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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))

(1) RE-DESIGNATION OF DIRECTORS

(2) APPOINTMENT OF DIRECTORS

(3) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

AND

(4) CHANGE OF AUTHORISED REPRESENTATIVES

Reference is made to (i) the announcements jointly issued by Hopewell Holdings Limited (“**HHL**”), Hopewell Highway Infrastructure Limited (the “**Company**”) and Shenzhen Investment International Capital Holdings Infrastructure Co., Ltd (the “**Offeror**”) dated 29 December 2017 and 4 April 2018 in relation to, among other things, the Sale and Purchase Agreement (including the Completion thereof) and the Offer; and (ii) the composite offer and response document in connection with the Offer dated 11 April 2018 (the “**Composite Document**”) jointly issued by the Offeror and the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

RE-DESIGNATION OF DIRECTORS

With effect from 11 April 2018 (after the despatch of the Composite Document):-

- (1) Sir Gordon Ying Sheung WU, an Executive Director and the Chairman of the board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of the Company (prior to the despatch of the Composite Document), has been re-designated as a Non-executive Director;
- (2) Mr. Eddie Ping Chang HO, an Executive Director and the Vice Chairman of the Board (prior to the despatch of the Composite Document), has been re-designated as a Non-executive Director;
- (3) Mr. Thomas Jefferson WU, an Executive Director and the Managing Director of the Company (prior to the despatch of the Composite Document), has been re-designated as a Non-executive

Director; and

- (4) Mr. Alan Chi Hung CHAN, an Executive Director and the Deputy Managing Director of the Company (prior to the despatch of the Composite Document), has been re-designated as a Non-executive Director.

Set out below are the biographical details of the re-designating Directors:-

Sir Gordon Ying Sheung WU KCMG, FICE (“Sir Gordon WU”)

Aged 82, he has been an Executive Director and the Chairman of the Board from July 2003 to 11 April 2018 (prior to the despatch of the Composite Document), and was re-designated as a Non-executive Director on 11 April 2018 (after the despatch of the Composite Document). He has also been a director of various subsidiaries of the Company until 11 April 2018 (prior to the despatch of the Composite Document). Sir Gordon WU is also an executive director and the Chairman of HHL, a company listed on the Main Board of the Stock Exchange.

In 1958, he graduated from Princeton University with a Bachelor of Science degree in engineering. His responsibilities have included the Company’s infrastructure projects in the PRC and he has been involved in designing and constructing numerous buildings and development projects of HHL and its subsidiaries in Hong Kong, the PRC and overseas, including the Shajiao B power plant, which received the British Construction Industry Award, as well as set a world record for completion within 22 months.

He is very active in civic activities and community service. His civic and community positions include:-

In the PRC

Council Member
Advisor

United Nations Association of China
China Development Bank

In Hong Kong

Vice President

The Real Estate Developers Association of Hong Kong

He was a member of the National Committee of the Chinese People’s Political Consultative Conference (“CPPCC”) from 1983 to 2013 and a Vice Chairman of the Committee for Liaison with Hong Kong, Macao, Taiwan and Overseas Chinese (Special committee of CPPCC) from 2003 to 2013.

Sir Gordon WU is a Fellow of several professional bodies, including:

- Institution of Civil Engineers, United Kingdom (Fellow)
- The Hong Kong Institution of Engineers (Honorary Fellow)
- Hong Kong Academy of Engineering Sciences (Fellow)

He also received Honorary Doctorate Degrees from the following universities:

- The Hong Kong Polytechnic University, Hong Kong (Honorary Doctor of Engineering)
- University of Strathclyde, United Kingdom (Honorary Doctor of Business Administration)
- The University of Edinburgh, United Kingdom (Doctorem honoris causa)
- Lingnan University, Hong Kong (Honorary Doctor of Laws)
- City University of Hong Kong, Hong Kong (Honorary Doctor of Social Science)

- Macau University of Science & Technology, Macau (Honorary Doctor of Business Administration)
- University of Manitoba, Canada (Honorary Degree of Doctor of Laws)
- The Hong Kong Institute of Education (retitled as “The Education University of Hong Kong”), Hong Kong (Honorary Degree of Doctor of Social Sciences)

His additional awards and honours include:

