



SHENZHEN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 152)

Form of Proxy for the Special General Meeting to be held on Tuesday, 10 June 2008

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.10 each of **Shenzhen International Holdings Limited**
(the "Company") HEREBY APPOINT⁽³⁾ the Chairman of the meeting or _____
of _____

to act as my/our proxy at the special general meeting of the Company (the "Meeting") to be held at the conference room of the Company at Rooms 2206-2208, 22nd Floor, Greenfield Tower, Concordia Plaza, No. 1 Science Museum Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 10 June 2008 at 11:00 a.m. and at any adjournment thereof, and to vote on my/our behalf on the undermentioned resolutions as directed below.

	Ordinary Resolutions	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	THAT the form and terms of and the transactions contemplated under the framework agreement dated 22 April 2008 (the "Framework Agreement") entered into between 深圳市南油(集團)有限公司 (Shenzhen Nanyou (Group) Holdings Limited) ("Nanyou Group"), 怡萬實業發展(深圳)有限公司 (Yiwan Industry Development (Shenzhen) Co., Ltd.) ("Yiwan Industry"), 深圳市西部物流有限公司 (Shenzhen Western Logistics Co., Ltd.) ("Shenzhen Western Logistics") and the Company in respect of (i) the acquisition of 40% equity interest in Shenzhen Western Logistics by Yiwan Industry from Nanyou Group pursuant to the terms and conditions of the Acquisition Agreement (as defined in Resolution 2); and (ii) the disposal of the entire 35% equity interests in Grand Autopark Company Limited ("Grand Autopark") by Shenzhen Western Logistics to Nanyou Group pursuant to the terms and conditions of the Disposal Agreement (as defined in Resolution 3) be approved and the execution of the Framework Agreement be approved, confirmed and ratified and THAT the board of directors of the Company be and are hereby authorised to, for and on behalf of the Company, execute all documents, do all acts and things and take all steps which they deem desirable or expedient for the implementation of and giving effect to the Framework Agreement and the transactions contemplated thereunder.		
2.	THAT the form and terms of and the transactions contemplated under the agreement dated 22 April 2008 (the "Acquisition Agreement") entered into between Nanyou Group (as defined in Resolution 1) and Yiwan Industry (as defined in Resolution 1) in respect of the acquisition of 40% equity interest in Shenzhen Western Logistics (as defined in Resolution 1) by Yiwan Industry from Nanyou Group be approved and the execution of the Acquisition Agreement be approved, confirmed and ratified and THAT the board of directors of the Company be and are hereby authorised to, for and on behalf of the Company, execute all documents, do all acts and things and take all steps which they deem desirable or expedient for the implementation of and giving effect to the Acquisition Agreement and the transactions contemplated thereunder.		
3.	THAT the form and terms of and the transactions contemplated under the agreement dated 22 April 2008 (the "Disposal Agreement") entered into between Shenzhen Western Logistics (as defined in Resolution 1) and Nanyou Group (as defined in Resolution 1) in respect of the disposal of the entire 35% equity interests in Grand Autopark (as defined in Resolution 1) by Shenzhen Western Logistics to Nanyou Group be approved and the execution of the Disposal Agreement be approved, confirmed and ratified and THAT the board of directors of the Company be and are hereby authorised to, for and on behalf of the Company, execute all documents, do all acts and things and take all steps which they deem desirable or expedient for the implementation of and giving effect to the Disposal Agreement and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2008 Signature(s)⁽⁶⁾⁽⁷⁾: _____

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 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 discretion.
5. A member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company but must attend the Meeting in person to represent the member.
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, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later 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 initialled by the person who signs it.
9. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of all other joint holders and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the 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.