

Index

Note: Page numbers in italics refer to tables.

- 7-Eleven Malaysia, 39
- Aabar Investments, 11
- Aberdeen Asset Management, 25, 138, 169, 208
- Abu Dhabi Investment Authority (ADIA), 22, 170, 209
- Abu Dhabi, 11
- accredited investors, 14, 52, 54, 212
- acknowledgements (in the subscription agreement), 94–95, 157–164
- adjustments to cornerstone subscriptions, 85, 103–104, 212
- admission to listing, 92, 98, 154–156, 212
- Aena, 9, 20
- AEW, 137, 170, 208
- aftermarket, 7–8, 28, 30, 35, 36, 39, 42, 48, 62, 85, 106, 112, 116, 212
- aftermarket performance, 28, 112
- agent (fiduciary), 7, 47, 212
- Agricultural Bank of China (ABC), 14–15, 22, 26, 130
- AIA Group, 22–23, 130, 134, 135, 138, 170, 205
- Allianz, 15
- allocations, disclosure, 38, 48–49, 51, 53, 55, 113–114; guaranteed (or pre-agreed) allocations, 16–17, 20, 36–40, 46–48, 50, 55; institutional allocations, 103–104; retail allocations, 104; topping-up, 28, 39, 42, 48, 50, 85
- American Express, 15
- Anbang Investment, 125, 171, 205
- anchor investors, 41–42, 65, 84, 87, 111, 213
- anti-dilution rights, 18, 213
- APG Strategic Real Estate Pool, 25, 138, 171, 208
- Archer-Daniels-Midland, 15, 26, 130, 171
- asset managers, 25, 34, 116, 213
- Astro Malaysia, 39
- balloting, 104, 213
- banks (as cornerstone investors), 25
- BlackRock, 11, 25, 134, 171–172, 210
- Bloomberg, 27–28, 100
- BOC Aviation, 26–27, 127
- BOCGI (Bank of China), 25, 126, 171, 205
- BOCOM Investment (Bank of Communications), 25, 124, 125, 172, 205
- Boeing Company, 26, 127, 172
- bookbuilding, 21, 78, 82, 86–87, 91, 100, 213
- bookrunner banks (active and passive), 64–65, 213–214
- BRF, 26
- brokerage commission (or fee), 39, 91–93, 214
- Bumi Armada, 21
- Bumiputera, 24, 37
- Bursa Malaysia, 12, 14, 21, 51–53, 214
- business trusts, 3, 7, 103, 105, 214–215

- Capital Group, 25, 134, 173
Capital International, 134, 210
Capital Research, 173, 210
capital structure, 59, 80, 215
CCCC International, 126, 173, 205
CES Global (China Eastern), 125, 173–174, 205
charities, 24
Cheng Yu-tung, 23, 130, 131, 178, 193–194, 206, 207
Cheung Kong (Holdings), 23, 130, 131, 174, 205
Children's Investment Trust (The) (TCI), 10
China Chentong Holdings, 124, 205
China Development Bank Financial Leasing, 24, 31, 126
China Development Bank International, 127, 175, 205
China Everbright, 27, 195–196
China Huarong, 32
China Investment Corporation (CIC), 22, 175, 205
China Life Franklin, 127, 175–176, 205
China Life Insurance, 124, 127, 131, 176, 205
China Merchants Securities, 24, 205
China Minsheng, 178, 206
China Orient Asset Management, 126, 176, 206
China Outfitters, 111
China Postal Savings Bank, 31, 119, 124
China Railway Signal, 32
China Re, 24, 126, 176, 206
China Resources, 130, 176–177, 206
China Resources Pharmaceutical Group, 26
China Shipbuilding Industry Corporation (CSIC), 27, 31, 124, 177
China South Industries, 127, 177, 206
China State Construction Engineering Corporation (CSCE), 27, 124, 179, 206
China Travel Service (CTS), 130, 177, 206
'Chinese Walls', 69, 215
Chow Tai Fook, 23, 130, 131, 178, 206
Chua Ma-yu, 23, 134, 135, 179, 207
CIMB Principal, 25, 133, 134, 178, 207
CITIC Pacific, 23, 131, 178, 206
clawback, 36, 46, 49–50, 52, 55, 106, 215
clawback triggers, 14, 36–37, 52, 55, 215
closing (of an IPO), 46, 92–93, 95, 102, 215
CMY Capital, 23, 134, 135, 179, 207
COFCO Meat Holdings, 26
comfort letters, 60–61, 215
Compagnie Générale d'Électricité, 9
Companies Registry, 48–49, 215
compensation provisions, 20, 215
concurrent retail offering, 13, 216
conditions precedent, 49, 53, 56, 91–92, 216
confidentiality agreement, 71–77, 141–151, 216
connected/related-party transactions, 47, 55, 77, 80, 216
consequences of breach (of NDA obligations), 75, 147
conversion premium, 16–17, 216
convertible bonds, 16–17, 76, 94, 156–157, 217
cornerstone investor (definition), 217
Corporación Financiera Alba, 9
corporate investors, 26–28, 96, 116
corporate placings, 13–15
corporate structure, 59, 80
crossing (for compliance purposes), 217
currency (of subscriptions), 85, 91, 103, 120–121
DBS Bank, 25, 137, 179, 208
delivering (of securities), 17, 92–93, 105, 217
de-risking (of IPOs), 2, 31, 34, 42, 119
DFZQ, 27, 30, 125,
director nomination rights, 18, 217
disclosure (names of investors), 48–49, 53, 55, 113–114

