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HCMP No. 2251/2018

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 2251 OF 2018

IN THE MATTER OF

HOPEWELL HOLDINGS LIMITED
合和實業有限公司

AND

IN THE MATTER OF
THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION

SCHEME OF ARRANGEMENT

Under Section 673 of the Companies Ordinance,
Chapter 622 of the Laws of the Hong Kong Special Administrative Region

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an Order dated 19 February 2019 made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed that a meeting of the Scheme Shareholders (as defined in the Scheme referred to below) be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme**”) proposed to be made between Hopewell Holdings Limited 合和實業有限公司 (the “**Company**”) and the Scheme Shareholders (the “**Meeting**”), and that the Meeting will be held at The Glass Pavilion, 3/F., Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Thursday, 21 March 2019 *(see Note)* at 11:00 a.m..

A copy of the Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”) required to be furnished pursuant to section 671 of the Companies Ordinance, are incorporated in the composite scheme document dated 25 February 2019 (the “**Scheme Document**”) and sent to the shareholders of the Company, of which this Notice forms part.

Scheme Shareholders (other than those who are precluded from voting as detailed in the Scheme) may vote in person at the Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A pink form of proxy for use at the Meeting is enclosed with the Scheme Document.

It is requested that the form appointing proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, 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 but the form of proxy not so lodged may also be handed to the Chairman of the Meeting at the Meeting. Form of proxy sent electronically will not be accepted.

Where there are joint registered holders of any share of the Company, any one of such persons may vote at the 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 be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.

By the same Order, the High Court has appointed Mr. Yuk Keung Ip or, failing him, Dr. Gordon Yen or, failing him, Mr. Sunny Tan, or failing him, Ms. Linda Lai Chuen Loke, all being directors of the Company, to act as Chairman of the Meeting and has directed the Chairman to report the result of it to the High Court.

If approved at the Meeting, the Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated this 25th day of February 2019.

WOO KWAN LEE & LO

Solicitors

26th Floor, Jardine House

1 Connaught Place, Central

Hong Kong

Solicitors to

HOPEWELL HOLDINGS LIMITED

Note:

If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Thursday, 21 March 2019, the Meeting will be postponed and by virtue of this notice, the Meeting will be held instead on Tuesday, 26 March 2019 at 11:00 a.m. or at a time on an alternative day to be announced that falls within seven business days (i.e. a day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in Hong Kong) of the original date scheduled for the Meeting in the event that a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Tuesday, 26 March 2019. Scheme Shareholders may call the hotline at +852 2528 4975 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays or visit the website of the Company at www.hopewellholdings.com for details of alternative meeting arrangements. The Meeting will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force.

Scheme Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

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.