

**Shenzhen Investment Holdings Bay Area
Development Company Limited**

深圳投控灣區發展有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Codes: 737 (HKD counter) and 80737 (RMB counter)

**PROCEDURE FOR SHAREHOLDERS
TO PROPOSE A PERSON FOR ELECTION AS DIRECTOR**

In accordance with Article 116 of the Articles of Association of Shenzhen Investment Holdings Bay Area Development Company Limited (formerly known as Hopewell Highway Infrastructure Limited) (the “**Company**”), no person (other than a retiring Director) shall be eligible for election to the office of Director at any general meeting unless:

- (a) he/she is recommended by the Board of Directors for election; or
- (b) notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his/her willingness to be elected shall have been given to the Company provided that the minimum length of the period, during which such notices are given, shall be at least seven days and that the period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such meeting (the “**Specified Period**”).

Accordingly, if a shareholder of the Company (the “**Shareholders**”, and each a “**Shareholder**”) wishes to propose a person for election as a Director at a general meeting of the Company, the following documents must be validly served to the attention of Company Secretary of the Company at Room 63-02, 63rd Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong within the Specified Period:

- (1) a written and signed notice of intention to propose a resolution for election of a person as Director at the general meeting. The notice must include (a) the name of the nominating Shareholder; (b) his/her contact details; and (c) the number of shares of the Company held by the nominating Shareholder; and
- (2) a written notice signed by the nominated candidate of his/her willingness to be elected together with the information set out below:
 - (a) full name and age;
 - (b) positions held with the Company and/or other members of the Company’s group of companies (if any);
 - (c) experience including (i) other directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
 - (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;

- (e) length or proposed length of service with the Company;
 - (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”)) of the Company, or an appropriate negative statement;
 - (g) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
 - (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate’s standing for election as a Director that should be brought to shareholders’ attention; and
 - (i) contact details.
- (3) The nominated candidate’s written consent to the publication of his/her personal data.

After receiving the aforementioned documents within the Specified Period, a resolution will be moved at the general meeting to seek the Shareholders’ approval of the election of the nominated candidate as a Director.

29 March 2012