Cornerstone Investors

A PRACTICE GUIDE FOR ASIAN IPOs

PHILIPPE ESPINASSE
Contents

Introduction .................................................................................................................. 1

Part 1: Key parameters ............................................................................................... 5
Chapter 1.1: What are cornerstone investors? ............................................................. 7
Chapter 1.2: From early beginnings in Europe to three key Asian jurisdictions today ........................................... 9
Chapter 1.3: Cornerstone tranches or corporate placings? ................................. 13
Chapter 1.4: Differences with pre-IPO investors ...................................................... 16
Chapter 1.5: Types of cornerstone investors and the US option ......................... 21
Chapter 1.6: Individual subscription amounts ......................................................... 29
Chapter 1.7: How many cornerstones are in an IPO? ........................................ 30
Chapter 1.8: Tranche sizes and the question of liquidity ....................................... 31
Chapter 1.9: What cornerstones bring to IPOs ....................................................... 34
Chapter 1.10: What is in it for the cornerstones? ................................................... 36
Chapter 1.11: Obligations of cornerstone investors ............................................ 38
Chapter 1.12: Anchor investors: Cornerstone investors by another name? ....... 41

Part 2: The legal framework ....................................................................................... 43
Chapter 2.1: Hong Kong ......................................................................................... 45
Chapter 2.2: Malaysia ............................................................................................ 51
Chapter 2.3: Singapore .......................................................................................... 54

Part 3: How the process works in practice ............................................................... 57
Chapter 3.1: Defining the equity story ................................................................. 59
Chapter 3.2: The initial approach .......................................................................... 60
Chapter 3.3: Targeting potential cornerstones ..................................................... 62
Chapter 3.4: Drawbacks of a ‘free-for-all’ approach ........................................... 64
| Chapter 3.5: Cornerstone marketing and multi-bookrunner syndicates | 67 |
| Chapter 3.6: The bookrunner script | 69 |
| Chapter 3.7: The non-disclosure agreement (NDA) | 71 |
| Chapter 3.8: What happens after the NDA has been signed | 78 |
| Chapter 3.9: Firming up the bids | 84 |
| Chapter 3.10: The subscription agreement | 86 |
| Chapter 3.11: Finalizing the allocations and settlement | 100 |

**Part 4: Issues associated with cornerstone investors** | 107 |
| Chapter 4.1: Ethics | 109 |
| Chapter 4.2: Cornerstone investors: A way around market forces? | 111 |
| Chapter 4.3: Disclosure | 113 |
| Chapter 4.4: The lock-up requirement | 115 |
| Chapter 4.5: Recent developments | 117 |

Conclusion | 119 |

| Appendix 1: Recent examples of cornerstone tranches in Hong Kong | 123 |
| Appendix 2: Older examples of cornerstone tranches in Hong Kong | 129 |
| Appendix 3: Recent examples of cornerstone tranches in Malaysia | 132 |
| Appendix 4: Recent examples of cornerstone tranches in Singapore | 136 |
| Appendix 5: Sample script for an initial approach to potential cornerstone investors by bookrunner banks | 139 |
| Appendix 6: Example of a non-disclosure agreement for potential cornerstone investors | 141 |
| Appendix 7: Example of an international cornerstone subscription agreement | 152 |
| Appendix 8: Selected profiles of cornerstone investors | 169 |
| Appendix 9: Target list of potential cornerstone investors (by jurisdiction) | 205 |

Glossary | 212 |
About the author | 243 |
Index | 244 |
Cornerstone investors have now been around for at least 15 years, yet very little has been written about them over that time span, bar the odd academic study or short, factual articles on individual transactions published in the media.

Despite a few attempts to introduce the concept to European markets, cornerstone investors are still essentially a phenomenon limited to three jurisdictions within Asia: Hong Kong, Malaysia, and Singapore. However, they have become so essential to the success of initial public offerings (IPOs) that I thought now was perhaps an opportune time to explain in some detail who they are, as well as the process that is used to gather from them the equity bids that make or break new listings in these marketplaces.

