxy needs not be a member of the Company.
6. This form of proxy must be signed by you, or your attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
7. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s Branch Share Registrar 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.
8. **Any alteration made to this form of proxy must be initialed by the person who signs it.**
9. In the case of joint holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the relevant joint holding.
10. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting. In the event that you attend the meeting after having lodged this form of proxy with the Company’s Branch Share Registrar, this form of proxy will be deemed to have been revoked.
11. The descriptions of the above resolution are by way of summary only. The full text appears in the notice of special general meeting of the Company.
12. The shareholders of the Company and any proxy who attend the meeting may incur accommodation and traveling expenses at their own costs.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.