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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

FULFILLMENT OF CERTAIN DISPOSAL CONDITIONS UNDER THE SALE AND PURCHASE AGREEMENT

**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 and 26 February 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 proposed disposal of approximately 66.69% of the total number of issued HHI Shares as at the date of the First Joint Announcement to the Offeror; (ii) the possible 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) the extension of the First Long Stop Date under the Sale and Purchase Agreement; (iv) the fulfillment of certain Disposal Conditions under the Sale and Purchase Agreement; and (v) further extension of the First Long Stop Date and extension of the Second Long Stop Date 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.

FULFILLMENT OF CERTAIN DISPOSAL CONDITIONS

As disclosed in the section headed “A. *The Proposed Disposal — The Sale and Purchase Agreement — Disposal Conditions*” in the First Joint Announcement, the Completion is conditional upon fulfillment of the following Disposal Conditions:

- “ (a) *Anber Investments having obtained the necessary approval from the HHL Shareholders at the HHL EGM for the transactions contemplated under the Sale and Purchase Agreement as required by the Listing Rules;*
- (b) *the Offeror having obtained from the relevant PRC governmental authorities all of the following necessary approvals required for the entering into, enforcement and performance of the Sale and Purchase Agreement, with such approvals remaining in full force and continuous effect without any requirement to substantially amend any terms of the Sale and Purchase Agreement:*
- (i) *the “Notice of Filing” (備案通知書) issued by the National Development and Reform Commission of the People’s Republic of China (中華人民共和國國家發展和改革委員會);*
- (ii) *the “Overseas Investment Certificate by PRC Enterprises” (企業境外投資證書) issued by the Municipal Commission of Economy and Information Technology of the Shenzhen City (深圳市經濟貿易和信息化委員會) and confirmed by the Ministry of Commerce of the People’s Republic of China (中華人民共和國商務部); and*
- (iii) *the relevant approval from the Municipal State-owned Assets Supervision and Administration Commission of the Shenzhen City (深圳市國有資產監督管理委員會) in relation to the transactions contemplated under the Sale and Purchase Agreement; and*
- (c) *the Offeror having obtained or completed the “Foreign Exchange Registration of Overseas Direct Investment” (境外直接投資外匯登記) and the registration of onshore guarantee offshore loan (內保外貸簽約登記) from or with the State Administration of Foreign Exchange of the Shenzhen City (國家外匯管理局深圳分局).”*

As previously announced in the joint announcement issued by the Offeror, HHL and HHI dated 8 February 2018, Disposal Condition (a) mentioned above was fulfilled on 8 February 2018 and the approvals referred to in Disposal Condition (b)(ii) and (iii) mentioned above have been obtained.

HHL and HHI were further informed by the Offeror that the approval referred to in Disposal Condition (b)(i) mentioned above has also been obtained. As such, Disposal Condition (b) mentioned above has been fulfilled.

As at the date of this joint announcement, only Disposal Condition (c) mentioned above has not been fulfilled.

WARNING

The Offer is a possible unconditional mandatory cash offer and will only be made if Completion takes place, which is conditional upon fulfillment of all the Disposal Conditions. Completion may or may not take place and accordingly, the Offer may or may not proceed.

Shareholders and potential investors of HHL and HHI are advised to exercise caution when dealing in the securities of HHL and HHI. If shareholders and potential investors of HHL or 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, 9 March 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 (excluding 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 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 (excluding the HHI Group)) not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.