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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult an exchange participant or other securities dealer licensed as a licensed person under the Securities and Futures Ordinance, bank manager, solicitor, certified public accountant or other professional adviser.

Pursuant to Chapter 38 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Securities and Futures Commission regulates Hong Kong Exchanges and Clearing Limited in relation to the listing of its shares on The Stock Exchange of Hong Kong Limited. The Securities and Futures Commission takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

No Shareholder receiving a copy of this circular, an Election Form or a Revocation Notice in any territory outside Hong Kong may treat the same as an invitation to elect for new Shares unless in that relevant territory such invitation could lawfully be made to that Shareholder without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. It is the responsibility of any Shareholder outside Hong Kong who wishes to receive New Shares under the Scrip Dividend Scheme to comply with the laws of the relevant jurisdictions including any applicable procedures or any other similar formalities.

In particular, this circular does not constitute an offer to sell or solicitation of an offer to buy any of the Shares in the United States. The Shares may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. No public offer of the Shares is to be made in the United States.

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The logo for Hong Kong Exchanges and Clearing Limited (HKEX) features the letters 'HKEX' in a bold, blue, sans-serif font. The 'X' is stylized with a red and blue gradient.

香港交易所

香港交易及結算所有限公司

HONG KONG EXCHANGES AND CLEARING LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 388)

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**SCRIP DIVIDEND SCHEME IN RELATION TO  
THE SECOND INTERIM DIVIDEND  
FOR THE YEAR ENDED 31 DECEMBER 2019**

If you wish to receive your Second Interim Dividend wholly or partly in the form of New Shares instead of in cash, or to revoke your Permanent Election to receive your Second Interim Dividend wholly or partly in cash, you should complete the Election Form or Revocation Notice (as the case may be) in accordance with the instructions printed on it and return the completed Election Form or Revocation Notice to the Share Registrar as soon as possible so as to enable it to be received before the Closing Time.

20 March 2020

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## Definitions

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In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Board”	the board of directors of the Company;
“CCASS”	the Central Clearing and Settlement System;
“Closing Time”	the closing time for the return of the completed Election Form or Revocation Notice (as the case may be) to the Share Registrar, being 4:30 pm on Monday, 6 April 2020;
“Election Form”	the form of election for use by Shareholders who wish to receive the Second Interim Dividend wholly or partly in New Shares instead of in cash and, where applicable, to make a Permanent Election;
“Excluded Shareholders”	has the meaning given to it in section 7 of the Appendix to this circular;
“Government”	The Government of the Hong Kong Special Administrative Region of the People’s Republic of China;
“HKEX” or “Company”	Hong Kong Exchanges and Clearing Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Market Value”	the price for converting cash dividend to scrip under the Scrip Dividend Scheme, as described in section 1.2 of the Appendix to this circular;
“New Share(s)”	new fully paid Share(s) to be issued under the Scrip Dividend Scheme;
“Permanent Election”	election made by a Shareholder to receive new Shares instead of cash for all future dividends to be paid by the Company with a scrip alternative;
“Record Date”	Monday, 16 March 2020, being the date for determining Shareholders’ respective entitlements to the Second Interim Dividend;
“Revocation Notice”	the form of revocation for use by Shareholders who have previously made a Permanent Election but wish to revoke the Permanent Election and to receive the Second Interim Dividend wholly or partly in cash;
“Scrip Dividend Scheme”	the scheme under which the eligible Shareholders may elect to receive the Second Interim Dividend wholly or partly in New Shares instead of in cash;

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## Definitions

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“Second Interim Dividend”	the second interim dividend of \$2.99 per Share for the year ended 31 December 2019 payable to Shareholders whose names appeared on the Company’s register of members on the Record Date;
“SFC”	Securities and Futures Commission;
“Share(s)”	share(s) of the Company;
“Share Registrar”	Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of the Company, being a recognized exchange company under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“United States”	United States of America or any of its territories or possessions;
“\$”	Hong Kong dollar; and
“%”	per cent.

