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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))

ANNOUNCEMENT

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH THE MINIMUM PUBLIC FLOAT REQUIREMENT

Reference is made to (1) the composite offer and response document dated 11 April 2018 (the “**Composite Document**”) jointly issued by Shenzhen Investment International Capital Holdings Infrastructure Co., Ltd (the “**Offeror**”) and Hopewell Highway Infrastructure Limited (the “**Company**”) in respect of the Offer; and (2) the joint announcement dated 2 May 2018 issued by the Offeror and the Company in relation to, among other things, results of the Offer and the public float of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

As at the date of this announcement, 271,945,868 Shares are held by the public (within the meanings of the Listing Rules), representing approximately 8.82% of the total number of issued Shares. Accordingly, less than 25% of the issued Shares (being the minimum prescribed percentage applicable to the Company) are held by the public and the Company does not satisfy the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules.

The Company has been informed by SIHC, the controlling shareholder of the Offeror, that it intends to place down not less than 498,476,703 Shares (representing approximately 16.18% of the total number of issued Shares) owned by the Offeror to independent third party investors so as to enable the Company to restore the minimum public float requirement of 25% in compliance with Rule 8.08(1)(a) of the Listing Rules. Due to the size of the Shares tendered for acceptance by the Independent Shareholders in respect of the Offer and the process in identifying potential investors for placing and settling placing terms, the Offeror estimated that it will require three months after the close of the Offer to, amongst others, arrange meetings and conduct roadshows with potential investors, assist the potential investors to conduct due diligence, negotiate the relevant agreements with the potential investors and complete the placing down of the Shares.

As at the date of this announcement, no definitive agreement has been entered into by the Offeror in respect of the proposed placing to restore the minimum public float. An application has been made by the Company to the Stock Exchange for a waiver (the “**Waiver**”) from the strict compliance with Rule 8.08(1)(a) of the Listing Rules. On 15 May 2018, the Stock Exchange has granted the Waiver to the Company for a period from 2 May 2018 (i.e. the Closing Date) to 2 August 2018.

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 3 May 2018 pending the restoration of public float of the Shares.

Further announcement(s) will be made by the Company regarding the restoration of public float and resumption of trading in the Shares when and as appropriate.

By Order of the Board
HOPEWELL HIGHWAY INFRASTRUCTURE LIMITED
Ji LIU*
Executive Director and Deputy General Manager

Hong Kong, 16 May 2018

As at the date of this announcement, the board of directors of the Company comprises three Executive Directors namely, Mr. Tianliang ZHANG (General Manager), Mr. Cheng WU* (Deputy General Manager) and Mr. Ji LIU* (Deputy General Manager and secretary to the Board); one Non-executive Director namely, Mr. Zhengyu LIU* (Chairman); and three Independent Non-executive Directors namely, Mr. Brian David Man Bun LI, Mr. Yu Lung CHING and Mr. Tony Chung Nin KAN.*

** For identification purpose only*