



深圳控股有限公司

SHENZHEN INVESTMENT LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 604)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We¹ _____
of _____

being the registered holder(s) of² _____ shares of HK\$0.05 each in the capital of
Shenzhen Investment Limited (the "Company"), HEREBY APPOINT³ _____ of
_____ or

failing him, the Chairman of the Meeting as my/our proxy to act for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Garden Room, 2nd Floor, Hotel Nikko Hong Kong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 2 June 2008 at 10:00 a.m. (or as soon thereafter as the annual general meeting of the Company being held on the same day and at the same place shall have been concluded or further adjourned) and at any adjournment thereof and on a poll to vote for me/us and in my/our name(s) in respect of such resolution as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

	FOR ⁴	AGAINST ⁴
"THAT an agreement dated 5 March 2008 entered into between 深業控股 (深圳) 有限公司 (Shum Yip Investment (Shenzhen) Limited) (the "Vendor") and 深圳市深業投資開發有限公司 (the "Purchaser") pursuant to which the Vendor has conditionally agreed to dispose of 51% equity interest in 湖北深業華銀交通開發有限公司 (Hubei Shumyip Huayin Traffic Development Company Limited) to the Purchaser (the "Agreement", a copy of which has been produced to this meeting and marked "A" and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified and that the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, agreements, deeds, acts, matters and things as they may in their discretion consider necessary, desirable or appropriate or expedient for the purpose of or in connection with the implementation of the Agreement and the transactions contemplated thereunder."		

Signature⁵ _____

Dated this _____ day of _____ 2008

Notes:-

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
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. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
4. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company, but must attend the meeting in person to represent you.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. 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 convening the meeting.
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 seal or under the hand of an officer, attorney or other person authorised to sign the same.
7. Where there are joint registered holders of any share, any one of such persons may vote at the 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 the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
8. 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 certified copy thereof, must be deposited at the registered office of the Company at 8th Floor, New East Ocean Centre, 9 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person.
9. Any alteration made to this form of proxy must be initialled by the person who signs it.