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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)



(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

## EXTENSION OF THE FIRST LONG STOP DATE UNDER THE SALE AND PURCHASE AGREEMENT

Reference is made to (1) the announcement (the "Joint Announcement") jointly issued by Hopewell Holdings Limited ("HHL"), Hopewell Highway Infrastructure Limited ("HHI") and Shenzhen Investment International Capital Holdings Infrastructure Co., Ltd (the "Offeror") dated 29 December 2017 in relation to, amongst others, (i) the proposed disposal of approximately 66.69% of the total number of issued HHI Shares as at the date of Joint Announcement to the Offeror; and (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). Unless the context requires otherwise, terms defined in the Joint Announcement have the same meanings when used herein.

## EXTENSION OF THE FIRST LONG STOP DATE UNDER THE SALE AND PURCHASE AGREEMENT

As stated in the Joint Announcement, pursuant to the Sale and Purchase Agreement, the Offeror shall use its reasonable endeavours to ensure the fulfilment of (i) Disposal Condition (b) (as detailed in the Joint Announcement) by no later than the First Long Stop Date (being 31 January 2018) and (ii) Disposal Condition (c) (as detailed in the Joint Announcement) by no later than the Second Long Stop Date (being 28 February 2018), or such later date as may be agreed in writing among the parties to the Sale and Purchase Agreement. As additional time is required by the Offeror to fulfil Disposal Condition (b), on 18 January 2018 (after trading hours of the Stock Exchange), the Offeror, SIHC, Anber Investments and HHL entered into a supplemental agreement to the Sale and Purchase Agreement, pursuant to which, the parties agreed to extend the First Long Stop Date from 31 January 2018 to 28 February 2018, which is the same date as the Second Long Stop Date.

Save for the aforesaid extension of the First Long Stop Date, all the other terms and conditions of the Sale and Purchase Agreement remain the same.

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

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 (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; two Non-executive Directors namely, Lady WU Ivy Sau Ping KWOK and Mr. Carmelo Ka Sze LEE; and six Independent Non-executive Directors namely, Mr. Guy Man Guy WU, 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.