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## Timetable

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A timetable summarising the events in relation to the Second Interim Dividend is set out below:

<b>Event</b>	<b>Date</b>
Last date cum-Second Interim Dividend	Tuesday, 10 March 2020
Ex-Second Interim Dividend date	Wednesday, 11 March 2020
Closure of the Company's register of members for the purpose of determining Shareholders' respective entitlements to the Second Interim Dividend	Friday, 13 March 2020 to Monday, 16 March 2020 (both dates inclusive)
Record Date	Monday, 16 March 2020
Announcement of the Market Value (which will be available on the HKEXnews website ( <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> ) and the HKEX Group website ( <a href="http://www.hkexgroup.com">www.hkexgroup.com</a> ))	On or about Thursday, 26 March 2020
Closing Time <sup>(Note 1)</sup>	4:30 pm on Monday, 6 April 2020
Despatch of dividend warrants and/or definitive certificates for the New Shares	Wednesday, 15 April 2020
Expected first day of dealings in the New Shares	Wednesday, 15 April 2020 (subject to the proper receipt of definitive certificates for the New Shares by the relevant Shareholders)

Notes:

- (1) In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions after super typhoons" announced by the Government is/are in force in Hong Kong at or at any time prior to 4:30 pm on Monday, 6 April 2020, the closing time for returning the Election Form and Revocation Notice will be extended. Further information is set out in section 4 of the Appendix to this circular.
- (2) References to time and dates in this circular are to Hong Kong time and dates.

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## Letter from the Board

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# HKEX

## 香港交易所

香港交易及結算所有限公司

HONG KONG EXCHANGES AND CLEARING LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 388)

### Independent Non-executive Directors

Laura May-Lung CHA (Chairman)  
Apurv BAGRI  
CHAN Tze Ching, Ignatius  
CHEAH Cheng Hye  
FUNG Yuen Mei, Anita  
Rafael GIL-TIENDA  
HU Zulu, Fred  
HUNG Pi Cheng, Benjamin  
LEUNG Pak Hon, Hugo  
John Mackay McCulloch WILLIAMSON  
YIU Kin Wah, Stephen

### Registered Office

8/F, Two Exchange Square  
8 Connaught Place  
Central  
Hong Kong

### Executive Director

LI Xiaojia, Charles (Chief Executive)

20 March 2020

Dear Shareholders,

### SCRIP DIVIDEND SCHEME IN RELATION TO THE SECOND INTERIM DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2019

On 26 February 2020, the Board declared a second interim dividend of \$2.99 per Share, for the year ended 31 December 2019, which will be payable in cash with a scrip alternative to Shareholders whose names appeared on the Company's register of members on the Record Date. Pursuant to the Scrip Dividend Scheme and subject to the terms set out in this circular, the eligible Shareholders have the right to elect to receive the Second Interim Dividend wholly or partly in New Shares instead of in cash.

To facilitate Shareholders' reinvestment of their dividends into Shares, the Board has approved to offer a 3% discount on the subscription price for Shareholders who elect the scrip alternative. The Market Value for determining the scrip entitlement will be announced on the HKEX Group website and HKEXnews website on or about 26 March 2020.

Shareholders have the right to choose to receive new Shares instead of cash for all future dividends to be paid by the Company for which a scrip alternative is available, until they revoke such election by notice in writing to the Share Registrar.

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## Letter from the Board

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The scrip alternative will enable Shareholders to increase their investment in the Company without incurring brokerage fees, stamp duty and related dealing costs. To the extent that Shareholders elect to receive New Shares, the Company will benefit by retaining the cash as working capital which would otherwise be payable by way of dividends.

An Election Form is enclosed with this circular for use by Shareholders who wish to receive the Second Interim Dividend wholly or partly in New Shares instead of in cash and, where applicable, to make a Permanent Election. No Election Form is sent to those Shareholders (i) who have previously made the Permanent Election (instead a Revocation Notice is enclosed with this circular for their use, if applicable), or (ii) whose registered addresses are in the United States.

The procedures and conditions which apply to the Scrip Dividend Scheme and the actions which should be taken by Shareholders who wish to participate or withdraw from participating in the Scrip Dividend Scheme are set out in the Appendix to this circular. Please read this circular, in particular the Appendix, carefully to ascertain the action you need to take.

**No action is required by the following Shareholders:**

- (A) Shareholders who have not made a Permanent Election and wish to receive the Second Interim Dividend in cash only; and**
- (B) Shareholders who have made a Permanent Election and wish to receive the Second Interim Dividend in New Shares only.**

If you are a non-registered Shareholder, ie, your Shares are held through an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee, you will not receive the Election Form or Revocation Notice. If you wish to (i) receive New Shares instead of cash, in whole or in part, in respect of the Second Interim Dividend, (ii) receive new Shares instead of cash in respect of all future dividends to be paid by the Company or (iii) revoke your Permanent Election, please contact your intermediary or nominee directly.