Awards and Honours	Year Awarded
The HKIE Gold Medal 2015 by The Hong Kong Institution of Engineers	2015
The Lifetime Achievement Award of 2013 Hong Kong Business Awards by the South China Morning Post and DHL	2013
The Lifetime Achievement Award of the 9th Asia Business Leaders Award by CNBC	2010
Officer de L’Ordre de la Couronne by HM Albert II, King of Belgium	2007
The Order of Croatian Danica with figure of Blaz Lorkovic by the Republic of Croatia	2007
Gold Bauhinia Star (G.B.S.) by the Hong Kong Government	2004
Leader of the Year 2003 (Business/Finance) by Sing Tao Newspaper Group	2004
Personality of the Year 2003 by the Asian Freight & Supply Chain Awards	2003
Knight Commander of the Order of St. Michael and St. George (KCMG) by the Queen of England	1997
Industry All-Star Award by Independent Energy, USA	1996
International CEO of the Year by George Washington University, USA	1996
Among “the Best Entrepreneurs” by Business Week	1994
Man of the Year by the International Road Federation, USA	1994
Business Man of the Year by the South China Morning Post and DHL	1991
Asia Corporate Leader by Asia Finance Magazine, Hong Kong	1991
Chevalier de L’Ordre de la Couronne by the King of Belgium	1985

Save as disclosed above, Sir Gordon WU has not held any directorship in other listed public company during the three years preceding the date of this announcement.

Sir Gordon WU is the father of Mr. Thomas Jefferson WU, a Non-executive Director. Save as disclosed above, he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. As at the date of this announcement, Sir Gordon WU together with his associates (as defined in the Listing Rules) have beneficial interest in 59,009,302 shares of the Company (the “Shares”) (equivalent to approximately 1.91% of the total number of issued Shares). Save as aforesaid, Sir Gordon WU does not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Sir Gordon WU has no specific term of service with the Company but he is subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association of the Company. Upon his re-designation as a Non-executive Director and for the period of his office as a Non-executive Director, he would receive Director’s fees at the rate of HK\$29,166.67 per month, which were determined with reference to the duties and responsibilities of Directors towards the Company and the then prevailing market condition and practice.

Save as disclosed above, there are no other matters in relation to the re-designation of Sir Gordon WU as a Non-executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

Mr. Eddie Ping Chang HO (“Mr. HO”)

Aged 85, he has been an Executive Director and the Vice Chairman of the Board from July 2003 to 11 April 2018 (prior to the despatch of the Composite Document), and was re-designated as a Non-executive Director on 11 April 2018 (after the despatch of the Composite Document). He has also been a director of various subsidiaries of the Company until 11 April 2018 (prior to the despatch of the Composite Document). Mr. HO is also an executive director and the Vice Chairman of HHL, a company listed on the Main Board of the Stock Exchange.

Mr. HO has extensive experience in implementation of property development and major infrastructure strategic development projects and has been involved in developing all the projects of HHL and the Company in Mainland China, including highway, hotel and power station projects. He is an Honorary Citizen of the cities of Guangzhou, Foshan and Shenzhen, and the Shunde District in the PRC.

Save as disclosed above, Mr. HO has not held any directorship in other listed public company during the three years preceding the date of this announcement.

Mr. HO does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the date of this announcement, Mr. HO together with his associates have beneficial interest in 6,291,575 Shares (equivalent to approximately 0.20% of the total number of issued Shares). Save as aforesaid, Mr. HO does not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. HO has no specific term of service with the Company but he is subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association of the Company. Upon his re-designation as a Non-executive Director and for the period of his office as a Non-executive Director, he would receive Director’s fees at the rate of HK\$29,166.67 per month, which were determined with reference to the duties and responsibilities of Directors towards the Company and the then prevailing market condition and practice.

