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 Annual General Meeting (or at any adjournment thereof) convened at 10:00 a.m. on Thursday, the 19th day of June, 2014

I/We[1] ____________________

of ____________________

being the registered holder(s) of [2] ____________________ shares 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 Annual General Meeting (or at any adjournment thereof) of the Company to be held at Garden Room, 2nd Floor, Hotel Nikko Hong Kong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, the 19th day of June, 2014 at 10:00 a.m. and to speak and vote on my/our behalf as directed below or, if no such direction is given, as my/our proxy thinks fit.

	Ordinary Resolutions [11]	For [5]	Against [5]
1.	To receive and consider the audited Financial Statements, the Report of the Directors and the Independent Auditors' Report for the year ended 31st December, 2013.		
2.	To declare a final dividend of HK12.00 cents per share for the year ended 31st December, 2013 (with scrip option).		
3.	To re-elect Mr. GAO Shengyuan as Director.		
4.	To re-elect Dr. WONG Yau Kar David as Director.		
5.	To re-elect Mr. LU Hua as Director.		
6.	To re-elect Mr. MOU Yong as Director.		
7.	To re-elect Mr. HUANG Yige as Director.		
8.	To authorize the board of Directors to fix the remuneration of the Directors.		
9.	To re-appoint Ernst & Young as auditors and authorise the board of Directors to fix their remuneration.		
10.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the issued shares.		
11.	To grant a general mandate to the Directors to issue new shares not exceeding 20% of the issued shares.		
12.	To extend the general mandate granted to the Directors to issue new shares by adding to the number of shares bought back by the Company.		
13.	To approve the refreshment of the 10% limit under the share option scheme of the Company.		

Date ____________________ Signature[6] ____________________

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 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, speak and 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 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.**
5. **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.
6. 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 its common seal or under the hand of an officer or attorney duly authorised.
7. 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 in respect of the relevant shares 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 notarially certified copy of that power or authority, must be deposited at 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 adjourned meeting (as the case may be).
9. 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.
10. Any alteration made in this form of proxy must be initialled by the person who signs it.
11. The full text of the above resolutions are set out in the Notice of the Annual General Meeting from the annual report dated 28 April 2014 and the details of the resolution nos. 3 to 8 and 10 to 13 are set out in the circular dated 28 April 2014 which have been despatched together with this form of proxy.
12. A Personal Information Collection Statement is set out in the circular.