

編號

CD/DNS/CCASS/142/2013

Ref. No.:

日期

2013年7月26日

Date:

香港中央結算有限公司

(香港交易及結算所有限公司全資附屬公司)

Hong Kong Securities Clearing Company Limited

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

涌告 CIRCULAR

事項

盛高置地(控股)有限公司 (股份編號:337)

Subject:

- 建議發行紅股: 於記錄日期每持有一股股份獲發四股紅股並可選擇收取紅股

可轉換優先股/建議特別股息

查詢

熱線電話: 2979 7111

Enquiry:

根據盛高置地(控股)有限公司(「公司」)於2013年7月11日發出的發行紅股通函(「通函」),公司建議按合資格股東於紅股記錄日期(2013年8月9日)每持有一股股份獲發四股紅股之基準發行新股份作為紅股。每名合資格股東將有選擇權,可就其於發行紅股項下有權取得的全部或部分紅股,選擇收取股份(「紅股普通股」)及/或可轉換優先股(「紅股可轉換優先股」)。

公司建議於緊隨發行紅股完成後實施股份合併,基準為每五股股份或五股可轉換優先股將合併為一股合併普通股或一股合併可轉換優先股(視乎情況而定)。公司亦建議,按就持有的每股合併股份現金1.275港元之基準向於股息記錄日期(2013年9月2日)名列股東名冊的股東及可轉換優先股持有人分派特別股息。

除文意另有所指外,本通告所用詞彙與公司之通函具有相同函義。

由於紅股可轉換優先股不會在聯交所或任何其他證券交易所上市,故紅股可轉換優先股將不會獲納入中央結算系統成為合資格證券,而香港結算將**不會**就紅股可轉換優先股提供任何轉讓、轉換及代理人服務。因此,中央結算系統參與者(「參與者」)將須於紅股可轉換優先股股票發行後,向中央結算系統提取有關股票,並申請以彼等實益擁有人之名義登記該等紅股可轉換優先股。

香港結算就發行紅股之安排

參與者請留意下列事項:

- 中央結算系統已設立一個權益公佈(編號為 A00165571)以供參與者輸入選擇指示。 該公佈包括兩種選項,分別為:

選項1-紅股普通股選項(公司指定選項)

選項 2 - 紅股可轉換優先股選項(應收之紅股可轉換優先股將以臨時股份編號 44992 記錄)

香港交易及結算所有限公司 Hong Kong Exchanges and Clearing Limited/2

- 参與者如欲就其於 2013 年 8 月 9 日(紅股記錄日期)在中央結算系統所持有的股份 全數選擇收取紅股普通股,則毋須採取任何行動。
- 若參與者欲選擇紅股可轉換優先股取代其享有的所有或部分紅股普通股,必須作出以 下行動:
 - 1)於 2013年 8月14日中午12時正前透過中央結算系統輸入其選擇指示;及
 - 2) 於 <u>2013 年 8 月 14 日下午 3 時正前</u>將已填妥之 Form of Denomination Request (附錄 1) 連同 Denomination Details(附錄 2) 交回香港結算,地址為香港中環德輔道中 199 號 無限極廣場 25 樓 2505-2506 室。
- 如參與者已選擇收取紅股可轉換優先股,但未能於指定之選擇截止日期前(2013 年 8 月 14 日下午 3 時正前)交回 Form of Denomination Request 及 Denomination Details 予香港結算,該等參與者的應收紅股可轉換優先股權益則只會按其在上述權益公佈中所輸入的選擇指示發出一張股票。
 - 預期紅股可轉換優先股股票將於 2013 年 8 月 19 日寄發,並將以「HKSCC Nominees Limited」名義發出。參與者有責任於紅股可轉換優先股發行後(即 2013 年 8 月 19 日),向中央結算存管處提取有關股票。為符合資格獲取特別股息,參與者須於公司規定之最後截止日期前(即 2013 年 8 月 30 日下午 4 時 30 分)將有關紅股可轉換優先股轉移至彼等實益擁有人之名義登記。請注意,香港結算將不會就紅股可轉換優先股提供任何轉讓、轉換及代理人服務。
- 卓佳證券登記有限公司將作為紅股可轉換優先股之過戶登記處。
- 發行紅股須待條件達成後,方可作實。有關建議發行紅股之其他詳情及紅股可轉換優先股的條款,參與者請參閱 2013 年 7 月 11 日於披露易網站 (www.hkexnews.hk) 刊載之文件。

存管及代理人服務 總監 王妙心謹啟

Form of Denomination Request ("Request Form")

Appendix 1

Date: _____

(只提供英文版本)

This original form should be	e completed and returned to HKS	CC by hand not later than 3:00 p.n	n. on 14 August 2013	
Our Ref: A00165571			(BY HAND)	
Nominee Services Hong Kong Securities Clearin Units 2505-2506, 25/F, Infinit 199 Des Voeux Road Central, Hong Kong	g Company Limited ("HKSCC") us Plaza,			
Dear Sir/Madam,				
- Bonus Issue on the ba	imited (the "Company") (Stock C sis of four Bonus Shares for every ble Preference Shares ("Bonus C	y existing Share held on the Record	Date with option to elect to	
representing the Bonus CPS	that we are entitled to receive in	of the Company to issue (n accordance with our election instructed the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election instructed file in one of the following mean (n accordance with our election of the following mean (n accordance with our election of the following mean (n accordance with our election of the following with our election of the following mean (n accordance with our election of the following with our election our election of the following with our election our election of the fol	tion(s) in Announcement No.	
in the enclosed *3½	" Diskette / CD-ROM or			
sent to hksccn_inf	60@hkex.iclnet.hk via ICLNET			
Denomination details in the M	IS-EXCEL file in respect of CCAS	S Announcement No. A00165571:		
File Name (Participant ID e.g. B01234_44992)	Total No. of Shares (Stock Code: 337) elected to receive Bonus CPS (A)	Total No. of Bonus CPS (Stock Code: 44992) to be received (A x 4)	Total No. of Bonus CPS Certificate(s)	
We understand that the Boncertificate(s) from CCASS De		ies in CCASS and we will arrange	to withdraw the Bonus CPS	
	Name of CCASS Participant:			
CCASS Participant ID:				
Contact Person:				
		Telephone No.:		
Authorized Signatory (ies) of (with Company Chop)	CCASS Participant			

- Activities under CCASS are subject to the General Rules of CCASS and Operational Procedures in effect.

 $Note: \ * Please \ delete \ which ever \ is \ in applicable.$