Save as disclosed above, there are no other matters in relation to the re-designation of Mr. HO as a Non-executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

Mr. Thomas Jefferson WU JP (“Mr. WU”)

Aged 45, he has been an Executive Director from January 2003 to 11 April 2018 (prior to the despatch of the Composite Document) and the Managing Director of the Company from July 2003 to 11 April 2018 (prior to the despatch of the Composite Document). He was re-designated as a Non-executive Director on 11 April 2018 (after the despatch of the Composite Document). He has also been a director of various subsidiaries of the Company until 11 April 2018 (prior to the

despatch of the Composite Document). Mr. WU is also an executive director, the Deputy Chairman and the Managing Director of HHL, a company listed on the Main Board of the Stock Exchange. Mr. WU has been responsible for strategic planning, corporate policy and overall management of the Company and has upgraded its financial and management accounting systems.

He graduated with high honours from Princeton University in 1994 with a Bachelor of Science degree in Mechanical and Aerospace Engineering. He then worked in Japan as an engineer for Mitsubishi Electric Corporation for three years before returning to full-time studies at Stanford University, where he obtained a Master of Business Administration degree in 1999. In 2015, he was conferred an honorary fellowship by Lingnan University.

Mr. WU is active in public service in both Hong Kong and Mainland China. He serves in a number of advisory roles at different levels of government. In Mainland China, he is a member of the 13th National Committee of the Chinese People's Political Consultative Conference (the "CPPCC"), the 11th & 12th Heilongjiang Provincial Committee of the CPPCC and was a Standing Committee member and a member of the Huadu District Committee of the CPPCC, among other public service capacities.

In Hong Kong, Mr. WU's major public service appointments include being a member of the Hong Kong Tourism Board, a member of the Standing Committee on Disciplined Services Salaries and Conditions of Service of the Government of the Hong Kong Special Administrative Region (the "HKSARG"), a member of the Energy Advisory Committee of the Environment Bureau of the HKSARG, a member of the Committee on Real Estate Investment Trusts of the SFC and a Vice Patron of the Community Chest of Hong Kong. He is also a member of the Business School Advisory Council of The Hong Kong University of Science and Technology. In addition, Mr. WU is an executive director, the Deputy Chairman and the Managing Director of HHL, a company listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Melco Resorts & Entertainment Limited, a company listed on NASDAQ Global Select Market in USA. Previously, he was a council member of The Hong Kong Polytechnic University and the Hong Kong Baptist University, a member of the Court of The Hong Kong University of Science and Technology and a board member of the Asian Youth Orchestra.

In addition to his professional and public service engagements, Mr. WU is mostly known for his passion for ice hockey, as well as the sport's development in Hong Kong and the region. He is the Vice President (Asia/Oceania) of the International Ice Hockey Federation, Co-founder and Chairman of the Hong Kong Amateur Hockey Club and Hong Kong Academy of Ice Hockey, as well as Chairman of the Hong Kong Ice Hockey Officials Association. He is also the Honorary President of the Hong Kong Ice Hockey Association — the national sports association of ice hockey in Hong Kong, Vice Chairman of the Chinese Ice Hockey Association, Honorary President of the Macau Ice Sports Federation and Honorary Chairman of the Ice Hockey Association of Taipei Municipal Athletics Federation.

In 2006, the World Economic Forum selected Mr. WU as a "Young Global Leader". He was also awarded the "Director of the Year Award" by the Hong Kong Institute of Directors in 2010, the "Asian Corporate Director Recognition Award" by Corporate Governance Asia in 2011, 2012 and 2013, and named "Asia's Best CEO (Investor Relations)" in 2012, 2013 and 2014.

Save as disclosed above, Mr. WU has not held any directorship in other listed public company during the three years preceding the date of this announcement.

Mr. WU is the son of Sir Gordon WU, a Non-executive Director. Save as disclosed above, he does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the date of this announcement, Mr. WU has beneficial interest in 18,000,000 Shares (equivalent to approximately 0.58% of the total number of issued Shares). Save as aforesaid, Mr. WU does not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. WU has no specific term of service with the Company but he is subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association of the Company. Upon his re-designation as a Non-executive Director and for the period of his office as a Non-executive Director, he would receive Director's fees at the rate of HK\$29,166.67 per month, which were determined with reference to the duties and responsibilities of Directors towards the Company and the then prevailing market condition and practice.

