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**香港聯合交易所有限公司**

(香港交易及結算所有限公司全資附屬公司)

**The Stock Exchange of Hong Kong Limited**

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

**通告 CIRCULAR**

事項 Trading and Clearing Operational Arrangements Relating to the Capital Adjustment  
Subject: of China Resources Land Limited – Clawback Offer

查詢 HKATS Hotline 2211-6360

Enquiry: DCASS Hotline 2979-7222

Participants are requested to note that capital adjustment to the stock option contracts below will be made on the ex-entitlement day based on the corporate action announced:

<b>Underlying Stock Name of the Stock Option Contracts (Stock Code)</b>	China Resources Land Ltd. (1109)
<b>HKATS Code</b>	CRL
<b>Corporate Action</b>	2 Offer Share for every 9 existing Shares
<b>Subscription Price</b>	\$18.0104
<b>Ex-entitlement day</b>	13 January 2015

For details of the announcements made by China Resources Land Ltd. on 8 December 2014, please refer to the hyperlink below:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2014/1208/LTN20141208540.pdf>

*Trading Arrangements*

The trading arrangements for the existing China Resources Land Ltd. stock option under trading symbol CRL will be as follows:

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1. Adjustment and Transfer of Outstanding Positions

Open positions of China Resources Land Ltd. stock option series under trading symbol CRL which exist after the market close on the business day immediately before the ex-entitlement day will be adjusted and transferred to stock option series under trading symbol CRB.

2. Introduction of New Stock Option Series for Trading

On the ex-entitlement day, new China Resources Land Ltd. stock option series based on the standard contract size will be introduced for trading under the standard trading symbol CRL.

The adjusted and standard stock option series are distinct contracts and are represented by different trading symbols in HKATS/DCASS. Particulars of all existing and adjusted stock option series will be shown in DCASS report TP011 after the DCASS batch processing on the business day immediately before the ex-entitlement day.

For China Resources Land Ltd. stock option series under trading symbol CRL, details of the adjustment procedures are as follows:

Adjustment Term	Formula	Remarks
<b>Adjustment Ratio (AR)</b>	$\frac{9 \text{ old shares} + (2 \text{ offer share} \times \$18.0104 / \$S^*)}{9 \text{ old shares} + 2 \text{ offer share}}$	Rounded to the nearest 4 decimal places. <b>Adjustment will only be made if the AR is smaller than 1.</b>
<b>Adjusted Exercise Price (AEP)</b>	Exercise price of outstanding option series x AR	Rounded to the nearest 2 decimal places
<b>Adjusted Contract Size (ACS)</b>	Exercise price of outstanding option series x (2,000 shares / AEP)	Rounded to the nearest 4 decimal places

\*Where \$18.0104 is the subscription price for the offer share and \$S is the underlying stock closing price on 12 January 2015 (the business day immediately before the ex-entitlement day).

Contract	Trading Symbol	Contract Size (Shares)	Availability For Trading	Addition of New Stock Option Series on and after the Ex-entitlement day
Adjusted	CRB	ACS	From ex-entitlement day to 30 December 2015	No
Standard	CRL	2,000	From ex-entitlement day onwards	Yes

For avoidance of doubts, the objective of this adjustment method is to adjust the option contracts according to the theoretical value of the entitlement if there is a positive value before the ex-entitlement day. If there is no intrinsic value with the entitlement, i.e. the underlying price closes at or below the subscription price of \$18.0104 on 12 January 2015 (the business day immediately before the ex-entitlement day), in other words, AR is equal to or larger than 1, no capital adjustment will be made.

Capital adjustments, once being made, are conclusive and binding on all relevant stock option contracts. The capital adjustments made will not be reversed even if the proposed corporate action is subsequently disapproved by relevant authorities, including but not limited to regulatory authorities and the court.

Participants should pay particular attention that the cash settlement amount of adjusted and standard stock option series on the expiry day will be calculated using their respective contract sizes. There will not be any changes to the number of open positions and other contract terms after the transfer of positions.

#### *Clearing and Settlement Arrangements*

For clearing and settlement arrangements relating to shares collateral and exercise / assignment of adjusted stock option class, please refer to the Attachment for details.

The adjusted CRB and standard CRL stock option series are distinct contracts and are represented by different trading symbols in HKATS/DCASS. Position offset between stock option series of CRB and that of CRL is not allowed.

#### *Inform Your Staff and Clients*

Participants should notify all clients holding positions in the captioned stock option class of the details of the operational arrangements for trading and clearing. Please ensure that your back office systems are ready for a smooth operation. In addition, all your staff should be fully aware of the trading and clearing arrangements and should exercise caution when dealing with the adjusted and standard stock option series and when advising your clients.

PC Wong  
Senior Vice President  
Derivatives Trading  
Global Markets Division

*This circular has been issued in the English language with a separate Chinese language translation. If there is any conflict in the circulars between the meaning of Chinese words or terms in the Chinese language version and English words in the English language version, the meaning of the English words shall prevail.*

**Clearing and Settlement Arrangements Relating to Shares Collateral and Exercise / Assignment of Adjusted Stock Option Class***Shares Used as Cover Collateral*

All covered call positions will be discovered automatically after the day-end margin calculation on the business day immediately before the ex-rights date. Participants are requested to cover, if possible, those naked short call positions of the adjusted stock option series before market open of the ex-date. Otherwise, these naked short call positions will become marginable in the subsequent intra-day or day-end margin calculation. Since the contract sizes of the adjusted stock option series will carry odd lots and fractional shares, participants who wish to cover any adjusted stock option series must use the exact odd quantity of stock while standard board lots can only be used to cover the standard stock option series.

*Pending Stock Positions*

Pending stock positions resulting from exercise / assignment effected on or before the business day immediately before the ex-date will be cum entitlement and settled via CCASS.

*Settlement of Exercised Options Trades*

The exercise and assignment of contracts in adjusted stock option series will result in odd lots and fractional shares. The integral number of shares (including the odd lots) will be settled via CCASS under normal procedures. The fractional shares of each contract exercised will be settled in cash via CCMS on the day of exercise. The actual cash settlement amount of the fractional shares is the difference between the exercise price of the stock option series and the market closing price of the underlying stock on the day of exercise times the fractional shares quantity for each contract exercised/assigned.

The settlement of fractional shares in cash is not liable to stamp duty provided that the contract notes so executed by the party for the sale and purchase of shares arising from the exercise of an option contract only include the whole number of shares.

Exercise and assignment of standard stock option series will result in stock settlement obligation of a standard board lot of shares per contract and settled in CCASS under normal procedures.