



香港聯合交易所  
The Stock Exchange of Hong Kong

Our Ref.: LD/64808/98

4th March, 1998

To : All Listed Issuers / Merchant Banks / Solicitors Firms

BY POST

Dear Sirs,

The Division would like to remind listed issuers of the importance of prior notification to Hong Kong Securities Clearing Company Limited ("Hongkong Clearing") in respect of corporate activities which may affect the eligibility of listed securities in the Central Clearing and Settlement System ("CCASS") and the nominee services provided by Hongkong Clearing, in particular, those corporate activities involving **benefit entitlements**, including, but not limited to:

- capital restructuring such as bonus issues, rights issues, exchange of shares, securities consolidation and sub-division;
- group re-organisation such as spin-off, change of domicile, privatisation, take-over, delisting and winding up;
- issue of new class of securities; and
- other activities such as change of terms and conditions of warrants subscription, change of constitutive documents resulting in shareholding/transferability restrictions and change of trading currency and trading board lot.

In order to facilitate communication on corporate activities between Hongkong Clearing and listed issuers, the Division would strongly encourage listed issuers to inform Hongkong Clearing as soon as practicable in respect of any such corporate activities and, in any event, before issue of the relevant announcements by listed issuers. We would also request financial / legal advisers of any such corporate activities to remind listed issuers of their obligations with Hongkong Clearing.

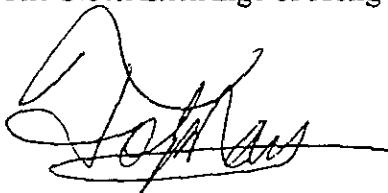
香港聯合交易所有限公司 The Stock Exchange of Hong Kong Limited  
上市科 Listing Division

香港中環康樂廣場一號怡和大廈 36 樓 36/F., Jardine House, 1 Connaught Place, Central, Hong Kong  
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We have been informed by Hongkong Clearing that failing of such obligations may result in the removal of the eligibility of the securities in CCASS by Hongkong Clearing. If you require any further information or have any questions on the above, please contact Ms Irene Cheng of Hongkong Clearing (Tel: 2852-8081, Fax: 2815-9353) or the appropriate Corporate Finance team leader of the Division responsible for the particular issuer.

Yours faithfully,  
For and on behalf of  
The Stock Exchange of Hong Kong Limited

A handwritten signature in black ink, appearing to read 'Lawrence Fok', written over a horizontal line.

Lawrence Fok  
Executive Director  
Listing Division



香港聯合交易所  
The Stock Exchange of Hong Kong

中文譯本  
(只供參考用)

檔案編號:LD/64808/98

致: 上市發行人/商人銀行/律師行

郵遞函件

敬啟者:

上市科希望提醒上市發行人, 預先就其某些企業活動通知香港中央結算有限公司(「香港結算」)是有其重要性的。這些企業活動指公司一些可能會影響上市證券參與中央結算及交收系統(「中央結算系統」)的資格的活動, 以及一些可能會影響香港結算所提供的代理人服務的活動, 尤其是指那些涉及利益享有權的企業活動, 其中包括但不限於:

- 資本重組, 例如派送紅股、供股、換股、證券合併及拆細;
- 集團重組, 例如分拆、遷冊、私有化、收購、除牌及清盤;
- 發行新類別的證券; 以及
- 其他活動, 例如更改認股權證的認購條款及條件、更改公司組織章程文件而令股份的持有/股份轉讓受到限制、更改買賣的貨幣單位及每手證券數目等。

為促進香港結算與上市發行人之間在企業活動方面的溝通, 上市科極鼓勵上市發行人, 在可行的情況下盡早就公司任何有關的活動通知香港結算; 在任何情況下, 上市發行人必須在發出有關通告前通知香港結算。本科亦促請任何負責有關企業活動的財務/法律顧問提醒上市發行人在這方面對香港結算的責任。

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上市科已接獲香港結算的通知，得悉上市公司如未能履行上述責任，將可能被香港結算除去其證券參與中央結算系統的資格。倘需要任何進一步資料或對上述事項有任何疑問，請與香港結算的鄭秀英女士(電話:2852-8081;傳真:2815-9353)，或專責個別發行人事務的上市科企業財務組長聯絡。

香港聯合交易所有限公司

上市科執行總監

霍廣文 謹啓

1998年3月4日