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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 Code: 737)

COMPLETION OF PLACING OF RMB-TRADED SHARES UNDER THE GENERAL MANDATE

The Board is pleased to announce that all of the conditions set out in the Placing Agreement have been fulfilled and the completion of the Placing took place on 29 October 2012. A total of 120 million Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of RMB3.22 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the announcement of Hopewell Highway Infrastructure Limited (the “**Company**”) dated 24 October 2012 (the “**Announcement**”) relating to the placing of 120 million shares of the Company which will be priced, traded and settled in Renminbi and traded on the Renminbi counter of the Main Board of The Stock Exchange of Hong Kong Limited. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

Completion of the Placing

The Board is pleased to announce that all of the conditions set out in the Placing Agreement have been fulfilled and the completion of the Placing took place on 29 October 2012. A total of 120 million Placing Shares (being RMB-traded Shares) have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of RMB3.22 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

The Placing Shares were allotted and issued under the general mandate to allot and issue Shares granted to the Directors by a resolution of the Shareholders passed on the Company’s annual general meeting held on 18 October 2012. The Placing Shares rank equally in all respects with the other Shares in issue on the Closing Date (being 29 October 2012), and in particular rank in full for all dividends and other distributions declared, made or paid the record dates for which are on or after the Closing Date. For the avoidance of doubt, holders of the Placing Shares are not entitled to the final dividend of the Company for the year ended 30 June 2012 of 16 HK cents per Share, the record date for which was 25 October 2012.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquires, the Placees and their ultimate beneficial owners are third parties independent of the Group and the connected persons (as defined in the Listing Rules) of the Company. None of the Placees and their respective associates has become a substantial shareholder of the Company following completion of the Placing.

Following the listing of the Placing Shares (being RMB-traded Shares) on the Main Board of the Stock Exchange on 29 October 2012, the Company has Shares listed on the Main Board of the Stock Exchange that are traded on two different counters and in two different currencies under two different stock codes.

RMB-traded Shares are priced, traded and settled in RMB, and are traded on the Renminbi counter of the Main Board of the Stock Exchange under the stock code (80737), ISIN (KYG459951268) and SEDOL (B6TVYC5), and using the English stock short name (HOPEWELL INFR-R) and Chinese stock short name (合和公路基建-R). HKD-traded Shares are priced, traded and settled in HKD, and are traded on the HKD Counter of the Main Board of the Stock Exchange under the stock code (737), ISIN (KYG459951003) and SEDOL (6665016), and using the Chinese stock short name (合和公路基建) and English stock short name (HOPEWELL INFR).

Shareholding Structure

The shareholding structures of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing are summarised as follows (*Note 1*):

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>No. of Shares</i>	<i>% of issued share capital</i>	<i>No. of Shares</i>	<i>% of issued share capital</i>
HHL (<i>Note 2</i>)	2,098,850,098	70.87%	2,098,850,098	68.11%
Public Shareholders				
Placees	-	-	120,000,000	3.89%
Other public Shareholders	862,840,185	29.13%	862,840,185	28.00%
Total	2,961,690,283	100%	3,081,690,283	100%

Notes:

- The table assumes no changes in shareholding other than as a result of the Placing.*
- The 2,098,850,098 shares in the Company are held by Anber Investments Limited, a wholly-owned subsidiary of Delta Roads Limited, which is wholly-owned by Dover Hills Investments Limited. Dover Hills Investments Limited is in turn 100% owned by Supreme Choice Investments Limited, a wholly-owned subsidiary of HHL.*

By Order of the Board
Hopewell Highway Infrastructure Limited
Richard Cho Wa LAW
Company Secretary

Hong Kong, 29 October 2012

As at the date of this announcement, the Board comprises six Executive Directors namely, Sir Gordon Ying Sheung WU (Chairman), Mr. Eddie Ping Chang HO (Vice Chairman), Mr. Thomas Jefferson WU (Managing Director), Mr. Alan Chi Hung CHAN (Deputy Managing Director), Mr. Cheng Hui JIA and Mr. Alan Ming Fai TAM; and four Independent Non-Executive Directors namely, Mr. Kojiro NAKAHARA, Professor Chung Kwong POON, Mr. Yuk Keung IP and Mr. Brian David Man Bun LI.

** For identification purpose only*