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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 ALL 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, 26 February 2018 and 9 March 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 ALL DISPOSAL CONDITIONS UNDER THE SALE AND PURCHASE AGREEMENT

HHL, HHI and the Offeror are pleased to announce that all the Disposal Conditions under the Sale and Purchase Agreement have been fulfilled as of the date this joint announcement. Completion is expected to take place on 4 April 2018 according to the terms of the Sale and Purchase Agreement. A further joint announcement will be made after Completion has taken place.

WARNING

The Offer is a possible unconditional mandatory cash offer and will only be made if Completion takes place.

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, 28 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.