Save as disclosed above, there are no other matters in relation to the re-designation of Mr. WU as a Non-executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

Mr. Alan Chi Hung CHAN (“Mr. CHAN”)

Aged 58, he has been an Executive Director of the Company from January 2003 to 11 April 2018 (prior to the despatch of the Composite Document) and the Deputy Managing Director of the Company from July 2003 to 11 April 2018 (prior to the despatch of the Composite Document). He was re-designated as a Non-executive Director on 11 April 2018 (after the despatch of the Composite Document). He has also been a director of various subsidiaries of the Company until 11 April 2018 (prior to the despatch of the Composite Document). He is a Chartered Fellow of the Chartered Institute of Logistics and Transport. He was awarded a Bachelor of Science degree from The Chinese University of Hong Kong in 1983 and a Postgraduate Diploma in Management Studies from The City University of Hong Kong in 1989. He has been responsible for project coordination, project finance, management and administration of the expressway infrastructure and other projects of the Company in the PRC. He was a member of the 7th Guangzhou Tianhe District Committee of The Chinese People's Political Consultative Conference. He was a member of the Remuneration Committee of the Company during the period from 3 May 2011 to 26 August 2015 and an executive director of HHL during the period from 1 January 2002 to 25 July 2003.

Save as disclosed above, Mr. CHAN has not held any directorship in other listed public company during the three years preceding the date of this announcement.

Mr. CHAN does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the date of this announcement, Mr. CHAN has beneficial interest in 507,750 Shares (equivalent to approximately 0.01% of the total number of issued Shares). Save as aforesaid, Mr. CHAN does not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. CHAN has no specific term of service with the Company but he is subject to retirement from

office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association of the Company. Upon his re-designation as a Non-executive Director and for the period of his office as a Non-executive Director, he would receive Director's fees at the rate of HK\$29,166.67 per month, which were determined with reference to the duties and responsibilities of Directors towards the Company and the then prevailing market condition and practice.

Save as disclosed above, there are no other matters in relation to the re-designation of Mr. CHAN as a Non-executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

APPOINTMENT OF DIRECTORS

With effect from 11 April 2018 (after the despatch of the Composite Document):-

- (1) Mr. Zhengyu LIU* (劉征宇) has been appointed as a Non-executive Director and the Chairman of the Board;
- (2) Mr. Tianliang ZHANG* (張天亮) has been appointed as an Executive Director and the General Manager of the Company;
- (3) Mr. Cheng WU* (吳成) has been appointed as an Executive Director and the Deputy General Manager of the Company;
- (4) Mr. Ji LIU* (劉繼) has been appointed as an Executive Director, the Deputy General Manager of the Company and secretary to the Board;
- (5) Mr. Yu Lung CHING (程如龍) has been appointed as an Independent Non-executive Director; and
- (6) Mr. Tony Chung Nin KAN (簡松年) has been appointed as an Independent Non-executive Director.

Set out below are the biographical details of the newly-appointed Directors:-

Mr. Zhengyu LIU* (劉征宇) (“Mr. LIU”)

Aged 48, was appointed as a Non-executive Director and the Chairman of the Board, and a director of various subsidiaries of the Company on 11 April 2018 (after the despatch of the Composite Document). He obtained a bachelor's degree in Economics from the Hunan College of Finance and Economics* (湖南財經學院) (now known as the Hunan University) in July 1992 and an MBA degree from the Xiamen University in July 2001. He has also obtained the qualification as a Senior Accountant in 2002. Mr. LIU was the Business Manager of the audit department of Shenzhen Investment Management Co., Ltd.* (深圳市投資管理公司) in 2002 and has served as a director at Shenzhen Metro Group Company Limited* (深圳市地鐵有限公司) in 2005. In 2009, Mr. LIU has served as Supervisor of the Supervisory Board and Financial Controller of Shenzhen Investment Holdings Co., Ltd.* (深圳市投資控股有限公司), which is a controlling Shareholder of the Company, and became the Chief Accountant of such company in 2013 and its Deputy General Manager in 2017. Mr. LIU has also been a director of China State-owned Capital Risk Investment Fund Company Limited* (中國國有資本風險投資基金股份有限公司) in 2016.

Mr. LIU has no specific term of service with the Company, but he is subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association of the Company. Mr. LIU will not receive any remuneration in his capacity as a Non-executive Director of the Company and the Chairman of the Board.

