
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares and/or warrants in Hopewell Highway Infrastructure Limited (the “Company”), you should at once hand this circular together with the form of proxy enclosed with this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Hopewell Highway Infrastructure Limited

合和公路基建有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 737)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE SECURITIES
AND TO ISSUE SHARES
AND
AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of the Company to be held at King Palace Chinese Restaurant, 7th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong on Wednesday, the 19th day of October, 2005 at 10:00 a.m. is set out on pages 13 to 18 of this circular. If you do not propose to attend the meeting, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or adjourned meeting should you so desire.

* *For identification only*

23rd September, 2005

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at King Palace Chinese Restaurant, 7th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong on Wednesday, the 19th day of October, 2005 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Company”	Hopewell Highway Infrastructure Limited, a company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Stock Exchange
“Directors”	the directors of the Company for the time being
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	15th September, 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in item 5 of the notice of the AGM
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution and Warrants up to a maximum of 10% of the amount of the subscription rights attaching to the Warrants outstanding as at the date of passing of the Repurchase Resolution
“Repurchase Resolution”	the Ordinary Resolution no. 5(1)

DEFINITIONS

“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.1 each in the share capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the Ordinary Resolution no. 5(2) up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“Share Repurchase Code”	The Hong Kong Code on Share Repurchases
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on Stock Exchange of their own securities on Stock Exchange
“Shareholder(s)”	registered holder(s) of Shares
“Special Resolution”	the proposed special resolution as referred to in the notice of the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Warrants”	warrants of the Company in units of HK\$4.18 of subscription rights each entitling the holder to subscribe for new Shares at an initial subscription price of HK\$4.18 per Share (subject to adjustment) from 6th August, 2003 to 5th August, 2006
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE CHAIRMAN



Hopewell Highway Infrastructure Limited

合和公路基建有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 737)

Directors:

Sir Gordon Ying Sheung WU GBS, KCMG, FICE

(Chairman)

Mr. Eddie Ping Chang HO

(Vice Chairman)

Mr. Thomas Jefferson WU

(Managing Director)

Mr. Alan Chi Hung CHAN

(Deputy Managing Director)

Mr. Leo Kwok Kee LEUNG

Mr. Li Jia HUANG

Mr. Cheng Hui JIA

Mr. Philip Tsung Cheng FEI[#]

Mr. Lee Yick NAM[#]

Mr. Gordon YEN[#]

Mr. Kojiro NAKAHARA[#]

Mr. Barry Chung Tat MOK

Registered office:

P.O. Box 309GT

Ugland House

South Church Street

George Town

Grand Cayman

Cayman Islands

British West Indies

*Head office and principal
place of business:*

Room 64-02

64th Floor

Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

[#] *Independent Non-Executive Directors*

23rd September, 2005

*To the Shareholders and, for information only,
the warrant holders of the Company*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE SECURITIES
AND TO ISSUE SHARES
AND
AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed re-election of Directors, the Repurchase Mandate, the Share Issue Mandate, the proposed extension of the Share Issue Mandate and the proposed amendments to the existing Articles of Association of the Company, and to seek your approval of the resolutions relating to these matters at the AGM.

* *For identification only*

LETTER FROM THE CHAIRMAN

RE-ELECTION OF DIRECTORS

The Board of Directors currently consists of twelve Directors, namely Sir Gordon Ying Sheung WU, Mr. Eddie Ping Chang HO, Mr. Thomas Jefferson WU, Mr. Alan Chi Hung CHAN, Mr. Leo Kwok Kee LEUNG, Mr. Li Jia HUANG, Mr. Cheng Hui JIA, Mr. Philip Tsung Cheng FEI, Mr. Lee Yick NAM, Mr. Gordon YEN, Mr. Kojiro NAKAHARA and Mr. Barry Chung Tat MOK.

Pursuant to Article 112 of the Articles of Association, Mr. Leo Kwok Kee LEUNG, Mr. Li Jia HUANG, Mr. Cheng Hui JIA and Mr. Kojiro NAKAHARA shall retire from office at the AGM. Mr. Barry Chung Tat MOK, pursuant to Article 95 of the Articles of Association, will hold office until the AGM. The retiring Directors, being eligible, offer themselves for re-election.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATE TO REPURCHASE SECURITIES

At the annual general meeting of the Company held on 18th October, 2004, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase securities. Such general mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in the Repurchase Resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,888,437,673 Shares. At the same time, there were outstanding Warrants carrying the subscription rights up to HK\$340,653,125.34. Assuming that there is no change in the issued share capital and no Warrants are exercised or repurchased between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the Company would be allowed to repurchase a maximum of 288,843,767 Shares and Warrants carrying subscription rights up to the limit of HK\$34,065,312 pursuant to the Repurchase Mandate as at the date of passing the Repurchase Resolution.