Whether or not it is to your advantage to elect to receive New Shares instead of cash, in whole or in part, in respect of the Second Interim Dividend and, where applicable, to receive new Shares instead of cash in respect of all future dividends to be paid by the Company, will depend upon your own individual circumstances. Your decision in this regard, and all effects resulting from your decision are solely your responsibility and the Company does not accept any responsibility for your decision. **If you are in any doubt as to what to do, you should consult an exchange participant or other licensed securities dealer, bank manager, solicitor, certified public accountant or other professional adviser.** Shareholders who are trustees are recommended to take professional advice as to whether an election to receive New Shares is within their powers and the effect of such election having regard to the terms of the relevant trust instrument.

If you have any queries in relation to the Scrip Dividend Scheme, please contact the Share Registrar at +852 2862 8555.

Yours faithfully,  
On behalf of the Board  
**Joseph Mau**  
Group Company Secretary

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## Appendix

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### 1. DETAILS OF THE SCRIP DIVIDEND SCHEME

#### 1.1 Options

Under the Scrip Dividend Scheme, Shareholders have the following alternative choices in respect of the Second Interim Dividend. These choices are to receive the Second Interim Dividend:

- (a) in cash; or
- (b) an allotment of New Shares at the Market Value (except for adjustments for fractions) equal to the total amount of the Second Interim Dividend that such Shareholder would otherwise be entitled to receive in cash; or
- (c) partly in cash and partly in New Shares.

For the purpose of determining Shareholders' respective entitlements to the Second Interim Dividend, the Company's register of members was closed from Friday, 13 March 2020 to Monday, 16 March 2020 (both dates inclusive). The latest time by which transfers were accepted for registration for entitlement to the Second Interim Dividend was 4:30 pm on Thursday, 12 March 2020.

#### 1.2 Market Value

The Market Value for the issue of each New Share will be equivalent to 97% of the average closing price per Share as quoted on the Stock Exchange for the five (5) consecutive trading days commencing on 20 March 2020. The Market Value will be published on the HKEX Group website and HKEXnews website after close of business on or about Thursday, 26 March 2020.

The exact number of New Shares to which a Shareholder electing a scrip alternative is entitled will be determined based on the Market Value.

#### 1.3 Basis of Allotment of New Shares

The number of New Shares which an eligible Shareholder electing a scrip alternative will receive in respect of the Second Interim Dividend that he/she is entitled will be calculated as follows:

$$\begin{array}{l} \text{Number of} \\ \text{New Shares to} \\ \text{be received} \\ \text{(rounded down to} \\ \text{the nearest whole} \\ \text{number)} \end{array} = \begin{array}{l} \text{Number of registered} \\ \text{Shares held on} \\ \text{Record Date for} \\ \text{which election for} \\ \text{New Shares} \\ \text{is made} \end{array} \times \frac{\begin{array}{l} \text{Second Interim Dividend} \\ \text{per Share (\$2.99)} \end{array}}{\begin{array}{l} \text{Average closing price per Share for} \\ \text{the five consecutive trading days} \\ \text{commencing on 20 March 2020} \end{array}} \times 97\%$$

Fractional entitlements to the New Shares will not be issued, and any residual dividend entitlement will be paid in cash (rounded down to the nearest cent) to the relevant Shareholders.

### 2. ELECTION FORM

An Election Form is enclosed with this circular for use by Shareholders who wish to receive the Second Interim Dividend wholly or partly in New Shares instead of in cash. The Election Form also allows Shareholders to permanently elect to receive all future dividends in the form of new Shares in the event that a scrip alternative is offered by the Company. No Election Form is sent to those Shareholders (i) who have previously made the Permanent Election, or (ii) whose registered addresses are in the United States.

Please read carefully the instructions below and the instructions printed on the Election Form.

#### 2.1 Second Interim Dividend Election

The instructions as set out in this section and section 2.2 below are only applicable to those Shareholders who have not previously made the Permanent Election. If you have already made the Permanent Election, please read carefully the instructions set out in section 3 below.

**(a) To receive cash only**

If you wish to receive the Second Interim Dividend in cash only, no action is required. Please DO NOT return the Election Form.

