

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Hopewell Highway Infrastructure Limited nor shall there be any sale, purchase or subscription for securities of Hopewell Highway Infrastructure Limited in any jurisdiction in which such offer, solicitation or sale would be in contravention of applicable law. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.



**Shenzhen Investment International
Capital Holdings Infrastructure Co., Ltd**
深圳投控國際資本控股基建有限公司
(incorporated in the British Virgin Islands with limited liability)

Hopewell 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

**(1) CLOSE OF UNCONDITIONAL MANDATORY CASH OFFER BY
CLSA LIMITED
FOR AND ON BEHALF OF SHENZHEN INVESTMENT INTERNATIONAL
CAPITAL HOLDINGS INFRASTRUCTURE CO., LTD TO ACQUIRE ALL THE
ISSUED SHARES OF
HOPEWELL HIGHWAY INFRASTRUCTURE LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/ OR
AGREED TO BE ACQUIRED BY
SHENZHEN INVESTMENT INTERNATIONAL CAPITAL HOLDINGS
INFRASTRUCTURE CO., LTD AND/ OR PARTIES ACTING IN CONCERT
WITH IT)**

(2) RESULTS OF THE OFFER

**(3) PUBLIC FLOAT OF THE COMPANY
AND**

(4) SUSPENSION OF TRADING

**Financial adviser to Shenzhen Investment International
Capital Holdings Infrastructure Co., Ltd**



Reference is made to (1) the joint announcements dated 29 December 2017 (the “**First Joint Announcement**”) and 4 April 2018 issued by Shenzhen Investment International Capital Holdings Infrastructure Co., Ltd (the “**Offeror**”), Hopewell Holdings Limited and Hopewell Highway Infrastructure Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) in relation to, among other things, (i) the disposal of approximately 66.69% of the total number of issued Shares as at

the date of the First Joint Announcement by Anber Investments to the Offeror; (ii) the unconditional mandatory cash offer by CLSA Limited for and on behalf of the Offeror to acquire all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it); and (iii) completion of the Disposal; (2) the joint announcement dated 11 April 2018 issued by the Offeror and the Company in relation to despatch of Composite Document; and (3) the composite offer and response document dated 11 April 2018 in respect of the Offer (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.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Wednesday, 2 May 2018 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Wednesday, 2 May 2018 (i.e. the Closing Date), the Offeror has received valid acceptances in respect of a total of 754,457,078 Offer Shares under the Offer, representing approximately 24.48% of the entire issued share capital of the Company as at the date of this joint announcement.

Shareholding of the Company

Immediately prior to the commencement of the Offer Period, the Offeror and parties acting in concert with it did not hold, control or have direction over any Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company. After Completion and before the commencement of the Offer, the Offeror and parties acting in concert with it owned a total of 2,055,287,337 Shares (representing approximately 66.69% of the total number of issued Shares as at the date of Completion).

Taking into account the valid acceptances in respect of 754,457,078 Offer Shares (representing approximately 24.48% of the total number of issued Shares) under the Offer and subject to the due registration by the Registrar of the transfer of all the Offer Shares, the Offeror and parties acting in concert with it would hold an aggregate of 2,809,744,415 Shares, representing approximately 91.18% of the total number of issued Shares as at the date of this joint announcement and immediately after the close of the Offer.

Save for 2,809,744,415 Shares owned by the Offeror and pursuant to the Offer, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period. Neither the Offeror nor parties acting in concert with it had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period.

Set out below is the shareholding structure of the Company (i) immediately prior to the commencement of the Offer Period on 29 December 2017; (ii) after Completion and immediately prior to commencement of the Offer; and (iii) immediately after the close of the Offer and as at the date of this joint announcement:

	Immediately prior to the commencement of the Offer Period on 29 December 2017		After Completion and immediately prior to commencement of the Offer		Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Anber Investments	2,055,287,337	66.69	-	-	-	-
The Offeror and parties acting in concert with it	-	-	2,055,287,337	66.69	2,809,744,415	91.18
Other Shareholders	1,026,402,946	33.31	1,026,402,946	33.31	271,945,868	8.82
Total	3,081,690,283	100.00	3,081,690,283	100.00	3,081,690,283	100.00

SETTLEMENT OF THE OFFER

A cheque for the amount due to each accepting Independent Shareholder in respect of the Shares tendered under the Offer, less the seller's ad valorem stamp duty payable by him/her/it, will be despatched to the accepting Independent Shareholder by ordinary post at his/her/its own risk as soon as possible but in any event within seven Business Days following the date on which all relevant documents are received by the Registrar to render such acceptance complete and valid.

PUBLIC FLOAT OF THE COMPANY

Immediately after the close of the Offer and subject to the due registration by the Registrar for the transfer of all the Offer Shares tendered for acceptance by the accepting Independent Shareholders to the Offeror, 271,945,868 Shares are held by the public (within the meanings of the Listing Rules), representing approximately 8.82% of the total number of issued Shares, at the close of the Offer. Accordingly, following the close of the Offer, less than 25% of the issued Shares (being the minimum prescribed percentage applicable to the Company) are held by the public and the Company does not satisfy the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules. An application will be made by the Company to the Stock Exchange for a temporary waiver from the strict compliance with Rule 8.08(1)(a) of the Listing Rules. The directors of the Offeror and the New Directors will take appropriate steps to ensure that sufficient public float exists in the Shares as soon as possible following the close of the Offer.

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

SUSPENSION OF TRADING

Pursuant to Note 1 to Rule 8.08(1)(b) of the Listing Rules, trading in the Shares will be suspended since the percentage of public float falls below 15% following the close of the Offer. At the request of the Company, trading in the Shares on the Stock Exchange will be suspended with effect from 9:00 a.m. on

3 May 2018. Further announcement(s) will be made by the Company regarding restoration of public float and resumption of trading in the Shares as soon as possible.

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 Highway Infrastructure Limited
Ji LIU
*Executive Director and Deputy General
Manager*

Hong Kong, 2 May 2018

As at the date of this joint announcement, the directors of the Offeror are Mr. Zhengyu LIU and Mr. Zhongyu YAN.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the 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 the 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 the 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 the 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 the 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 the 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 directors of the Company comprises three Executive Directors namely, Mr. Tianliang ZHANG (General Manager), Mr. Cheng WU* (Deputy General Manager) and Mr. Ji LIU* (Deputy General Manager and secretary to the Board); one Non-executive Director namely, Mr. Zhengyu LIU* (Chairman); and three Independent Non-executive Directors namely, Mr. Brian David Man Bun LI, Mr. Yu Lung CHING and Mr. Tony Chung Nin KAN.*

The directors of the Company 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 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) 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 statements in this joint announcement misleading.

** For identification purpose only*