An explanatory statement, as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix II to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 18th October, 2004, a general mandate was given by the Company to the Directors to exercise the powers of the Company to issue Shares. Such general mandate will lapse at the conclusion of the AGM.

LETTER FROM THE CHAIRMAN

It will be proposed at the AGM the following two ordinary resolutions respectively: (i) granting to the Directors the Share Issue Mandate; and (ii) authorising an extension of the limit of the Share Issue Mandate so granted by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, if granted.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions nos. 5(2) and 5(3) respectively.

AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

The Listing Rules have recently been amended by the Stock Exchange by, inter alia, replacing the Code of Best Practice in Appendix 14 by a new Code on Corporate Governance Practices (the “CG Code”). The CG Code is applicable to the Company for the financial year commencing 1st July, 2005. Pursuant to A.4.2. of the CG Code, all Directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment and every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

To ensure full compliance with the CG Code, the Directors propose a special resolution to amend the Article 95, Article 112 and Article 115 of the existing Articles of Association of the Company to the effect that all Directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment and every Director shall be subject to retirement by rotation at least once approximately every three years.

Full text of the special resolution containing details of the proposed amendments to the Articles of Association is set out in the Special Resolution under item 6 of the Notice of AGM.

ANNUAL GENERAL MEETING

At the AGM, resolutions will be proposed to the Shareholders in respect of ordinary businesses to be considered at the AGM, including the re-election of Directors, and the Ordinary Resolutions proposed to approve the Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate and special business, being the Special Resolution proposed to approve the amendments to the existing Articles of Association. The notice of AGM is set out on pages 13 to 18 of this circular and is expected to be dispatched to Shareholders together with this circular.

If you do not propose to attend the AGM, you are requested to complete the form of proxy enclosed with this circular and return it to the principal place of business of the Company in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting if you so desire.

LETTER FROM THE CHAIRMAN

RIGHT TO DEMAND A POLL

Pursuant to Article 76 of the Articles of Association, a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is taken as may from time to time be required under the Listing Rules or any other applicable laws, rules or regulations or unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least five Shareholders present in person (or in the case of a corporation, by its duly authorized representative) or by proxy and entitled to vote; or
- (iii) by any Shareholder or Shareholders present in person (or in the case of a corporation, by its duly authorized representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and vote at the meeting; or
- (iv) by any Shareholder or Shareholders present in person (or in the case of a corporation, by its duly authorized representative) or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

Pursuant to Article 81 of the Articles of Association, on a show of hands, every Shareholder who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised shall have one vote only. Notwithstanding this, on a show of hands, where more than one proxy or representative is appointed or authorised by a member which is a clearing house (or its nominee), each such proxy or representative shall have one vote. On a poll, every Shareholder present in person or by proxy shall have one vote for every Share held by him. On a poll, a Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate and the amendments to the existing Articles of Association are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the AGM to give effect to them.

Yours faithfully,
Sir Gordon Ying Sheung WU GBS, KCMG, FICE
Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The five Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Leo Kwok Kee LEUNG DIC, ACIArb, CMILT, FHKIE, FHKIKT, FIStructE, FICE

Aged 46, Mr. LEUNG has been an Executive Director of the Company since 3rd July, 2003, and is currently a director of certain members of the Group. He is responsible for the planning, design, engineering and construction of projects within the Group. He graduated from Imperial College of the University of London with a Master of Science degree with Distinction in Earthquake Engineering and Structural Dynamics in 1991. In 1983, he was also awarded a Bachelor of Science degree with First Class Honours from the Council for National Academic Awards in Civil Engineering as well as the Institution of Civil Engineers' Prize for his outstanding undergraduate performance. He was previously in-charge of the architecture, engineering and construction of all in-house projects for 10 years with the Company's ultimate holding company, Hopewell Holdings Limited from 1993 to 2003. Before joining the Group, he worked in Singapore, Kenya, England and Hong Kong and acquired a wide range of design and construction experiences in highways, bridges, buildings, dam and tunnel structures. He is also an expert in applying slipform and climbform techniques.

