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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) 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 Thursday, 8 February 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the sale and purchase agreement dated 29 December 2017 (the “**Sale and Purchase Agreement**”) as amended and supplemented by the supplemental agreement dated 18 January 2018 (the “**Supplemental Agreement**”) entered into among Anber Investments Limited (the “**Vendor**”) as vendor, the Company as the Vendor’s guarantor, Shenzhen Investment International Capital Holdings Infrastructure Co., Ltd (深圳投控國際資本控股基建有限公司) (the “**Purchaser**”) as purchaser and Shenzhen Investment Holdings Co., Ltd* (深圳市投資控股有限公司) as the Purchaser’s guarantor in relation to the proposed disposal of 2,055,287,337 ordinary share(s) of HK\$0.10 each in the share capital of Hopewell Highway Infrastructure Limited (合和公路基建有限公司) by the Vendor to the Purchaser (the “**Proposed Disposal**”) (a copy of the Sale and Purchase Agreement and a copy of the Supplemental Agreement have been produced to the Meeting marked “**A**” and “**B**” respectively and initialled by the chairman of the Meeting for the purpose of identification) and all transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, confirmed, authorised and ratified; and
- (b) the directors of the Company (acting collectively and individually) be and are hereby authorised for and on behalf of the Company to approve and implement the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement)

* For identification purpose only

and the transactions contemplated thereunder (including the Proposed Disposal) and all other matters of and incidental thereto and to take all actions in connection therewith or arising therefrom as they shall in their absolute discretion think fit (including, inter alia, (i) to sign, seal, execute, perfect and deliver and perform any document, instruments and agreements for and on behalf of the Company in connection with or pursuant to the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) and the transactions contemplated thereunder (including the Proposed Disposal); and (ii) to exercise all such powers and do all such acts as they consider necessary, desirable or expedient to give effect to the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) and the Proposed Disposal and the transactions contemplated thereunder (including but not limited to varying the date(s) for the fulfillment of the conditions precedent or date of completion of the transactions contemplated under the Sale and Purchase Agreement)).

By Order of the Board
Hopewell Holdings Limited
KOO Ching Fan
Company Secretary

Hong Kong, 22 January 2018

Notes:

- (1) A member of the Company entitled to attend, speak and vote at the Meeting or any adjourned meeting is entitled to appoint one or separate 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, a 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, at 64th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than 10:00 a.m. on Tuesday, 6 February 2018 (Hong Kong Time)) or any adjourned meeting (as the case may be).
- (3) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting or any adjourned meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting or any adjourned meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (4) For the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 5 February 2018 to Thursday, 8 February 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Meeting, all completed transfer forms 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 Friday, 2 February 2018 (Hong Kong Time) for registration.
- (5) The resolution sets out in this notice will be voted by way of a poll.
- (6) In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

As at the date of this notice, the Board 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 (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; two Non-executive Directors namely, Lady WU Ivy Sau Ping KWOK and Mr. Carmelo Ka Sze LEE; and six Independent Non-executive Directors namely, Mr. Guy Man Guy WU, Ms. Linda Lai Chuen LOKE, Mr. Sunny TAN, Dr. Gordon YEN, Mr. Ahito NAKAMURA and Mr. Yuk Keung IP.