Save as disclosed herein, as at the date of this announcement, Mr. LIU (i) has not held any directorship in other listed public company during the three years preceding the date of this announcement; (ii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not have any interest in the securities of the Company within the meaning of Part XV of the SFO; and (iv) there are no other matters in relation to the appointment of Mr. LIU as a Non-executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

Mr. Tianliang ZHANG* (張天亮) (“Mr. ZHANG”)

Aged 55, was appointed as an Executive Director and the General Manager of the Company, and a director of various subsidiaries of the Company on 11 April 2018 (after the despatch of the Composite Document). He obtained a Bachelor of Laws degree at the Hubei University in July 1985, obtained a Master of Laws degree from the Central China Normal University in July 1987, and has obtained the qualification as a Senior Economist in 2001. In December 1991, Mr. ZHANG was as a Director Staff Member of the Three Divisions of the Policy Research Office of Hubei Provincial Government* (湖北省政府政策研究室). In February 1993, Mr. ZHANG was a Director Staff Member of the Policy Research and Political Reform Office of CPC Shenzhen Municipal Party Committee* (深圳市委政策研究室政治體制改革辦公室) and later became a Deputy Director General of the Policy Research and Political Reform Division of CPC Shenzhen Municipal Party Committee* (深圳市委政策研究室政治體制改革處). In November 2002, Mr. ZHANG was the Deputy General Manager of Shenzhen Shahe Industry (Group) Co., Ltd.* (深圳市沙河實業(集團)有限公司) and became the Chairman of the Supervisory Board in November 2004. In February 2011, Mr. ZHANG was the director and the Secretary of the Disciplinary Committee of Shenzhen Changcheng Investment Holdings Company Limited* (深圳市長城投資控股股份有限公司). Mr. ZHANG was transferred to Shenzhen Wuzhou Guesthouse Company Limited* (深圳市五洲賓館有限責任公司) in April 2014 as the Chairman and Secretary of the Party Committee.

Mr. ZHANG has no specific term of service with the Company, but he is subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association of the Company. He is entitled to receive an annual Director’s fee of HK\$200,000 from the Company, which was determined with reference to the duties and responsibilities of Directors towards the Company and the then prevailing market conditions and practice. Mr. ZHANG’s Director’s fee for the next financial year will be approved by the Shareholders at the next annual general meeting of the Company, and his other emoluments are to be determined by the Board based on the recommendation of the Remuneration Committee of the Company (the “**Remuneration Committee**”) with reference to his duties and responsibilities within the Group and his contribution to the Group, the Company’s remuneration policy and the then prevailing market conditions and practice.

Save as disclosed herein, as at the date of this announcement, Mr. ZHANG (i) has not held any

directorship in other listed public company during the three years preceding the date of this announcement; (ii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not have any interest in the securities of the Company within the meaning of Part XV of the SFO; and (iv) there are no other matters in relation to the appointment of Mr. ZHANG as an Executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

Mr. Cheng WU* (吳成) (“Mr. Cheng WU”)

Aged 48, was appointed as an Executive Director and the Deputy General Manager of the Company, and a director of various subsidiaries of the Company on 11 April 2018 (after the despatch of the Composite Document). He obtained a bachelor degree in Transportation Management* (交通運輸管理工程專業) from the Changsha Jiaotong College* (長沙交通學院) (now known as Changsha University of Science and Technology) in July 1995. Mr. Cheng WU worked as the Deputy General Manager at the Luohu Station of Shenzhen Transportation Services Corporation* (深圳市交通運輸服務公司羅湖汽車站) in October 1997, and became the Deputy General Manager of the management office of Shenzhen Kuaiyibu Logistics Company Limited* (深圳市快一步物流有限公司) in February 2002. Mr. Cheng WU was the head of the Business Department of Shenzhen Highway Passenger and Freight Transport Service Centre* (深圳市公路客貨運輸服務中心) in February 2009. Mr. Cheng WU joined Shenzhen Highway Passenger and Freight Transport Service Center Company Limited* (深圳市公路客貨運輸服務中心有限公司) in June 2012 as a Deputy General Manager, and has also held an additional post of the Chairman of the Board of Directors of Shenzhen Transportation Service Company Limited* (深圳市客運服務有限公司) since November 2014.