Mr. LEUNG has not held directorship in any other listed public company during the three years preceding the Latest Practicable Date. He does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. LEUNG has beneficial interest in Warrants to subscribe for 1,000 Shares and share options to subscribe for 2,000,000 Shares at an exercise price of HK\$4.875 each (equivalent to approximately 0.07% of the issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance.

There is no specific term of service under Mr. LEUNG's contract with the Company but he is subject to retirement by rotation and re-election at the AGM and vacation of office in accordance with the provisions of the Articles of Association. His Director's fee is to be determined by the Shareholders at the AGM and his other emoluments are to be determined by the Board with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities within the Group and his contribution to the Group. For the year ended 30th June, 2005, he received a Director's fee of HK\$200,000 and other emoluments of HK\$1,637,000.

Mr. Li Jia HUANG

Aged 63 and an Executive Director of the Company since 3rd July, 2003, Mr. HUANG is responsible for overseeing the daily operation and management of Guangzhou-Shenzhen Superhighway and is also a director of various members of the Group. He joined the ultimate holding company of the Company, Hopewell Holdings Limited, in 1996 and was responsible for the operations and management of the expressways in Guangdong Province. He was previously the General Manager of Guangdong Provincial Highway Construction Company. During the years from 1961 to 1979, he held senior positions in various commissions in Zhaoqing Municipality of PRC.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. HUANG has not held directorship in any other listed public company during the three years preceding the Latest Practicable Date. He does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. HUANG does not have any interest in Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no specific term of service under Mr. HUANG's contract with the Company but he is subject to retirement by rotation and re-election at the AGM and vacation of office in accordance with the provisions of the Articles of Association. His Director's fee is to be determined by the Shareholders at the AGM and his other emoluments are to be determined by the Board with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group and his contribution to the Group. For the year ended 30th June, 2005, he received a Director's fee of HK\$200,000 and other emoluments of HK\$632,421 from the Group and a jointly-controlled entity.

Mr. Cheng Hui JIA

Aged 64 and an Executive Director of the Company since 3rd July, 2003, Mr. JIA is responsible for liaison and project coordination with various PRC government authorities. He was primarily engaged in the development of projects in the PRC during the 18 years with the Company's ultimate holding company, Hopewell Holdings Limited. He was an Assistant to Chairman. He previously worked in aerospace research in the PRC for many years. He graduated from Harbin Industry University in 1964 with a Bachelor of Science degree.

Mr. JIA has not held directorship in any other listed public company during the three years preceding the Latest Practicable Date. He does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. JIA does not have any interest in Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no specific term of service under Mr. JIA's contract with the Company but he is subject to retirement by rotation and re-election at the AGM and vacation of office in accordance with the provisions of the Articles of Association. His Director's fee is to be determined by the Shareholders at the AGM and his other emoluments are to be determined by the Board with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group and his contribution to the Group. For the year ended 30th June, 2005, he received a Director's fee of HK\$200,000 and other emoluments of HK\$1,130,735.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Kojiro NAKAHARA

Aged 64, Mr. NAKAHARA was appointed an Independent Non-Executive Director of the Company on 10th July, 2003. He is also a member of the Audit Committee of the Company. He graduated from Tokyo Mercantile Marine University in 1964 with a Bachelor degree in Marine Engineering. He joined Kanematsu Corporation in 1964, had held various senior positions in Tokyo, Singapore and Hong Kong offices and was appointed Managing Director of Kanematsu (Hong Kong) Limited in 1996 and retired in 2000.

Mr. NAKAHARA has not held directorship in any other listed public company during the three years preceding the Latest Practicable Date. He does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. NAKAHARA has beneficial interest in Warrants to subscribe for 1,067 Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. NAKAHARA's term of service with the Company is up to 9th July, 2006 but is subject to retirement by rotation and re-election at the AGM and vacation of office in accordance with the provisions of the Articles of Association. His Director's fee is to be determined by the Shareholders at the AGM with reference to the prevailing market practice, the Company's remuneration policy, and his duties and responsibilities within the Group. For the year ended 30th June, 2005, he received a Director's fee of HK\$200,000.

