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**Shenzhen Investment International
Capital Holdings Infrastructure Co., Ltd**
深圳投控國際資本控股基建有限公司
*(incorporated in the British Virgin Islands
with limited liability)*

 **HOPEWELL HOLDINGS LIMITED**
合和實業有限公司
*(incorporated in Hong Kong
with limited liability)*
(Stock Code: 54)


Hopewell Highway Infrastructure Limited
合和公路基建有限公司
*(incorporated in the Cayman Islands
with limited liability)*
(Stock Codes: 737 (HKD counter)
and 80737 (RMB counter))

JOINT ANNOUNCEMENT

(1) COMPLETION OF MAJOR TRANSACTION FOR HOPEWELL HOLDINGS LIMITED IN RELATION TO THE PROPOSED DISPOSAL OF APPROXIMATELY 66.69% OF THE ISSUED SHARES OF HOPEWELL HIGHWAY INFRASTRUCTURE LIMITED TO SHENZHEN INVESTMENT INTERNATIONAL CAPITAL HOLDINGS INFRASTRUCTURE CO., LTD

AND

(2) UNCONDITIONAL MANDATORY CASH OFFER BY CLSA LIMITED FOR AND ON BEHALF OF SHENZHEN INVESTMENT INTERNATIONAL CAPITAL HOLDINGS INFRASTRUCTURE CO., LTD TO ACQUIRE ALL THE ISSUED SHARES OF HOPEWELL HIGHWAY INFRASTRUCTURE LIMITED (OTHER THAN THOSE ALREADY OWNED AND/ OR AGREED TO BE ACQUIRED BY SHENZHEN INVESTMENT INTERNATIONAL CAPITAL HOLDINGS INFRASTRUCTURE CO., LTD AND/ OR PARTIES ACTING IN CONCERT WITH IT)

**Financial adviser to Shenzhen Investment International
Capital Holdings Infrastructure Co., Ltd**



Reference is made to the joint announcements dated 29 December 2017 (the “**First Joint Announcement**”), 18 January 2018, 8 February 2018, 26 February 2018, 9 March 2018 and 28 March 2018 (collectively, the “**Joint Announcements**”) issued by Shenzhen Investment International Capital Holdings Infrastructure Co., Ltd (the “**Offeror**”), Hopewell Holdings Limited (“**HHL**”) and Hopewell Highway Infrastructure Limited (“**HHI**”) in relation to, among other things, (i) the disposal of approximately 66.69% of the total number of issued HHI Shares as at the date of the First Joint Announcement by Anber Investments to the Offeror; (ii) the unconditional mandatory cash offer by CLSA Limited for and on behalf of the Offeror to acquire all the issued HHI Shares (other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it); (iii) further extension of the First Long Stop Date and extension of the Second Long Stop Date under the Sale and Purchase Agreement; and (iv) the fulfillment of Disposal Conditions under the Sale and Purchase Agreement. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcements.

COMPLETION OF THE SALE AND PURCHASE AGREEMENT

The respective board of directors of HHL, HHI and the Offeror are pleased to announce that the sale and purchase of 2,055,287,337 HHI Shares pursuant to the Sale and Purchase Agreement was completed on 4 April 2018. Following Completion and as at the date of this joint announcement, the Offeror and/or parties acting in concert with it own 2,055,287,337 HHI Shares, representing approximately 66.69% of the total number of issued HHI Shares. Accordingly, the Offeror is required under Rule 26.1 of the Takeovers Code to make an unconditional mandatory cash offer for all the issued HHI Shares (other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it) (the “**Offer**”). CLSA Limited will, for and on behalf of the Offeror, make the Offer on the terms to be set out in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

As stated in the First Joint Announcement, it is the intention of the Offeror and HHI to combine the offer document and the offeree board circular in the Composite Document, which will be despatched to the Independent HHI Shareholders, setting out, among other things, (a) the terms and conditions of the Offer; (b) the expected timetable of the Offer; (c) the recommendation from the HHI Independent Board Committee in respect of the Offer; and (d) the advice from the independent financial adviser to the HHI Independent Board Committee in respect of the Offer. The Composite Document, together with the form of acceptance and transfer of HHI Shares, is expected to be despatched to the Independent HHI Shareholders on or before 11 April 2018.

WARNING

Shareholders and potential investors of HHI are advised to exercise caution when dealing in the securities of HHI. If shareholders and potential investors of HHI are in any doubt as to their position or the action they should take, they should consult their licensed security dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

By order of the board of directors of
**Shenzhen Investment
International Capital Holdings
Infrastructure Co., Ltd**
深圳投控國際資本控股基建有限公司
Zhengyu LIU
Director

By order of the board of directors of
Hopewell Holdings Limited
Josiah Chin Lai KWOK
Deputy Managing Director

By order of the board of directors of
**Hopewell Highway Infrastructure
Limited**
Alan Chi Hung CHAN
Deputy Managing Director

Hong Kong, 4 April 2018

As at the date of this joint announcement, the directors of the Offeror are Mr. Zhengyu LIU and Mr. Zhongyu YAN.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to Anber Investments, the HHL Group, the HHI Group or their respective director(s)), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by Anber Investments, the HHL Group, the HHI Group or their respective director(s)) have been arrived at after due and careful consideration and there are no other facts (other than facts in relation to Anber Investments, the HHL Group, the HHI Group or their respective director(s)) not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the directors of SIHC are Mr. Yongjian WANG, Mr. Qingshan FENG, Ms. Shifang FAN, Mr. Zhisheng CHEN, Mr. Zhi ZHANG, Mr. Xiaoping CAI and Mr. Xiaodong LIU.

The directors of SIHC jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to Anber Investments, the HHL Group, the HHI Group or their respective director(s)), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by Anber Investments, the HHL Group, the HHI Group or their respective director(s)) have been arrived at after due and careful consideration and there are no other facts (other than facts in relation to Anber Investments, the HHL Group, the HHI Group or their respective director(s)) not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the board of HHL Directors comprises seven Executive Directors namely, Sir Gordon Ying Sheung WU (Chairman), Mr. Eddie Ping Chang HO (Vice Chairman), Mr. Thomas Jefferson WU (Deputy Chairman and Managing Director), Mr. Josiah Chin Lai KWOK (Deputy Managing Director), Mr. Albert Kam Yin YEUNG, Mr. William Wing Lam WONG and Ir. Dr. Leo Kwok Kee LEUNG; three Non-executive Directors namely, Lady WU Ivy Sau Ping KWOK, Mr. Carmelo Ka Sze LEE and Mr. Guy Man Guy WU; and five Independent Non-executive Directors namely, Ms. Linda Lai Chuen LOKE, Mr. Sunny TAN, Dr. Gordon YEN, Mr. Ahito NAKAMURA and Mr. Yuk Keung IP.

The HHL Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it and the HHI Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it and HHI) have been arrived at after due and careful consideration and there are no other facts (other than facts in relation to the Offeror and parties acting in concert with it) not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the HHI Board comprises four Executive Directors namely, Sir Gordon Ying Sheung WU (Chairman), Mr. Eddie Ping Chang HO (Vice Chairman), Mr. Thomas Jefferson WU (Managing Director) and Mr. Alan Chi Hung CHAN (Deputy Managing Director); and four Independent Non-executive Directors namely, Professor Chung Kwong POON, Mr. Yuk Keung IP, Mr. Brian David Man Bun LI and Mr. Alexander Lanson LIN.

The HHI Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it and the HHL Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it and HHL) have been arrived at after due and careful consideration and there are no other facts (other than facts in relation to the Offeror and parties acting in concert with it and the HHL Group) not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.