



# 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, 15 July 2008

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.10 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 (the "Meeting") to be held at Garden Room A, 2/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 15 July 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 <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	<p><b>THAT</b> the disposal (the "Disposal Mandate") of (i) up to 117,143,627 A shares ("CSG A Shares") (or if any of the CSG A Shares have been disposed of before the date of the SGM, the maximum amount of CSG A Shares of this item (i) that is subject to this Disposal Mandate will be the difference between 117,143,627 CSG A Shares and the number of CSG A Shares actually disposed of by the Company or through one or more of the subsidiaries of the Company (the "Group") from 12 June 2008 up to the date of the SGM) and (ii) up to 16,042,277 CSG A Shares held by the Group which are expected to become tradable by 24 May 2009 (these 16,042,277 CSG A Shares are referred to as "Additional CSG A Shares") (the CSG A Shares referred to in item (i) above and the Additional CSG A Shares are collectively also known as "CSG A Shares"), in 中國南玻集團股份有限公司 (CSG Holding Co., Ltd.), a joint stock limited company incorporated in the People's Republic of China with limited liability, whose A shares and B shares are listed on the Shenzhen Stock Exchange ("SSE") by the Group, for a period of 12 months from the date of passing of this resolution (unless being revoked or varied by ordinary resolution of the shareholders in general meeting) on the following conditions be and is hereby approved:</p> <p>(a) the Group will dispose of the CSG A Shares in the open market through the SSE's trading system; and</p> <p>(b) the selling price of the CSG A Shares will be the market price of the CSG A Shares at the relevant times. Market price refers to the price allowed under the trading system of the SSE, but will not be less than the net book value per non-freely tradable CSG A Share of RMB8 (equivalent to approximately HK\$8.41) as stated in the Group's audited consolidated financial statements for the financial year ended 31 December 2007; and</p> <p>(c) in relation to the Additional CSG A Shares only, the Directors shall only dispose of the Additional CSG A Shares after they are freely tradable under the applicable PRC laws and regulations, which is expected to be on or after 24 May 2009.</p>		
2.	<p><b>THAT</b> conditional upon the passing of resolution 1 above, the disposal mandate given by ordinary resolution of the shareholders of the Company at the special general meeting held on 10 September 2007 in relation to the disposal of certain A shares in CSG Holding Co., Ltd., to the extent that the transaction(s) for such disposal has not been entered into by the Group, be and is hereby revoked.</p>		
3.	<p><b>THAT</b> the directors of the Company be and are hereby authorised to do all things, including but not limited to the execution of all documents, which the directors deem to be necessary or desirable to effect the foregoing or in connection with the Disposal Mandate.</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008 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 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.