Mr. Barry Chung Tat MOK

Aged 47, Mr. MOK was appointed an Executive Director of both the Company and its ultimate holding company, Hopewell Holdings Limited ("HHL") on 15th August, 2005. He has a Bachelor Degree in Economics/Accounting from the University of Reading, United Kingdom. He has over 20 years of experience in banking and finance with extensive knowledge in corporate finance, structured finance, derivatives and other financial products. He was previously the Chief Executive of BOCI Capital Limited, a wholly-owned subsidiary of Bank of China, Beijing and the Group General Manager – Business Development of Sino Land Company Limited.

He has not held directorship in any other listed public company during the three years preceding the Latest Practicable Date save and except in HHL. Mr. MOK does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. MOK does not have any interest in Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. MOK has no service contract with the Company but he is subject to retirement and re-election at the AGM and vacation of office in accordance with the provisions of the Articles of Association. He is not currently entitled to any emolument from the Company. His Director's fee is to be determined by the Shareholders at the AGM.

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide requisite information to Shareholders for their consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of Ordinary Resolution no. (1) and Warrants up to the maximum of 10% of the amount of the subscription rights attaching to the Warrants outstanding as at the date of the passing of Ordinary Resolution no. (1). For the purpose of this Appendix, the term “shares” shall be as defined in Rule 10.06(6)(c) to mean shares of all classes and securities which carry a right to subscribe or purchase shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,888,437,673 Shares. At the same time, there were outstanding Warrants carrying subscription rights up to HK\$340,653,125.34 in aggregate, equivalent to the aggregate subscription price for a total of 81,495,963 Shares on the basis of the current subscription price of HK\$4.18 per Share (subject to adjustment).

Subject to the passing of Ordinary Resolution no. (1) set out in item 5 of the notice of AGM and on the basis that no further Shares are issued or repurchased and no Warrants are exercised or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 288,843,767 Shares and Warrants carrying subscription rights up to the limit of HK\$34,065,312.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interest of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares and/or Warrants in the market. Repurchases of Shares and/or Warrants will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and/or may lessen the dilution effect on exercise of the subscription rights attaching to any Warrants issued by the Company.

3. FUNDING OF REPURCHASE

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Law of the Cayman Islands, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Companies Law of the Cayman Islands, out of capital of the Company.

4. IMPACT OF REPURCHASE

There might be material adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in the audited accounts contained in the 2005 Annual Report) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE AND WARRANT PRICES

The highest and lowest prices at which the Shares and the Warrants have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares		Warrants	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2004				
September	4.925	4.750	1.140	0.890
October	5.200	4.700	1.300	0.920
November	5.750	5.050	1.530	1.190
December	6.400	5.450	2.150	1.400
2005				
January	6.450	5.650	2.400	1.680
February	6.050	5.700	2.100	1.760
March	5.950	5.300	1.880	1.480
April	5.700	5.150	1.620	1.290
May	5.750	5.300	1.500	1.300
June	5.600	5.350	1.480	1.300
July	5.650	5.300	1.690	1.260
August	5.600	5.200	1.700	1.320

6. UNDERTAKINGS AND DIRECTORS' DEALINGS AND CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases of securities of the Company pursuant to Ordinary Resolution no. (1) set out in item 5 of the notice of Annual General Meeting and in accordance with the Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws and regulations of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), has any present intention to sell any Shares or Warrants to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares or Warrants to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s) but subject to the latitude provided by the 2% creper provision under Rule 26 of the Takeovers Code, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Hopewell Holdings Limited is beneficially interested in 2,160,000,000 Shares (representing approximately 74.78% of the total issued share capital of the Company as at the Latest Practicable Date).

In the event that the Directors exercise in full the power of repurchase Shares under the Repurchase Mandate, then, assuming the Warrants are not exercised and the present equity shareholdings remain the same, the equity interests of Hopewell Holdings Limited in the Company would be increased from 74.78% to approximately 83.09% of the total issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares which are in the hands of the public falling below 25% of the total issued share capital of the Company.