Mr. Cheng WU has no specific term of service with the Company, but he is subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association of the Company. He is entitled to receive an annual Director’s fee of HK\$200,000 from the Company, which was determined with reference to the duties and responsibilities of Directors towards the Company and the then prevailing market conditions and practice. Mr. Cheng WU’s Director’s fee for the next financial year will be approved by the Shareholders at the next annual general meeting of the Company, and his other emoluments are to be determined by the Board based on the recommendation of the Remuneration Committee with reference to his duties and responsibilities within the Group and his contribution to the Group, the Company’s remuneration policy and the then prevailing market conditions and practice.

Save as disclosed herein, as at the date of this announcement, Mr. Cheng WU (i) has not held any directorship in other listed public company during the three years preceding the date of this announcement; (ii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not have any interest in the securities of the Company within the meaning of Part XV of the SFO; and (iv) there are no other matters in relation to the appointment of Mr. Cheng WU as an Executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

Mr. Ji LIU* (劉繼) (“Mr. Ji LIU”)

Aged 42, was appointed as an Executive Director, the Deputy General Manager of the Company and secretary to the Board, and a director of various subsidiaries of the Company on 11 April 2018 (after the despatch of the Composite Document). He obtained a Master of Science degree from the Hong Kong Polytechnic University in 2004, and has obtained the qualification as an Economist in 2002. Mr. Ji LIU has many years of experience on investment and mergers of listed companies, state-owned property management, and corporate governance of listed companies.

Mr. Ji LIU joined Shenzhen Shenhua Group Corporation* (深圳市深華集團公司) in 1998 and joined the Property Management Office of the State-owned Assets Supervision and Administration Commission of the People's Government of Shenzhen Municipal* (深圳市國有資產監督管理委員會產權管理處) in 2005. Mr. Ji LIU joined Shenzhen International Holdings Limited (深圳國際控股有限公司), which is a subsidiary of the controlling Shareholder of the Company, since August 2006. He successively held the posts of the Secretary of the Board of Executive Directors, the General Manager of the Information Technology Department, the General Manager of the Administration Department and the General Manager of the Corporation Management Department. Mr. Ji LIU has been the General Manager of the Mergers and Acquisition Department of Shenzhen International Holdings Limited (深圳國際控股有限公司) since August 2014. Mr. Ji LIU is a mediator of South China International Economic and Trade Arbitration Commission.

Mr. Ji LIU is a non-executive director of Shenzhen Expressway Company Limited (Stock Codes: 548 (H Shares) and 600548 (A Shares)).

Mr. Ji LIU has no specific term of service with the Company, but he is subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association of the Company. He is entitled to receive an annual Director's fee of HK\$200,000 from the Company, which was determined with reference to the duties and responsibilities of Directors towards the Company and the then prevailing market conditions and practice. Mr. Ji LIU's Director's fee for the next financial year will be approved by the Shareholders at the next annual general meeting of the Company, and his other emoluments are to be determined by the Board based on the recommendation of the Remuneration Committee with reference to his duties and responsibilities within the Group and his contribution to the Group, the Company's remuneration policy and the then prevailing market conditions and practice.

Save as disclosed herein, as at the date of this announcement, Mr. Ji LIU (i) has not held any directorship in other listed public company during the three years preceding the date of this announcement; (ii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not have any interest in the securities of the Company within the meaning of Part XV of the SFO; and (iv) there are no other matters in relation to the appointment of Mr. Ji LIU as an Executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

Mr. Yu Lung CHING (程如龍) ("Mr. CHING")

Aged 48, was appointed as an Independent Non-executive Director on 11 April 2018 (after the despatch of the Composite Document). He has more than 25 years of experience in auditing, corporate finance and accounting. Mr. CHING currently serves as a financial consultant. He obtained a bachelor's degree in business administration from the Chinese University of Hong Kong

and executive master's degree in business administration from Tsinghua University in 1992 and 2006, respectively. Mr. CHING is a fellow member of Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants and a member of the American Institute of Certified Public Accountants.

Mr. CHING is an independent non-executive director of Hopson Development Holdings Limited (Stock Code: 754), Ngai Hing Hong Company Limited (Stock Code: 1047) and Termbray Industries International (Holdings) Limited (Stock Code: 93), all of which are listed on The Stock Exchange of Hong Kong Limited.

