

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Offeror or the Company nor is it a solicitation of any vote or approval in any jurisdiction.*



**PETRUS HK CO LIMITED**

**HOPEWELL HOLDINGS LIMITED**

合和實業有限公司

*(incorporated in Hong Kong with limited liability)*

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 54)**

**JOINT ANNOUNCEMENT**

**(1) PROPOSAL FOR THE PRIVATISATION OF  
HOPEWELL HOLDINGS LIMITED BY PETRUS HK CO LIMITED  
BY WAY OF  
A SCHEME OF ARRANGEMENT  
UNDER SECTION 673 OF THE COMPANIES ORDINANCE**

**(2) PROPOSED WITHDRAWAL OF LISTING OF  
HOPEWELL HOLDINGS LIMITED**

**SHAREHOLDING STRUCTURE OF THE COMPANY AND VOTING**

Exclusive Financial Adviser to the Offeror



**Citigroup Global Markets Asia Limited**

## INTRODUCTION

Reference is made to the announcement jointly issued by Hopewell Holdings Limited (the “**Company**”) and Petrus HK Co Limited (the “**Offeror**”) dated 5 December 2018 (the “**Joint Announcement**”) in relation to, amongst others, the Proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under section 673 of the Companies Ordinance. Unless the context requires otherwise, terms defined in the Joint Announcement have the same meanings when used herein.

## SHAREHOLDING STRUCTURE OF THE COMPANY AND VOTING

Citigroup, the exclusive financial adviser to the Offeror in connection with the Proposal, and relevant members of the Citigroup group (except those which have been granted exempt principal trader or exempt fund manager status, for the purposes of the Takeovers Code) are presumed to be acting in concert with the Offeror in accordance with class (5) of the definition of “acting in concert” in the Takeovers Code.

Notwithstanding that connected exempt principal traders within the Citigroup group are not presumed to be parties “acting in concert” with the Offeror under the Takeovers Code and accordingly, any Shares held by any such connected exempt principal traders will be considered as disinterested Shares for the purposes of the Takeovers Code, such Shares will not be voted at the Court Meeting in accordance with the requirements of Rule 35.4 of the Takeovers Code. Such Shares will form part of the Scheme Shares.

Further announcement(s) will be made by the Company and/or the Offeror in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress in connection with the Proposal and the Scheme and the despatch of the Scheme Document as and when appropriate.

**Warning: Shareholders and potential investors should be aware that the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the board of directors of  
**PETRUS HK CO LIMITED**

**Sir Gordon Ying Sheung WU**  
*Director*

By order of the Board of  
**HOPEWELL HOLDINGS LIMITED**

合和實業有限公司  
**Josiah Chin Lai KWOK**  
*Deputy Managing Director*

Hong Kong, 11 December 2018

*As at the date of this announcement, the directors of each of the Offeror, Holdco and Topco are Sir Gordon Ying Sheung WU and Lady WU Ivy Sau Ping KWOK.*

*The directors of the Offeror, Holdco and Topco jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than any information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the Board comprises seven Executive Directors, namely Sir Gordon Ying Sheung WU (Chairman), Mr. Eddie Ping Chang HO (Vice Chairman), Mr. Thomas Jefferson WU (Deputy Chairman and 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, three Non-executive Directors, namely Lady WU Ivy Sau Ping KWOK, Mr. Carmelo Ka Sze LEE and Mr. Guy Man Guy WU and five Independent Non-executive Directors, namely Ms. Linda Lai Chuen LOKE, Mr. Sunny TAN, Dr. Gordon YEN, Mr. Ahito NAKAMURA and Mr. Yuk Keung IP.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than any information relating to the Offeror, the Offeror Group and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror, the Offeror Group and the Offeror Concert Parties) have been arrived at after due and careful consideration and there are no other facts (other than facts in relation to the Offeror, the Offeror Group and the Offeror Concert Parties) not contained in this announcement the omission of which would make any statements in this announcement misleading.*