8. SHARE AND WARRANT REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares or Warrants (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



Hopewell Highway Infrastructure Limited

合和公路基建有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 737)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Hopewell Highway Infrastructure Limited (the “Company”) will be held at King Palace Chinese Restaurant, 7th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong on Wednesday, the 19th day of October, 2005 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 30th June, 2005.
2. To declare a final dividend.
3. To re-elect Directors and to fix the Directors’ fees.
4. To re-appoint Auditors and authorise the Directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without modifications, the following resolutions as Ordinary Resolutions:

Ordinary Resolutions

(1) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

* *For identification only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal value of securities of the Company repurchased by the Company pursuant to the approval granted in paragraph (a) above shall:
 - (i) in the case of shares, not exceed ten per cent. of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this Resolution; and
 - (ii) in the case of warrants of the Company, not exceed ten per cent. of the total amount of subscription rights attaching to such warrants outstanding as at the date of the passing of this Resolution,

and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution.”

(2) **“THAT:**

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

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- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) an issue of shares upon the exercise of any subscription rights attaching to any warrants of the Company; or (iv) an issue of shares under any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend in accordance with the Articles of Association of the Company from time to time; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed twenty per cent. of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution;

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members of the Company (or, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

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- (3) “**THAT** subject to the passing of the Resolution nos. (1) and (2) set out in item 5 of the notice convening this meeting, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued shares pursuant to Resolution no. (2) set out in item 5 of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution no. (1) set out in item 5 of the notice convening this meeting, provided that such extended amount shall not exceed ten per cent. of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this Resolution.”
6. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as a Special Resolution:

Special Resolution

“**THAT** the existing Articles of Association of the Company be and are hereby amended in the following manner:

- (a) Article 95

by deleting the existing Article 95 and substituting therefor the following new Article:

95. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.
- Board may
fill vacancies/
appoint
additional
Directors

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(b) Article 112

by deleting the existing Article 112 and substituting therefor the following new Article:

112. Every Director (including a Director appointed for a specific term) shall retire at the conclusion of the annual general meeting of the Company held in the third year following the year of (i) his last appointment by the Board pursuant to Article 95; (ii) his last election at a general meeting of the Company by ordinary resolution pursuant to Article 115 (other than a re-election pursuant to Article 95); or (iii) his last election at an annual general meeting of the Company (other than a re-election pursuant to Article 95 or 115), and shall be eligible for re-election thereat.

Retirement by rotation every three years

(c) Article 115

by deleting the existing Article 115 in its entirety and substituting therefor the following new Article:

115. The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so elected (other than a Director re-elected pursuant to Article 95) at a general meeting other than an annual general meeting of the Company shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”

Power of general meeting to increase or reduce the number of Directors

By Order of the Board
Peter Yip Wah LEE
Secretary

Hong Kong, 23rd September, 2005

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Notes:

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint not more than two proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the head office and principal place of business of the Company at Room 64-02, 64th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
3. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding.
4. For the purpose of determining the entitlements to the proposed final dividend and the identity of shareholder who are entitled to attend and vote at the meeting, the registers of members and warrant holders of the Company will be closed from Wednesday, 12th October, 2005 to Wednesday, 19th October, 2005, both days inclusive, during which period no transfer of shares will be effected and no transfer or exercise of warrants will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates or all completed subscription forms in relation to the exercise of the warrants accompanied by the appropriate subscription monies and the relevant warrant certificates must be lodged with the Company's branch share and warrant registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Monday, 10th October, 2005.
5. With regard to the resolutions referred to in items 5 and 6 of this notice, the Directors propose to seek Shareholders' approval of the general mandates to repurchase securities and to issue shares, and the amendments to the existing Articles of Association requiring Directors appointed by the Board to retire at the next general meeting after their appointment and every Director to retire at least once approximately every three years. A circular in connection with the proposals for re-election of Directors, general mandates to repurchase shares and to issue shares and the amendments to the existing Articles of Association will be dispatched to the shareholders and, for information only, to the warrant holders together with the 2005 Annual Report of the Company.
6. As at the date of this notice, the Directors of the Company are Sir Gordon Ying Sheung WU, Mr. Eddie Ping Chang HO, Mr. Thomas Jefferson WU, Mr. Alan Chi Hung CHAN, Mr. Leo Kwok Kee LEUNG, Mr. Li Jia HUANG, Mr. Cheng Hui JIA, Mr. Philip Tsung Cheng FEI[#], Mr. Lee Yick NAM[#], Mr. Gordon YEN[#], Mr. Kojiro NAKAHARA[#] and Mr. Barry Chung Tat MOK.
7. In the case of any conflict between the Chinese translation and the English text hereof, the English text shall prevail.

[#] *Independent Non-Executive Directors*