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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, China on Friday, 29 December 2023, at 11:00 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following purposes:

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions as special resolutions:

1. “**THAT** the proposed amendments to the existing bye-laws of the Company (the “**Existing Bye-Laws**”) to bring the bye-laws in line with and to comply with the Core Shareholder Protection Standards under Appendix 3 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Amendment relating to the Core Standards**”), the details of which are shown as a comparison against the Existing Bye-Laws and shaded in grey as set out in Appendix I to the circular of the Company dated 6 December 2023, be and are hereby approved.”
2. “**THAT** the proposed amendments to the Existing Bye-Laws, the details of which are shown as a comparison against the Existing Bye-Laws as set out in Appendix I to the circular of the Company dated 6 December 2023 (the “**Other Amendments**”), and for the avoidance of doubt, exclude the Amendments relating to the Core Standards, be and are hereby approved.”
3. “**THAT**:
 - (a) conditional upon resolutions numbered 1 and/or 2 set out in this notice being passed, the new bye-laws of the Company incorporating the Amendments relating to the Core Standards and/or the Other Amendments (the “**New Bye-Laws**”), a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of

the SGM, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Bye-Laws with immediate effect after the close of the SGM; and

- (b) any director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the adoption of the New Bye-Laws set out in resolution numbered 3(a).”

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

6 December 2023

Notes:

1. 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 Existing Bye-Laws. A proxy need not be a member of the Company but must be present in person to represent the member.
2. To be valid, a form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 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.
3. 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.
4. 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.
5. 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.
6. Shareholders whose names appear on the Company’s register of members on Friday, 29 December 2023, will be eligible for attending and voting at the SGM. The Company’s register of members will be closed from Friday, 22 December 2023 to Friday, 29 December 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 Thursday, 21 December 2023.
7. If there is a black rainstorm warning signal or a tropical cyclone warning signal No. 8 or above in force at or after 9:00 a.m. on the date of the meeting and/or the Hong Kong Observatory has announced at or before 9:00 a.m. on the date of the meeting that either of the above mentioned warnings is to be issued within the next two hours, the SGM shall automatically be postponed to the next business day on which no black rainstorm warning signal or tropical cyclone warning signal No. 8 or above is hoisted between the hours from 9:00 a.m. to 11:00 a.m. and in such case the SGM shall be held at 11:00 a.m. on that business day at the Conference Room, 16th Floor, Shenzhen International Building, 8045 Hongli West Road, Futian District, Shenzhen, China. Business day, in this context, shall mean a day (not being Saturday, Sunday or public holiday) on which banks in Hong Kong generally are open for business.

8. The shareholders and any proxy who attend the SGM 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 Special General Meeting and submit online questions to us by the instructions as stated in the letter sent to the Shareholders on 6 December 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.

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