Mr. CHING had been an independent non-executive director of PanAsialum Holdings Company Limited (Stock Code: 2078) until 28 February 2016.

Mr. CHING has no specific term of service with the Company, but he is subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association of the Company. He is entitled to receive an annual Director's fee of HK\$350,000 from the Company for acting as an Independent Non-executive Director and additional Director's fees for serving as the chairman of the Audit Committee of the Company (the "**Audit Committee**") and a member of the Remuneration Committee of HK\$50,000 and HK\$20,000 per annum respectively, which was determined with reference to the duties and responsibilities of Directors towards the Company and the then prevailing market conditions and practice. Mr. CHING's Director's fee for the next financial year will be approved by the Shareholders at the next annual general meeting of the Company.

Save as disclosed herein, as at the date of this announcement, Mr. CHING (i) has not held any directorship in other listed public company during the three years preceding the date of this announcement; (ii) does not hold any position with the Company and its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iv) does not have any interest in the securities of the Company within the meaning of Part XV of the SFO; and (v) there are no other matters in relation to the appointment of Mr. CHING as an Independent Non-Executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

Mr. Tony Chung Nin KAN (簡松年) ("Mr. KAN")

Aged 67, was appointed as an Independent Non-executive Director on 11 April 2018 (after the despatch of the Composite Document). He is the Founder and Senior Consultant of Tony Kan & Co., Solicitors & Notaries, practising as a Solicitor of the Supreme Court of Hong Kong since 1982. He is also a Solicitor of the Supreme Court of England and Wales, a Barrister and Solicitor of the Supreme Court of the Australian Capital Territory, as well as Advocate and Solicitor of the Supreme Court of the Republic of Singapore. He is also a China Appointed Attesting Officer and a Notary Public. Mr. KAN is currently a Committee Member of the National Committee of the Chinese People's Political Consultative Conference and was a Committee Member of the Guangdong Committee of the Chinese People's Political Consultative Conference for three consecutive terms. Mr. KAN had been an Elected Member of the Sha Tin District Council from 1985 to the end of 2011. He had also been an Elected Member of the Regional Council and he was elected as Vice Chairman of the Council in July 1997 until its dissolution at the end of 1999.

Since 1988, Mr. KAN has served as a Councillor of Heung Yee Kuk in the New Territories and is

currently an Ex Officio Member and Executive Committee Member of Heung Yee Kuk. Mr. KAN is serving and has served on various advisory committees for the government, including Town Planning Board Member. He is currently a Member of the Election Committee of the Chief Executive of Hong Kong Special Administrative Region. Mr. KAN has been appointed as an independent non-executive director of Man Wah Holdings Limited (Stock Code: 1999) since May 2013, a company listed in Hong Kong. Mr. KAN has been appointed as an independent non-executive director of Nameson Holdings Limited (Stock Code: 1982) since 29 January 2016, which has been listed on the Stock Exchange on 12 April 2016.

He was the non-executive director of Midland Holdings Limited (“**Midland Holdings**”) (Stock Code: 1200), and subsequently became the independent non-executive director of Midland Holdings during the period from October 1994 to September 2004. Mr. KAN has also served as a non-executive director of Midland Holdings during the period from March 2014 to October 2016 and became the non-executive director as well as the chairman of the board of Midland IC&I Limited (Stock Code: 459) since November 2016.

Mr. KAN has no specific term of service with the Company, but he is subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association of the Company. He is entitled to receive an annual Director’s fee of HK\$350,000 from the Company for acting as an Independent Non-executive Director and additional Director’s fees for serving as a member of both the Audit Committee and the Remuneration Committee of HK\$20,000 per annum each, which was determined with reference to the duties and responsibilities of Directors towards the Company and the then prevailing market conditions and practice. Mr. KAN’s Director’s fee for the next financial year will be approved by the Shareholders at the next annual general meeting of the Company.

