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## HOPEWELL HOLDINGS LIMITED

### 合和實業有限公司

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 54)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Hopewell Holdings Limited (the “**Company**”) will be held at The Glass Pavilion, 3/F., Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 31 October 2018 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Consolidated Financial Statements and the Report of the Directors and Independent Auditor’s Report for the year ended 30 June 2018.
2. (a) Each as a separate resolution, with or without amendments, to re-elect the following retiring Directors:
  - (i) Mr. Eddie Ping Chang HO;
  - (ii) Mr. Albert Kam Yin YEUNG;
  - (iii) Ir. Dr. Leo Kwok Kee LEUNG;
  - (iv) Dr. Gordon YEN; and
  - (v) Mr. Yuk Keung IP.
- (b) To fix the Directors’ fees (*See Note 5*).
3. To re-appoint Auditor and authorise the Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

#### ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to buy back shares of the Company on The Stock

Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time provided however that the total number of the shares of the Company to be bought back pursuant to this Resolution shall not exceed 10% of the total number of the issued shares of the Company as at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution); and

(b) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

(B) “**THAT**:

- (a) a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company, and to make or grant offers, agreements or options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers either during or after the expiry of the Relevant Period, provided that the total number of the shares allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to this Resolution (otherwise than as scrip dividends pursuant to the Articles of Association of the Company from time to time or pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company or pursuant to any share option scheme), shall not exceed 20% of the total number of the issued shares of the Company as at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution); and

(b) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

“**Rights Issue**” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members of the Company (or, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

(C) “**THAT** the general mandate granted to the Directors to allot shares pursuant to Ordinary Resolution No. 4(B) of the notice of this meeting be and is hereby extended by the addition thereto of the total number of the shares of the Company bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 4(A) of the notice of this meeting, provided that such extended number of shares of the Company shall not exceed 10% of the total number of the issued shares of the Company as at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution).”

(D) “**THAT**:

- (a) subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the terms and conditions of the share option scheme adopted by the shareholders of the Company effective on 22 October 2013 (the “**Share Option Scheme**”), a mandate be and is hereby unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined in paragraph (c) below) all the powers of the Company to grant options to subscribe for shares of the Company and/or to make or grant offers of options under the Share Option Scheme that would or might require shares of the Company to be allotted and/or options to be granted under the Share

Option Scheme provided that the total number of shares of the Company allotted or to be allotted or agreed conditionally or unconditionally to be allotted upon the exercise of all options granted or to be granted under the Share Option Scheme shall not exceed 10% of the total number of shares of the Company as at the date of the adoption of the Share Option Scheme (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution);

- (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to grant options and/or make offers of options under the Share Option Scheme which would or might require shares of the Company to be allotted and/or options to be granted under the Share Option Scheme after the end of the Relevant Period;
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held;
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; or
- (iv) the termination or expiry of the Share Option Scheme.”

By Order of the Board  
**HOPEWELL HOLDINGS LIMITED**  
**KOO Ching Fan**  
*Company Secretary*

Hong Kong, 21 September 2018

*Notes:*

1. A member of the Company entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint one or more proxies, representing respectively the number of shares of the Company held by that member, to attend, speak and, on a poll, vote instead of him. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's registered office, 64th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 10:00 a.m. on Monday, 29 October 2018 (Hong Kong Time)) or adjourned meeting (as the case may be). Form of proxy sent electronically will not be accepted.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders is present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. To ascertain shareholders' eligibility to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Wednesday, 24 October 2018 to Wednesday, 31 October 2018, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the Annual General Meeting, all transfers of share ownership, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 23 October 2018 (Hong Kong Time) for registration.
5. With regard to the resolution referred to in item 2(b) of this notice, the Directors, based on the recommendation of the Remuneration Committee, propose that the Directors' fees for the nine months ending 31 March 2019 to be fixed at the following amounts:

	HK\$ (per annum)
<b>Directors' fees:</b>	
Chairman	300,000
Vice Chairman/Deputy Chairman and Managing Director	250,000
Each of the other Executive Directors	200,000
Each of the Non-executive Directors and Independent Non-executive Directors	350,000
<b>Additional Directors' fees for Audit Committee:</b>	
Chairman	50,000
Each of the other members	20,000
<b>Additional Directors' fees for Remuneration Committee:</b>	
Chairman	50,000
Each of the other members	20,000

6. With regard to the resolutions referred to in item 4 of this notice, the Directors propose to seek shareholders' approval of the general mandates to buy back shares and to issue shares. A circular in connection with the proposals for the re-election of Directors, the general mandates to buy back shares and to issue shares and the mandate to grant options has been despatched to the shareholders of the Company of which this notice forms part.
7. Each of the resolutions set out in this notice will be voted by way of a poll.
8. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

9. **Bad Weather Arrangements:**

If a Typhoon Signal No. 8 (or above) is hoisted or a Black Rainstorm Warning Signal is in force or remains hoisted at 7:00 a.m. on Wednesday, 31 October 2018, the Annual General Meeting will be postponed.

The Company will post an announcement on the Company's website ([www.hopewellholdings.com](http://www.hopewellholdings.com)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.

Shareholders of the Company should decide on their own whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situation.

*As at the date of this notice, the board of directors of the Company 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.*