**(b) To receive New Shares only**

If you wish to receive the Second Interim Dividend in New Shares only, please SIGN, DATE and RETURN the Election Form as soon as possible so as to enable it to be received by the Share Registrar before the Closing Time. Late submission of the Election Form will not be accepted.

**(c) To receive partly cash and partly New Shares**

If you wish to receive the Second Interim Dividend partly in cash and partly in New Shares, please ENTER in Box C of the Election Form the number of Shares registered in your name on the Record Date for which you wish the Second Interim Dividend to be paid to you in New Shares. Please SIGN, DATE and RETURN the Election Form as soon as possible so as to enable it to be received by the Share Registrar before the Closing Time. Late submission of the Election Form will not be accepted.

If you do not specify in your signed and returned Election Form the number of Shares for which you wish to receive the Second Interim Dividend in New Shares, or if your specified number is greater than your registered holding on the Record Date, you will be deemed to have elected to receive New Shares only in respect of ALL the Shares registered in your name on the Record Date, and you will receive the Second Interim Dividend in New Shares only.



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## Appendix

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### 2.2 Permanent Election

If you also wish to make a Permanent Election (ie, choose to receive new Shares instead of cash permanently for all future dividends to be paid by the Company after the Second Interim Dividend), please insert a tick (✓) in Box D of the Election Form, and then SIGN, DATE and RETURN the Election Form as soon as possible so as to enable it to be received by the Share Registrar before the Closing Time. Late submission of the Election Form will not be accepted.

Please note that you cannot choose to receive your future dividend entitlements partly in cash and partly in new Shares. Therefore, if you insert a tick (✓) in Box D of the Election Form, unless and until you revoke your Permanent Election by notice in writing to the Share Registrar, you will receive new Shares only in respect of all future dividends to be paid by the Company for which a scrip alternative is available. The Company will not accept any special instructions from Shareholders given in the Election Form. No election form will be sent to you if you have made the Permanent Election until such election is revoked by you.

Please note that if the Election Form is not completed correctly and/or not received by the Share Registrar before the Closing Time, all the Second Interim Dividend in respect of your shareholding will be paid in cash only, and the Permanent Election (if any) that you may have made in that Election Form will have no effect.

### 3. REVOCATION NOTICE

A Revocation Notice instead of an Election Form is enclosed with this circular for use by Shareholders who have previously made the Permanent Election. Please read carefully the instructions below and the instructions printed on the Revocation Notice.

#### (a) To receive New Shares only

If you wish to receive the Second Interim Dividend in New Shares only, no action is required. Please DO NOT return the Revocation Notice.

#### (b) To receive cash only

If you wish to receive the Second Interim Dividend in cash only, you have to revoke your Permanent Election. Please SIGN, DATE and RETURN the Revocation Notice as soon as possible so as to enable it to be received by the Share Registrar before the Closing Time. Late submission of the Revocation Notice will not be accepted.

#### (c) To receive partly cash and partly New Shares

If you wish to receive the Second Interim Dividend partly in cash and partly in New Shares, please ENTER in Box 3 of the Revocation Notice the number of Shares registered in your name on the Record Date for which you wish the Second Interim Dividend to be paid to you in New Shares. Please SIGN, DATE and RETURN the Revocation Notice as soon as possible so as to enable it to be received by the Share Registrar before the Closing Time. Late submission of the Revocation Notice will not be accepted.

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## Appendix

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If the number of Shares for which you wish to receive the Second Interim Dividend in New Shares as specified in your signed and returned Revocation Notice is greater than your registered holding on the Record Date, you will be deemed to have elected to receive New Shares only in respect of ALL the Shares registered in your name on the Record Date, and you will receive the Second Interim Dividend in New Shares only.

Please note that once you sign and return the Revocation Notice, any Permanent Election you have previously made will be voided and have no effect. However, if your Revocation Notice is not completed correctly and/or not received by the Share Registrar before the Closing Time, all the Second Interim Dividend in respect of your registered holding will be paid in New Shares in accordance with the Permanent Election that you have made. The Company will not accept any special instructions from Shareholders given in the Revocation Notice.

#### **4. HOW AND WHEN TO RETURN YOUR ELECTION FORM OR REVOCATION NOTICE**

If you need to return an Election Form or a Revocation Notice (as the case may be), you must complete it in accordance with the instructions printed on it and return it by post (using the enclosed prepaid envelope) or by hand as soon as possible to the Share Registrar so as to enable it to be received before the Closing Time.