Save as disclosed herein, as at the date of this announcement, Mr. KAN (i) has not held any directorship in other listed public company during the three years preceding the date of this announcement; (ii) does not hold any position with the Company and its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iv) does not have any interest in the securities of the Company within the meaning of Part XV of the SFO; and (v) there are no other matters in relation to the appointment of Mr. KAN as an Independent Non-Executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

With effect from 11 April 2018 (after the despatch of the Composite Document), the composition of the Board committees has been changed as follows:-

(1) Audit Committee

Mr. Yuk Keung IP resigned as a member and the chairman of the Audit Committee and Professor Chung Kwong POON resigned as a member of the Audit Committee. Mr. CHING has been appointed as a member and the chairman of the Audit Committee and Mr. KAN has been appointed as a member of the Audit Committee in addition to Mr. Brian David Man Bun LI.

(2) **Remuneration Committee**

Professor Chung Kwong POON resigned as a member and the chairman of the Remuneration Committee and Mr. Yuk Keung IP resigned as a member of the Remuneration Committee. Mr. Brian David Man Bun LI has been appointed as a member and the chairman of the Remuneration Committee and Mr. CHING and Mr. KAN have been appointed as members of the Remuneration Committee.

(3) **Executive Committee**

Sir Gordon WU, Mr. HO, Mr. WU and Mr. CHAN resigned as members of the Executive Committee of the Company (the “**Executive Committee**”). Mr. ZHANG has been appointed as a member and the chairman of the Executive Committee and Mr. Cheng WU and Mr. Ji LIU have been appointed as members of the Executive Committee.

COMPOSITION OF THE BOARD, THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE AND THE EXECUTIVE COMMITTEE

The composition of the Board, the Audit Committee, the Remuneration Committee and the Executive Committee immediately after the abovementioned re-designation, appointment and changes becoming effective are as follows:

The Board:

Chairman and Non-executive Director

Mr. Zhengyu LIU*

Executive Directors

Mr. Tianliang ZHANG* (*General Manager*)

Mr. Cheng WU* (*Deputy General Manager*)

Mr. Ji LIU* (*Deputy General Manager and secretary to the Board*)

Non-executive Directors

Sir Gordon Ying Sheung WU

Mr. Eddie Ping Chang HO

Mr. Thomas Jefferson WU

Mr. Alan Chi Hung CHAN

Independent Non-executive Directors

Professor Chung Kwong POON

Mr. Yuk Keung IP

Mr. Brian David Man Bun LI

Mr. Alexander Lanson LIN

Mr. Yu Lung CHING

Mr. Tony Chung Nin KAN

Audit Committee:

Mr. Yu Lung CHING (*Chairman*)

Mr. Brian David Man Bun LI

Mr. Tony Chung Nin KAN

Remuneration Committee:

Mr. Brian David Man Bun LI (*Chairman*)

Mr. Yu Lung CHING

Mr. Tony Chung Nin KAN

Executive Committee:

Mr. Tianliang ZHANG* (*Chairman*)

Mr. Cheng WU*

Mr. Ji LIU*

CHANGE OF AUTHORISED REPRESENTATIVES

With effect from 11 April 2018 (after the despatch of the Composite Document):-

- (1) Mr. WU and Mr. CHAN ceased to act as authorised representatives of the Company under Rule 3.05 of the Listing Rules, and Mr. ZHANG and Mr. Ji LIU have been appointed as authorised representatives of the Company under Rule 3.05 of the Listing Rules; and
- (2) Mr. CHAN ceased to act as an authorised representative for accepting service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), and Mr. Kwok Keung LEUNG has been appointed as an authorised representative for accepting service of process and notice on behalf of the Company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

By Order of the Board

HOPEWELL HIGHWAY INFRASTRUCTURE LIMITED

Ji LIU

Executive Director and Deputy General Manager

Hong Kong, 11 April 2018

As at the date of this announcement, the Board 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); five Non-executive Directors namely, Mr. Zhengyu LIU* (Chairman), Sir Gordon Ying Sheung WU, Mr. Eddie Ping Chang HO, Mr. Thomas Jefferson WU and Mr. Alan Chi Hung CHAN; and six Independent Non-executive Directors namely, Professor Chung Kwong POON, Mr. Yuk Keung IP, Mr. Brian David Man Bun LI, Mr. Alexander Lanson LIN, Mr. Yu Lung CHING and Mr. Tony Chung Nin KAN.*

** For identification purpose only*