Even though the geographical footprint of cornerstone investors remains limited, the influence they have today on global capital markets activity cannot be ignored, not least because Hong Kong has once again become the world’s most active exchange for new equity listings, and cornerstone investors now increasingly dominate demand for IPOs there.

According to InvestHK, a government organization whose remit is to attract and retain foreign direct investment of strategic importance to the economic development of Hong Kong, in 2015, total equity funds raised through IPOs in this special administrative region (SAR) of China amounted to the equivalent of US$33.6 billion. The Stock Exchange of Hong Kong was not only the top stock exchange for IPOs for three consecutive years from 2009 to 2011, but also maintained a top five ranking in the global IPO market for the past decade, thanks almost exclusively to Chinese issuers.¹ According to Reuters, between mid-2015 and mid-2016, cornerstone accounted for about

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50 per cent or more of the deal proceeds for nine out of the top ten IPOs in the territory, underscoring the growing influence of share sales to cornerstone investors in Hong Kong IPOs.2

The institutions and corporates who act as cornerstone investors come from a wide range of jurisdictions, from the United States to the United Kingdom, continental Europe, the Middle East, and Australasia, which makes them a truly global phenomenon, well beyond the limited scope of the three markets they have now pervaded. However, cornerstone investors now increasingly come from mainland China, which is fast becoming unavoidable in the commercial and financial sphere, as China slowly, but surely, opens up to the wider world.

In a nutshell, cornerstone investors serve two functions: they de-risk equity transactions for both issuers and the underwriters and, because they are generally well-known stockholders, also encourage a wider pool of market participants to invest in new issues. In many instances, their presence (or, conversely, absence) can actually dictate the success or demise of IPOs.

As with many aspects of new listings, there is often a lot of confusion about cornerstone investors, not just in the media, but also on the part of market participants, be they issuers, investment bankers, or stock pickers. In this guide—the first of its kind—I have sought to clarify the role of cornerstone investors and how they come to subscribe in what are often (but not always) visible and prestigious equity offerings.

Just like my other non-fiction books, this guide is purely a practical one. In these pages, the reader will not find any mathematical formulae, theoretical research, or lengthy legal considerations, but instead clear explanations about the various types of cornerstones and the marketing and documentation processes that are used by investment banks and issuers to secure the commitments made by cornerstone investors, across each of the markets in which they are found.

Accordingly, I have included a wide variety of real-life examples, sample documents (such as a script for the initial approach to potential cornerstone investors, a non-disclosure agreement, and a subscription agreement, all of which were actually used in past IPOs) as well as selected profiles for some 145 institutions and corporates, most of which have already subscribed for

2. Elzio Barreto, ‘Hong Kong’s cornerstone investors dominate but drain IPOs of vitality’, Reuters, 26 June 2016.
equity securities (shares, or units in real estate investment or business trusts), in a cornerstone investor capacity. Readers will also find an investor target list, a comprehensive glossary, and an index to more easily navigate what can be a complex—and even at times daunting—subject.

With any topic related to capital markets, rules and regulations—not to mention market practice—often change. So I would caution readers to seek legal or financial advice, where appropriate, having regard to their specific circumstances. Information included in this book, while generally based on actual transactions, does not in any way convey investment, investment banking, corporate finance, legal, accounting, tax, or other regulatory advice of any kind, and no responsibility whatsoever will be accepted by the author or the publisher in this regard. It should not be relied upon, or used as a substitute for consultation with professional advisers.

As ever, whether you are a prospective IPO candidate, an equity issuer, a capital markets professional, an investment banker, a private equity practitioner, an investor, or a journalist, I am always keen to hear from you. Please do not hesitate to reach out to me through one of my websites.

I hope you will enjoy this new book and that it will contribute to better understanding of the somewhat opaque, and certainly misunderstood, world of equity issuance in Asia—and beyond.
Part 1

Key parameters
1.1

What are cornerstone investors?