The Closing Time will be extended, as the case may be, in accordance with (a) or (b) below if Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the Government is/are in force in Hong Kong:

- (a) at any time before 12:00 noon and no longer in force after 12:00 noon on Monday, 6 April 2020. In such a case, the closing time for the return of the Election Form and Revocation Notice will be extended to 5:00 pm on the same business day; or
- (b) at any time between 12:00 noon and 4:30 pm on Monday, 6 April 2020. In such a case, the closing time for the return of the Election Form and Revocation Notice will be extended to 4:30 pm on the next business day (excluding Saturday) where none of the above signals is hoisted or in force at any time between 9:00 am and 4:30 pm.

No acknowledgement of receipt of the Election Form or Revocation Notice will be issued. No election or revocation in respect of the Second Interim Dividend may, after the relevant Election Forms or Revocation Notices are signed and returned to the Share Registrar in accordance with the instructions printed on them, be in any way withdrawn, revoked, superseded or altered.

#### **5. CONDITION OF THE SCRIP DIVIDEND SCHEME**

The Scrip Dividend Scheme is conditional upon the SFC granting the listing of, and permission to deal in, the New Shares to be issued pursuant to the Scrip Dividend Scheme. If this condition is not satisfied, the Second Interim Dividend will then be paid wholly in cash.

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## Appendix

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### 6. EFFECT OF THE SCRIP DIVIDEND SCHEME

Shareholders should note that the New Shares to be issued under the Scrip Dividend Scheme may give rise to disclosure under the provisions of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

**Shareholders who are in any doubt about how these provisions may affect them as a result of the issue of the New Shares under the Scrip Dividend Scheme are recommended to seek their own professional advice.**

### 7. SHAREHOLDERS RESIDING OUTSIDE HONG KONG

No Shareholder receiving a copy of this circular, an Election Form or a Revocation Notice in any territory outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless in that relevant territory such invitation could lawfully be made to that Shareholder without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities.

Shareholders with registered addresses in the United States appearing on the Company's register of members on the Record Date ("Excluded Shareholders") are not permitted to participate in the Scrip Dividend Scheme and will receive the Second Interim Dividend wholly in cash. The Board has made enquiries with its legal advisers in respect of the above jurisdiction and, on the basis of the results of such enquiries, has considered the exclusion of the Excluded Shareholders to be necessary and expedient pursuant to Rule 13.36(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. No Election Form or Revocation Notice is sent to the Excluded Shareholders.

Notwithstanding the enquiries made by the Company with its legal advisers, it is the responsibility of Shareholders with a registered address outside Hong Kong or otherwise residing outside Hong Kong to consult their professional advisers as to whether they are permitted to receive New Shares under the Scrip Dividend Scheme or if any governmental or other consent is required or other formalities need to be observed, the taxation consequences of their decision and whether there are any restrictions on their handling of any New Shares so acquired (such as the sale of them). Overseas Shareholders residing in a jurisdiction where their participation in the Scrip Dividend Scheme is not permitted under the law of that place will be deemed to have received this circular, an Election Form or a Revocation Notice for information only.

### 8. LISTING AND DEALINGS

The Company has applied to the SFC for the listing of, and permission to deal in, the New Shares. It is expected that the dividend warrants and/or, subject to the SFC's approval of the above application, definitive certificates for the New Shares will be despatched by ordinary mail to the respective Shareholders concerned at their own risk on Wednesday, 15 April 2020. The New Shares will, on issue, rank equally in all other respects with the existing Shares save that they will not be eligible for the Second Interim Dividend.

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## Appendix

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Subject to the proper receipt of definitive certificates for the New Shares by the relevant Shareholders, dealings in the New Shares on the Stock Exchange are expected to commence on Wednesday, 15 April 2020.

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by Hong Kong Securities Clearing Company Limited. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their licensed securities dealers or other professional advisers for details of these settlement arrangements and how such arrangements will affect their rights and interests.

The Shares are listed, and dealt in, on the Stock Exchange. There is no other stock exchange on which the Shares are listed or dealt in or on which listing or permission to deal is being or proposed to be sought.

### **9. GENERAL**

The New Shares issued to Shareholders pursuant to an election to receive some or all of their Second Interim Dividend in New Shares may be allocated in odd lots (of fewer than a board lot of 100 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of the New Shares to be issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.