



深圳控股有限公司

SHENZHEN INVESTMENT LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock Code: 00604)

Form of proxy for use at the extraordinary general meeting convened at Garden Room, 2nd Floor, Hotel Nikko, Hong Kong, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:00 a.m. on Thursday, 18 April 2013 (the "Meeting")

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.05 each in the capital of the abovenamed Company,
HEREBY APPOINT ^(3&4) _____
of _____
or failing him ^(3&4) _____
of _____
or failing him, the Chairman of the Meeting as my/our proxy to act for me/us at the Meeting to be held at Garden Room, 2nd Floor, Hotel Nikko, Hong Kong, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:00 a.m. on Thursday, 18 April 2013 and at any adjournment thereof and on a poll to vote on my/our behalf as directed below or, if no such direction is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ⁽⁵⁾	Against ⁽⁵⁾
1.	To approve, confirm and ratify the Acquisition Agreement dated 17 January 2013 entered into between the Company as purchaser and Shum Yip Holdings Company Limited (深業(集團)有限公司) (the "Vendor") as vendor in respect of the proposed acquisition of the entire issued share capital of Shenzhen Silicon Valley Hi-tech Investment Company Limited (深圳硅谷投資有限公司), as supplemented and amended by the supplemental agreement dated 25 February 2013 between the Company and the Vendor, and the transactions contemplated thereunder and in connection therewith; and to approve the allotment and issue to the Vendor of 1,410,117,262 Consideration Shares credited as fully paid-up at the issue price of HK\$3.667 per Consideration Share, as consideration for the Acquisition.		
2.	To approve the whitewash waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate thereof pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers to waive the obligation of the Vendor and parties acting in concert with it to make a mandatory offer for all the shares and securities issued by the Company not already owned or agreed to be acquired by them as a result of the issue of the Consideration Shares.		
3.	To approve the increase in the authorised share capital of the Company from HK\$250,000,000 divided into 5,000,000,000 ordinary shares of HK\$0.05 each ("Shares") to HK\$500,000,000 divided into 10,000,000,000 Shares by the creation of additional 5,000,000,000 new Shares.		
4.	To approve, confirm and ratify the seven sale and purchase agreements dated 31 July 2012 entered into by 深業泰然(集團)股份有限公司 (Shum Yip Terra (Holdings) Co., Ltd.*) as vendor and 深圳市科之谷投資有限公司 (Shenzhen Kezhigu Investment Limited*) as purchaser in relation to the sale and purchase of Unit 5F03 on the Fifth Floor, Units 6A01, 6F01 and 6F02 on the Sixth Floor, Units 7F01 and 7F02 on the Seventh Floor, and Unit 8F01 on the Eighth Floor, of Tai Ran Building, Binhe Da Road, Futian District, Shenzhen City, Guangdong Province, the PRC and the transactions contemplated thereunder.		
5.	To re-elect Mr. WANG Minyuan as a director of the Company.		

Date _____

Signature ⁽⁶⁾ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.05 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- 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.
- Please insert the name and address of the proxy desired and strike out the words "or failing him, the Chairman of the Meeting". **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- 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".** 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.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, 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 shareholders 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 deposited to 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 for holding the Meeting or adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting should you so wish. In such event, the form of proxy shall be deemed to be revoked.
- Any alteration made in this form of proxy must be initialled by the person who signs it.

* The English translation is for identification purpose only.