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香港交易所

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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

Subject: **TRADING AND CLEARING ARRANGEMENTS FOR THE RMB COUNTER OF HOPEWELL HIGHWAY INFRASTRUCTURE LIMITED**

查詢

Enquiry: **Participant General Enquiry Hotline (Tel : 2840 3626 E-mail : trd@hkex.com.hk)**

Reference is made to an announcement issued by Hopewell Highway Infrastructure Limited (the Company) on 24 October 2012 in relation to its proposal to place new shares under general mandate and to set up a new RMB trading counter for its shares (<http://www.hkexnews.hk/listedco/listconews/SEHK/2012/1024/LTN20121024618.pdf>).

Upon completion of the placing, the Company will implement a “dual counter” model for trading its shares listed on the Stock Exchange of Hong Kong (the Exchange) in different trading currencies (i.e. Hong Kong Dollar (HKD) and Renminbi (RMB)). A new RMB counter will be set up on the Exchange for trading the Company’s shares in addition to the existing HKD counter.

Trading of the Company’s shares in the RMB counter is expected to commence at 9:00 a.m. on 29 October 2012 following the completion of the placing. However, Exchange Participants (EPs) and CCASS Participants (CPs) should note that completion of the placing is subject to a number of conditions, including the Exchange’s listing approval of the placing shares, and it may or may not proceed. You are advised to keep in view further announcements by the Company with regard to the status of the proposed placement. The Company’s announcements issued as per requirements of the Exchange’s Listing Rules will be published on the Company’s own website (<http://www.hopewellhighway.com>) and the HKExnews Website (<http://www.hkexnews.hk>).

In preparation for the introduction of the new RMB counter on the Exchange for the Company, we would like to draw your attention to the following trading and clearing arrangements and other related matters:

Stock Code and Stock Short Name

With effect from the commencement date of dealing of the RMB-traded shares of the Company on the Exchange, the new RMB-traded shares and the existing HKD-traded shares of the Company will be traded under two separate counters (Stock Code 737 for the HKD-traded shares

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and Stock Code 80737 for the RMB-traded shares) on the Exchange's trading system.

EPs and CPs are further required to note that the English stock short name of the HKD counter will be changed from HOPEWELL INFRA to HOPEWELL INFR and the Chinese stock short name will remain unchanged as 合和公路基建. The English stock short name of the RMB counter will be HOPEWELL INFR-R and the corresponding Chinese stock short name will be 合和公路基建-R.

The stock code allocation plan and naming conventions of stock short name for RMB-traded securities can be found on the HKE_x website (http://www.hkex.com.hk/eng/market/sec_tradinfo/stockcode/documents/scap.pdf and http://www.hkex.com.hk/eng/market/sec_tradinfo/secname.htm respectively).

Trading Related Matters

Inter-counter Trading

Based on the Company's announcement and the current arrangement, EPs should note that RMB-traded and HKD-traded shares of the Company are of the same class and are transferable from one counter to another. Hence, the buying or holding of HKD-traded shares (i.e. Stock Code 737) followed by the selling of RMB-traded shares (i.e. Stock Code 80737) of the Company and vice versa would normally be regarded as a long sale. EPs should alert their clients of the time and fees required to transfer stocks from one counter to the other counter. EPs should note that buy and sell trades cannot be netted across RMB counter and HKD counter in CCASS. Therefore, EPs should require and facilitate their clients to do timely transfer for the settlement of trades on T+2.

Both the HKD and RMB counters will be Designated Securities eligible for short selling. As such, the borrowing of HKD-traded shares (i.e. Stock Code 737) and followed by the selling of RMB-traded shares (i.e. Stock Code 80737) of the Company and vice versa would normally be regarded as a covered short sale and be subject to the relevant short selling regulations as stipulated in the Eleventh Schedule of the Rules of the Exchange.

Clearing Related Matters

Inter-counter transfers between the RMB counter and the HKD counter within CCASS

CPs will be able to effect inter-counter transfer from the RMB counter to the HKD counter and vice versa on a one to one basis within CCASS by either inputting a "Multi-counter Transfer Instruction" before 3:45 p.m. or uploading the transfer instruction to CCASS before 2:30 p.m. through CCASS Terminals. The instruction will be effected immediately if the relevant number of shares to be transferred is available in the CP's delivering stock account in CCASS. Otherwise, the instruction will be processed in the next batch transfer run (five batch transfer runs available daily at around 9:15 a.m., 10:15 a.m., 12:30 p.m., 2:30 p.m. and 3:30 p.m.). If the relevant number of shares to be transferred is subsequently available at or before the commencement of batch transfer run, the instruction will be effected during the batch transfer run. Any outstanding instruction will be automatically cancelled by the system after the last batch transfer run at 3:30 p.m. on the same day. In such case, CPs are required to re-submit a "Multi-counter Transfer Instruction" should the relevant shares be subsequently available in their delivering stock accounts between 3:30 p.m. and 3:45 p.m.