- disclosure required by law (in the NDA), 74, 146
- discount (to the offer price), 16–17, 41, 55, 218
- dividend policy, 59, 80, 218
- ‘double dipping’, 39–40, 47–48, 91, 218
- Dow Jones index, 32
- due diligence, 30, 34, 59, 61, 66, 70, 78, 80–81, 101, 214, 218, 220, 228
- due diligence questionnaires, 80–83
- duration of confidentiality obligations, 75
- Dustin Group, 10
- Eastspring Investments (Malaysia), 133, 134, 180, 207
- Eastspring Investments (Singapore), 137, 180, 208
- Economist (The)*, 109–110, 112, 119
- Eltel, 10, 20
- Employees Provident Fund Board (EPF), 24, 38, 134, 135, 180, 207
- equity story, 59, 61–62, 78, 219
- ethics, 109–110
- Everbright Securities, 27, 124
- exclusions (in the NDA), 74, 142
- exclusivity rights (and no more favourable terms), 19, 219
- Far East Hospitality Trust, 23, 138
- Felda Global Ventures, 22, 135
- Ferrovial, 10
- Fidelity, 25, 135, 181, 206, 210
- FinanceAsia* magazine, 28, 100, 107
- financial disclosure, 59–61
- Financial Services Development Council (FSDC), 110, 112, 115, 220
- Financial Times (The)*, 28, 100
- fixed price offers, 13, 220
- follow-on equity offerings, 7, 16, 29, 31, 34, 220
- force majeure* clause, 102, 220
- Fortress Capital, 137, 181, 207
- Fortune Eris (CSSC Shipping), 126, 128, 181, 206
- Fosun International, 127, 181–182, 194, 206
- France, 14, 205
- free float, 28, 115, 220
- Fujifilm, 26, 182
- Fullerton, 27, 127, 134, 182, 208
- Glencore, 11, 32
- global-coordinator banks, 7, 35, 63–65, 220–221
- glossary (in the prospectus), 80
- Goldman Sachs, 15
- governing law, 71–72, 99, 221
- Government of Singapore Investment Corporation (GIC), 11, 22, 131, 134, 182–183, 208
- Great Eastern (OCBC), 24, 133, 183, 191, 209
- Great Wall Pan Asia, 31, 124, 183, 205
- Greenshoe, 105–106, 221
- Greentown China, 126, 183, 206
- Guangdong Hengjian Investment Holding, 26, 124, 126, 184–185, 206
- Guoco Management, 25, 130, 183–184, 206
- Haier, 184, 206
- Hang Seng index, 32, 120, 221
- ‘hard’ underwriting, 92, 101, 221
- Havas, 9
- Havenport, 25, 138, 184, 209
- hedge funds, 10, 25, 116, 222
- Henderson Land, 23, 131, 189, 206
- high and ultra-high net-worth investors, 14, 23, 52, 54, 222, 241
- Hispania Activos Inmobiliarios, 10
- HKEx News website, 88–91
- HNA Group, 31, 203, 206
- Hong Kong (Stock Exchange of), 1–2, 7–8, 11–15, 17, 26–28, 30–32, 35–37, 39–40, 45–50, 64–66, 76, 88–91, 105, 109–118, 124–131
- Hong Leong, 130, 133, 135, 185, 207