Simply put, cornerstone investors are investors who subscribe for shares (or units, in the case of real estate investment trusts—REITs—or business trusts) in an IPO or follow-on equity offering, and who benefit from an allocation of stock that is pre-agreed in advance, both with the lead banks (that is, the global coordinators and bookrunners) and the issuer.

In new issues, it is well known among market participants how difficult it often is to secure a sizeable allocation in a transaction that is well oversubscribed, and therefore likely to be successful in the aftermarket (also assuming that the securities have not been overpriced, and that the book of demand includes a good proportion of ‘quality’ names, with a long-term investment horizon).

Conversely, investors often receive more than they bargained for (even when their allocation has been scaled back, as compared to their actual order) in offerings that receive poor subscription demand, and that are accordingly likely to experience a fall in the price of the securities after the start of trading.

Cornerstone investors get around the first issue by securing an allocation that is, subject to certain requirements (for example, in Hong Kong, a lock-up restricting them from selling the shares for a period of six months after an IPO), agreed at the outset, and even before the marketing process has started in earnest, so that they know exactly how much stock they will receive, irrespective of the level of subscription of a transaction.

If the bet they make is successful, this means that they will have managed to buy a large chunk of a deal that trades up after listing, potentially generating a substantial capital gain for them, or for the other investors on whose behalf they acquired the shares (as a fiduciary or agent). On the other hand, if they did not read the outcome of the transaction correctly, they could find themselves sitting on a substantial amount of securities while the price
of the latter ‘tanks’ in the aftermarket, selling at a loss, often over, or after a period of time has elapsed. In that sense, the risk they take is similar to that of other IPO investors, although it is perhaps magnified on account of the scale of the investment they make. By contrast, they often stand to make a fair bit more money than other investors in offerings that do well.

It can probably be argued that cornerstone investors generally derive proportionately more benefits than drawbacks from the practice. In 2009, Mr Low Chee Keong, an associate professor in corporate law at the Chinese University of Hong Kong and a former member of the Listing Committee of the Stock Exchange of Hong Kong, published an empirical study on cornerstone investors, in which he concluded that ‘despite the supposed risks that are assumed by cornerstone investors, the evidence suggests that these are more perceived than actual’.1

Part 2

The legal framework

In Part 2, I will summarize the key rules relating to cornerstone tranches in each of the three markets of Hong Kong, Malaysia, and Singapore. For cornerstones, Hong Kong has the most comprehensive—and restrictive—regulatory regime, while the regimes in Malaysia and Singapore are generally considered more flexible.
As compared to Malaysia and Singapore, the rules governing subscriptions by cornerstone investors in Hong Kong are relatively detailed and extensive.

In Hong Kong, the frontline regulator for IPOs is the Stock Exchange of Hong Kong, which sets out and administers the Listing Rules. A number of duties of the lead regulator for the securities industry in Hong Kong, the Securities and Futures Commission (SFC), have also effectively been delegated to the exchange.

However, the SFC still acts as a second regulator. Changes to the Listing Rules require its consent, and it is also able to comment on prospectuses and question issuers and the sponsor banks in connection with new listings. The SFC also retains investigation and enforcement powers in relation to listing matters.

At the time of writing, a proposal had been jointly tabled by the exchange and the SFC whereby the exchange’s listing department would continue to decide on ‘a large majority of initial listing applications and post-listing matters’, while the ways in which the SFC’s powers and functions are exercised and performed would be slightly enhanced. In particular, it was proposed that the SFC would now no longer look at every single IPO application as ‘a second pair of eyes’, but only focus on cases that have larger policy and market implications.

2.1.1 Offer structure and underwriting

In Hong Kong, subscriptions by cornerstone investors are part of the placement tranche, and there is therefore a de facto requirement for cornerstone offerings to be underwritten by the banks included in the syndicate of underwriters
under the institutional portion (also known in Hong Kong as the international tranche) of an IPO. Such underwriting takes place after pricing and is therefore a ‘soft’ (or settlement) underwriting only, unlike the underwriting of the retail tranche, which is made at the outset. This is different from the approach in Malaysia or Singapore where cornerstone tranches are not required to be, but in practice still are, underwritten.