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CPs are also requested to note that there must be sufficient number of shares to be transferred in their specified delivering stock account for any instruction input between 3:30 p.m. and 3:45 p.m. in order for the instruction to be accepted by CCASS. Otherwise, such instruction will be rejected immediately.

HKSCC will charge HKD5 for each effected Multi-counter Transfer Instruction except for transfer from HKD counter to RMB counter from 29 October 2012 to 23 November 2012. HKSCC will not charge any fee on such transfers during the said period.

For detailed operational procedures, please refer to sections 5.17 and 8.2.13 of CCASS Terminal User Guide for Participants (<http://www.hkex.com.hk/eng/market/clr/secclr/ccass3/parttug/parttugii.htm>).

Custodian Services

HKD-traded shares which are represented by red share certificates and RMB-traded shares which are represented by blue share certificates will be deposited into HKD counter and RMB counter respectively. If CPs wish to transfer the deposited shares from one counter to another, they should input a “Multi-counter Transfer Instruction” as described above.

Similarly, share certificates in red which represent HKD-traded shares and share certificates in blue which represent RMB-traded shares will be distributed to CPs for withdrawal of shares from HKD counter and RMB counter respectively.

Clearing and Settlement in CCASS

Exchange trades executed under the respective counters will be cleared and settled in CCASS as two individual stocks. After netting under the CNS system, there will be one CNS stock position for the RMB counter and one CNS stock position for the HKD counter. There is no inter-counter position netting. CPs should ensure sufficient units are available in their stock accounts to settle their CNS short positions on T+2 under respective counters.

RMB-traded shares will be eligible for the RMB Equity Trading Support Facility (TSF) upon the commencement of trading. Updated “List of TSF Stocks” can be found at http://www.hkex.com.hk/eng/market/sec_tradinfra/tsf/tsf.htm.

Buy-in exemption

RMB-traded shares and HKD-traded shares will be accepted by CCASS for clearing and settlement under the relevant stock codes or counters only. A CP which holds shares in one counter but has a short position in the other counter should effect a Multi-counter Transfer Instruction to ensure that its short position can be settled on time.

Under certain circumstances where a CP has an overdue short position under one counter, provided that the CP has long positions and/or sufficient shares in the other counter, it can submit an “Application Form for Exemption of Buy-in” (as set out in the CCASS Operational Procedures) to HKSCC by no later than 8:00pm on T+2 to take advantage of the relevant exemption from buy-in. The following supporting documents should be submitted to HKSCC:

- (i) For exemption on the ground that a CP has long positions or Securities-on-hold in the other counter, such CP is required to provide (a) a copy of the duly executed “Multi-counter Transfer Instruction” input screen on T+2; (b) a copy of the relevant CCASS reports showing that the long positions or Securities-on-hold positions are available to cover the relevant short position on T+2; and (c) evidence to prove that it has made the necessary cash pre-payment for the release of on-hold allocated shares to effect the inter-counter transfer.
- (ii) For exemption on the ground that a CP has sufficient Eligible Securities in their Stock Accounts in the other counter, such CP is required to provide (a) a copy of the duly executed “Multi-counter Transfer Instruction” input screen on T+2; and (b) a copy of the relevant CCASS reports showing that the relevant Eligible Securities are available to cover the relevant short position on T+2.

CPs are reminded to settle overdue short positions in respect of which an exemption is granted by day end of T+3.

Corporate Actions of Shares

Nominee services for HKD-traded shares and RMB-traded shares under the two counters will be provided by HKSCC in the normal way.

CCASS Fees and Charges

Fees and charges for the shares under dual counters will be payable by CCASS Participants in accordance with the General Rules of CCASS and CCASS Operational Procedures. For the avoidance of doubt, the maximum dividend collection fee of HKD10,000 (or its equivalent in RMB) will apply to the aggregate dividend amount of the two counters payable in one currency on the same day; and the registration and transfer fee (if applicable) will be collected based on the net increase in the aggregate holdings of the two counters in the stock accounts balance of a participant in board lots of shares since the date on which fee was last collected by HKSCC.

Hotline Arrangement and Further Information

Should EPs and CPs have any questions, please contact the following hotlines:

- Trading-related issues: 2840 3626 (hotline for EPs)
- Clearing-related issues: 2979 7111 (hotline for CPs)

EPs and CPs can also refer to the Frequently Asked Questions and other information regarding the dual counter model on the HKEx website (www.hkex.com.hk/eng/market/sec_tradinfra/rmbequity/rmbequity.htm) for further details.

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