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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)

**POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING
HELD ON 8 FEBRUARY 2018
IN RELATION TO
MAJOR TRANSACTION FOR THE PROPOSED DISPOSAL OF
APPROXIMATELY 66.69% OF THE ISSUED SHARES OF
HOPEWELL HIGHWAY INFRASTRUCTURE LIMITED**

The Board is pleased to announce that the ordinary resolution (the “**Ordinary Resolution**”) set out in the notice of the EGM dated 22 January 2018 was duly passed by the Shareholders by way of poll at the EGM.

Reference is made to:

- (1) the announcement jointly issued by Hopewell Holdings Limited (**the Company**), Hopewell Highway Infrastructure Limited (“**HHI**”) and 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**”) dated 29 December 2017 in relation to, amongst others, (i) the proposed disposal of approximately 66.69% of the issued HHI Shares by the Company to the Purchaser; and (ii) the possible unconditional mandatory cash offer by CLSA Limited for and on behalf of the Purchaser to acquire all the issued HHI Shares (other than those already owned and/or agreed to be acquired by the Purchaser and/or parties acting in concert with it);
- (2) the announcement jointly issued by the Company, HHI and the Purchaser dated 18 January 2018 in relation to the extension of the First Long Stop Date under the Sale and Purchase Agreement;
- (3) the announcement of the Company dated 18 January 2018 in relation to the declaration of a special cash interim dividend which is conditional upon Completion of the Proposed Disposal, to be paid out of a part of the net sale proceeds of the Proposed Disposal;

- (4) the circular (the “**Circular**”) of the Company dated 22 January 2018 in relation to, amongst others, the Proposed Disposal; and
- (5) the proposed Ordinary Resolution set out in the notice of the EGM dated 22 January 2018 contained in the Circular.

Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

At the EGM, voting in respect of the Ordinary Resolution was conducted by way of a poll, as required by the Listing Rules.

Computershare Hong Kong Investor Services Limited, the Company’s share registrar, acted as the scrutineer for the vote-taking at the EGM. The poll results of the Ordinary Resolution were as follows:

| Ordinary Resolution | Number of Votes (%) | |
|---|----------------------------|----------------------|
| | For | Against |
| To approve, confirm, authorise and ratify the Sale and Purchase Agreement as amended and supplemented by the Supplemental Agreement entered into among Anber Investments as vendor, the Company as the vendor’s guarantor, the Purchaser as purchaser and SIHC as the purchaser’s guarantor and all transactions contemplated thereunder (as more particularly set out in the notice convening the EGM) and matters relating to the implementation thereof. | 606,324,385 (99.98994%) | 61,000 (0.01006%) |

As at the date of the EGM, the Company had a total number of 869,839,121 Shares in issue, which was the total number of Shares entitling holders to attend and vote for or against the Ordinary Resolution at the EGM. There was no Shareholder (i) who was entitled to attend the EGM but was required to abstain from voting in favour of the Ordinary Resolution at the EGM or (ii) who was required under the Listing Rules to abstain from voting on the Ordinary Resolution at the EGM.

No parties have stated their intention to vote against or to abstain from voting on the Ordinary Resolution at the EGM in the Circular.

Further announcement(s) will be made by the Company in relation to Completion of the Proposed Disposal as and when appropriate.

By Order of the Board
Hopewell Holdings Limited
Josiah Chin Lai KWOK
Deputy Managing Director

Hong Kong, 8 February 2018

As at the date of this announcement, the Board 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; 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.