- Hony Capital, 127, 186, 206
 Hotel Properties Limited (HPL) (Ong Beng Seng), 134, 186, 209
 Hutchison Whampoa, 23, 131, 187, 206
 Hwang Investment Management (Hwang DBS/Nikko), 134, 138, 187, 207

 IHH Healthcare, 22, 23, 30, 38–39, 67, 134
 independence, from the issuer, 39, 46, 48;
 from the underwriters, 47
 independent market research (IMR) report, 80
 Indus, 25, 138, 187, 210
 Industrial and Commercial Bank of China (ICBC), 14–15, 22, 32, 131
 information rights, 19, 222
 initial public offering (definition), 222
 insurance companies (as investors), 14, 23–24, 27
 institutional investors, 13–14, 16, 21, 23–25, 27–28, 35, 45–46, 101, 103–104
 interim accounts, 60, 80, 223
 International Finance Corporation (IFC), 23, 134, 187, 210
 InvestHK, 1, 223
 investment case, 59, 62
 investment horizon, 7, 24–25, 30, 87, 223
 investor undertakings (in the NDA), 72–73, 143–145
 IPO price (paid by cornerstones), 10, 16–17
 IPO timetable, 59–61, 65, 70, 79, 224
 Irish Stock Exchange, 10

 JF Asset Management, 25, 134, 138, 187
 Joy Orient (Sino-Ocean Group), 125, 188

 Kazanah Nasional Berhad, 22, 188–189, 208
 Keck Seng, 134, 188, 208
 Kencana Capital, 26, 133, 134, 188, 208
 Kennedy Wilson, 10
 Keppel DC REIT, 25, 137
 Kerry Properties, 23, 189, 208
 key principles relating to cooperation, 15

 Kumpulan Wang Persaraan (Diperbadankan) (KWAP), 24, 130, 135, 189, 208
 Kuok Kock-nien (Robert) (and Kuok Group), 23, 131, 189, 208
 Kuwait Investment Authority, 22, 38, 130, 131, 134, 189, 207

 Lee Shau-kee, 23, 131, 189, 206
 legal framework for cornerstone investors,
 in Hong Kong, 45; in Malaysia, 51; in Singapore, 54
 Lembaga Tabung Angkatan Tentera (LTAT), 190, 208
 Lembaga Tabung Haji (LTH), 24, 133, 134, 135, 190, 208
 Lifco, 10
 Lifestyle China, 185, 206
 Li Ka-shing, 23, 130, 131, 174, 187, 205, 206
 Lion Global Investors (OCBC), 138, 191, 209
 liquidity, 28, 30–33, 62, 110, 115–116, 224
 lock-up, 7, 30, 32, 35, 39, 41, 46, 51–53, 55, 62, 70, 84, 93–94, 97, 110, 114–117, 121, 224
 London Stock Exchange, 10, 32, 51
 ‘long only’ funds, 25, 224
 Low Chee Keong, 8, 109
 LRC. Belt and Road Investment, 125, 191–192

 Madrid Stock Exchange, 10
 Malakoff, 24, 133
 Malin Corporation, 10
 management discussion and analysis (MD&A), 59, 80, 225
 material contracts, 48–49, 53–54, 80, 95, 225
 maximum price, 10, 225
 Maybank Asset Management, 25, 133, 192, 208
 memoranda of understanding (MoUs), 15
 Mercuries Life, 124, 192, 209
 Merlin Properties, 10

