



# 深圳控股有限公司 SHENZHEN INVESTMENT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00604)

## PROXY FORM for use at the Annual General Meeting to be convened on Thursday, 8 June 2017

I/We<sup>(1)</sup> \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of Shenzhen Investment Limited (the "Company"),  
HEREBY APPOINT<sup>(3&4)</sup> **THE CHAIRMAN OF THE MEETING** or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at Academy Room, 1st Floor, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 8 June 2017 at 10:30 a.m. (or any adjournment thereof) (the "Meeting") and to vote on my/our behalf as directed below<sup>(5)</sup>.

	Ordinary Resolutions <sup>(6)</sup>	For <sup>(5)</sup>	Against <sup>(5)</sup>
1.	To receive and consider the audited Financial Statements, the Report of the Directors and the Independent Auditors' Report for the year ended 31 December 2016.		
2.	To declare a final dividend and a special dividend (with scrip option).		
3.	To re-elect Dr. LU Hua as Director.		
4.	To re-elect Mr. MOU Yong as Director.		
5.	To re-elect Dr. WU Jiesi as Director.		
6.	To re-elect Mr. LIU Shichao as Director.		
7.	To authorize the board of Directors to fix the remuneration of the Directors.		
8.	To re-appoint KPMG as auditor and to authorise the board of Directors to fix their remuneration.		
9.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the number of shares of the Company in issue as at the date of this resolution.		
10.	To grant a general mandate to the Directors to allot and issue new shares not exceeding 20% of the number of shares of the Company in issue as at the date of this resolution.		
11.	To extend the general mandate granted to the Directors to allot and issue new shares by adding to the number of shares being bought back by the Company.		
12.	To grant a mandate to the Directors to grant options under the Share Option Scheme of the Company.		

Date \_\_\_\_\_

Signature<sup>(7)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- If any proxy other than the Chairman of the Meeting is preferred, please insert the name(s) and address(es) of the proxy(ies) desired and strike out the words "THE CHAIRMAN OF THE MEETING". **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** Any alteration made in this proxy form must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST". IF YOU WISH TO VOTE ONLY PART OF THE NUMBER OF SHARES REGISTERED IN YOUR NAME(S) TO WHICH THIS FORM OF PROXY RELATES, PLEASE STATE THE EXACT NUMBER OF SHARES IN LIEU OF A "✓" IN THE RELEVANT BOX.** Failure to complete the boxes in respect of a resolution will enable your proxy to cast his vote at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice of the Meeting.
- The full text of the resolutions are set out in the notice of the Meeting contained in the Company's circular dated 28 April 2017.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, it must be either under seal or under the hand of an officer or attorney duly authorised.
- If more than one of the joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of the relevant shares shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be delivered to the office of the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof (as the case may be).
- Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting should you so wish. In such event, the proxy form shall be deemed to be revoked.

### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which includes your and your proxy's name and address.

Your and your proxy's Personal Data provided in this proxy form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy's Personal Data is on a voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy's Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, and will be retained for such period as may be necessary for our verification and record purposes. By providing your proxy's Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing to the Privacy Compliance Officer of Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.