



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 of Shenzhen Investment Limited (the “Company”) convened at Garden Room, 2nd Floor, Hotel Nikko Hong Kong, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:30 a.m. on Thursday, 29 May 2014 (the “Meeting”) or any adjournment thereof

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of the Company,
HEREBY APPOINT ^(3&4) _____
of _____
or failing him/her ^(3&4) _____
of _____

or failing him/her, the chairman of the Meeting as my/our proxy to attend 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 10:30 a.m. on Thursday, 29 May 2014 and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions set out in the notice of the Meeting dated 12 May 2014 (the “Notice”) and at the Meeting (or any adjournment thereof) to speak and to vote on my/our behalf in respect of such resolutions as directed below or, if no such direction is given, as my/our proxy thinks fit.

Ordinary Resolutions [#]		For ⁽⁵⁾	Against ⁽⁵⁾
1.	Subject to the passing of the Ordinary Resolutions nos. 2 and 3 set out in the Notice, to approve, confirm and ratify the Acquisition Agreement and the Supplemental Acquisition Agreement to supplement and amend the Acquisition Agreement, and all transactions contemplated under each of them and in connection with each of them; and to approve the allotment and issue to the Vendor of 1,061,538,935 Consideration Shares credited as fully paid-up at the issue price of HK\$3.276 per Consideration Share, as part of the consideration for the Acquisition.		
2.	Subject to the passing of the Ordinary Resolutions nos. 1 and 3 set out in the Notice, to approve, confirm and ratify the Agricultural Land Entrustment Agreement, and the transactions contemplated thereunder; and to approve the AL Entrustment Annual Caps.		
3.	Subject to the passing of the Ordinary Resolutions nos. 1 and 2 set out in the Notice, to approve, confirm and ratify the Nongke Flora Market Entrustment Agreement, and the transactions contemplated thereunder; and to approve the NFM Entrustment Annual Caps.		
4.	To re-elect Mr. GAO Shengyuan as a director of the Company.		
5.	To re-elect Dr. WONG Yau Kar, David as a director of the Company.		

[#] Capitalised terms have the meanings ascribed to them in the circular dated 12 May 2014 (the “Circular”) and full text of each of the Ordinary Resolutions nos. 1 to 5 is set out in the Notice.

Date _____ Signature ⁽⁶⁾ _____

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 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/her. 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/her, 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/her 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 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).
- 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 Personal Information Collection Statement is set out in the Circular.