- Middle East, 2, 22, 29, 71, 82
 Milan Station, 37
 minimum number of public shareholders,
 13–14
 Monetary Authority of Singapore (MAS),
 54, 87–88, 100, 225
 MTR Corporation, 12
 multi-bookrunner syndicates, 67–68
 Myriad Asset Management, 25, 137, 138,
 192, 206

 naked short, 106, 225–226
 Nan Fung Group, 131, 192–193, 206
 narrative (investor description), 38, 53,
 97–98, 113, 226
 Nasdaq, 51
 Nasdaq Stockholm, 10
 negative assurance language, 60–61, 226
 negative pledge, 18–19, 226
 Netherlands (The), 25, 208
 Newton Investment Management, 134,
 193, 210
 New World Development, 23, 130, 131,
 193–194, 207
 New York Stock Exchange, 28, 51
 non-disclosure agreement (NDA), 71–77,
 141–151
 no reliance on draft offering circular /
 prospectus, 79, 88–90, 95, 226
 Nordea, 193, 209
 Norges Bank Investment Management, 22,
 193, 208
noyaux durs, 9, 14, 226
 NTUC Income, 138, 193, 209
 number of cornerstones (in an IPO), 30,
 62–63

 obligations of cornerstone investors, 38–40
 Och-Ziff, 25, 134, 194, 210
 offer information statement (OIS), 38, 54,
 100, 227

 Offers and Prospectuses Electronic
 Repository and Access (OPERA),
 87–88, 227
 Oman Investment Fund, 22, 27, 127, 194,
 208
 overhang, 32, 115, 228
 overpricing, 7, 33, 228
 oversubscription, 7, 34, 41, 49–50, 101, 228

 Paribas, 9
 Peak Re (Fosun/IFC), 194, 206
 pension funds, 24, 116, 228
 permitted disclosure (NDA), 73–74,
 145–146
 Permodalan Nasional Berhad (PNB), 24,
 134, 135, 194–195, 208
 Pershing Square, 10
 Pertubuhan Keselamatan Social (SOSCO),
 195, 208
 PICC Life, 195, 207
 pilot fishing, 11, 228
 Pinpoint Asset Management, 125, 195, 207
 placement tranche, 45, 52, 54, 228–229
 placing letters, 104, 229
 plan of distribution section (in the
 prospectus), 55, 89, 229
 post-hearing information pack (PHIP),
 89–91, 229
 pre-deal investor education (PDIE), 87, 229
 pre-IPO investors, 16–20, 229
 Prestigious Leader (China Everbright), 29,
 128, 195–196
 price caps, 10, 20
 price discovery process, 33, 230
 price sensitivity, 84, 101, 230
 pricing (of IPOs), 100–101
 principal investment, 16, 230
 prior consent clauses, 19, 231
 private banking, 25, 47, 231
 private equity, 3, 16–17, 231
 private placement exemption, 21, 62–63,
 96–97, 231
pro forma accounts, 60, 232

- professional investors, 14, 28–29, 87, 231
- profit guarantees, 18, 232
- Prudential Insurance, 27, 196, 210
- Prudential plc, 180
- public exposure, 87–88, 232
- public offers, 13–14, 16, 36–37, 50, 101, 104–105, 232
- put (or exit) options, 18, 233

- Qatar Holding LLC, 22, 135, 196, 208
- Qatar Investment Authority (QIA), 15, 22, 130, 131, 196, 208
- Qualified Institutional Buyers (QIBs), 21, 96, 233

- Rabobank Nederland, 15, 130, 196, 208
- real estate investment trusts (REITs), 3, 7, 10, 233
- Reckitt Benckiser, 26, 191
- ‘red herring’, 87, 233
- Regulation D (Reg. D), 97, 233
- Regulation S (Reg. S), 21, 75, 233–234
- representation and attendance rights, 19, 234
- representations and warranties (in the subscription agreement), by the bookrunners, 98–99, 166; by the company, 98, 164; by investors, 94–98, 157–164
- re-set, 16–17, 235
- Reuters, 1–2, 32, 101
- reverse roadshows, 83, 235
- RHB Asset Management, 25, 133, 137, 196–197, 208
- rights of first refusal (and tag along rights), 19–20, 235
- risk factors, 59, 80, 235–236
- roadshow, 17, 21, 82–83, 100, 236
- Rule 144A, 21, 75, 96, 236
- RUSAL (United Company), 109

- sale and purchase agreement, 49, 101–102, 236
- script (for approach to potential cornerstones), 69–70, 139–140, 236
- Securities and Futures Commission (Hong Kong), 45, 89–91, 175–176, 237
- Securities Commission Malaysia (*Suruhanjaya Sekuriti*), 51, 87–88, 100, 237
- sequential retail offers, 13, 237
- settlement date, 46, 56, 92–93, 102–105, 237
- Seven Group, 15, 130, 197
- Shanghai Electric, 125, 197, 207
- Shanghai International Port, 31, 124, 197–198, 207
- Shangri-La Hotels, 23, 131, 189, 208
- shareholding thresholds, 38–39, 55, 102–103, 238
- Sichuan Huifeng, 29, 128, 198–199
- signing (of subscription agreements), 86–91
- SIIC Treasury, 125, 199, 207
- Silk Road Fund, 127, 199, 207
- Sinco Pharmaceuticals, 29–30, 128
- Singapore exchange (SGX), 12–14, 35, 37–40, 54–56, 62–63, 82, 87–88, 91–92, 105, 113
- site visits, 7081–82, 238
- social security organizations, 24
- Société Générale, 9
- ‘soft’ underwriting, 45–46, 101–102, 238
- sovereign wealth funds, 22, 29, 116, 238
- Spain, 9–10
- special rights, 17–20, 239
- spin-off listings, 76–77, 239
- stabilizing manager, 106
- Standard Chartered Bank, 15, 130, 199
- State Grid Corp. of China, 31, 124, 199–200, 207
- state-owned enterprises (SOEs), 26–27, 32–33, 35, 116–117, 119
- strategic investors, 1, 15, 119, 239
- subscription agreement, 86–99, 152–168
- subscription amounts, 29, 31, 38, 52, 55, 62, 85, 103–104

- summary (in the prospectus), 80
- Sun Hung Kai Properties, 131, 200, 207
- supranational entities, 23
- Sweden, 20, 209
- Switzerland, 209

- Tang (Gordon), 23, 137, 201, 208
- targeting (of cornerstones), 62–63
- Temasek Holdings, 22, 130, 182, 201, 209
- Tewoo Investment, 128, 201
- Three Gorges Capital, 31, 126, 202, 207
- Tianfang Jincheng, 128, 202
- Tracker Fund of Hong Kong, 12
- trading (first day or start of), 7, 17, 20, 39, 42, 46, 48, 85, 92, 104, 106
- tycoons, 14, 23, 34, 113, 116, 240

- UK Listing Authority (UKLA), 51, 240
- undersubscription, 50
- underwriting, 45–46, 92, 101–102, 241
- underwriting agreement, 49, 53, 56, 92, 101–102, 241
- underwriting section (in the prospectus), 55, 89, 229
- United Kingdom, 2, 10–11, 51, 71, 209–210
- United Overseas Bank (UOB), 133, 202, 209
- United States, 2, 21, 75, 96–97, 210–211
- units (securities), 2–3, 7, 16, 36, 49, 55, 85, 103, 105, 241
- Usaha Tegas (UT Group), 134, 202, 208
- use of proceeds, 59, 80, 241
- US securities laws undertakings (in the subscription agreement), 96–97, 160–162
- valuation, 32–33, 35, 62, 69, 84, 87, 116, 241
- Value Partners, 25, 27, 125, 135, 202, 207
- veto rights, 18, 241–242

- Wall Street Journal*, 35, 100
- wealth management, 25, 242
- Webb (David), 109, 113–114
- Wellington, 25, 137, 203, 211
- Wharf (The), 23, 130, 131, 203, 207
- Wheelock, 23, 130, 131, 203, 207
- WH Group, 42, 65, 111
- Woo Kwong-chin (Peter), 23, 130, 131, 203, 207
- World Bank (The), 23, 187, 210

- Yankuang Group, 203
- Yung Chi-kin, 23, 131, 178
- Yunnan Energy Investment, 125, 172–173, 204

- Zhejiang Provincial Seaport Investment, 128, 204