As already noted in Chapter 1.10, cornerstone subscriptions remain unaffected when a clawback in favour of public offer investors is triggered.

2.1.2 Basic requirements

In summary, the involvement of cornerstone investors is allowed (although obviously not compulsory) in Hong Kong IPOs, with the following conditions:

- The cornerstone investors must buy shares at the IPO offer price.
- They must abide by a lock-up for a minimum of six months after the listing date (which is also the settlement or closing date, as well as the date when trading starts). It should be noted that, rather than being imposed by the Listing Rules, this is a contractual arrangement with the issuer and the underwriters and that, as such, it can be waived (although in practice rarely is) by the lead banks.¹
- As seen in Chapter 1.11, they do not receive any direct or indirect benefit from their involvement, other than the guaranteed allocation. In particular, no financial assistance must be granted to cornerstone investors and there must be no side letter or arrangement offering such benefits.
- They must be independent from the issuer and persons connected to the issuer (such as directors, associates, and shareholders of the issuer), although, as we will see in more detail in Section 2.1.5, ‘business partners’ of issuers and the like are acceptable as cornerstone investors.
- Details of the individual subscription, identity, and background of the cornerstone investors must all be included in the prospectus.

2.1.3 Independence from the underwriters

In Hong Kong, cornerstone investors must not be ‘connected clients’ of the underwriters, which essentially means that proprietary trading accounts of the underwriting banks cannot act as cornerstone investors, although the private banking or wealth management arms, as well as asset management divisions of underwriting banks face no such restrictions—provided that the cornerstone subscriptions are made on behalf of parties independent of the underwriters (that is, bona fide end-investors), with the banks acting as agents or fiduciaries.

In specific circumstances when an asset manager is a connected client of a lead bank that manages funds on a non-discretionary basis (that is, who only takes orders from end-investors but makes no investment decisions of its own), the risk of it leveraging its relationship with connected brokers/distributors to obtain actual or perceived preferential treatment is considered by the exchange to be low. This is because the asset manager is in such cases acting only ‘as a pass through, simply aggregating orders placed by its clients, and not exercising any decision-making authority over the size of the order or its distribution among its client accounts’. Accordingly, the exchange will look ‘through the asset manager’ and treat the underlying investors as the persons receiving the allocation.2

Conversely, when the asset manager is a connected client of a lead bank that manages funds on a discretionary basis, confirmations to the exchange and other procedures may be required to ensure that no preferential treatment for such asset manager has taken place.3

2.1.4 Prohibition on ‘double dipping’

As already mentioned in Chapter 1.11, cornerstone investors (and parties related to such cornerstone investors) must not place orders in the institutional book of demand on top of, or in addition to, their guaranteed allocations. The reason for this lies in a listing rule that prevents existing shareholders of an issuer from participating in an IPO if shares are offered to them on a preferential basis. Accordingly, cornerstone investors effectively cannot ‘have

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it both ways’, and can only receive their guaranteed subscription as part of the allocation process.

As noted above, however, they are obviously free (and generally encouraged) to place aftermarket orders, so as to top up their cornerstone allocations, which provides further support for the share price after the start of trading. If and when they do so, shares purchased as part of such ‘top-up orders’ are obviously not locked up.

2.1.5 Disclosure

Prospectuses for Hong Kong IPOs subscribed for by cornerstone investors must include a section dedicated to the cornerstone tranche, and providing information on:

- the identity of each cornerstone investor;
- the amount subscribed by each cornerstone investor, as well as the percentage of shareholding it represents (both pre- and post-exercise of the overallotment option, if any); and
- the independence of each cornerstone investor. In this respect, it should be noted that cornerstone investors that are customers, suppliers, or even joint-venture partners of an issuer are generally acceptable, provided that such arrangements are disclosed in the prospectus. In addition, while each application is considered on a case-by-case basis, the Stock Exchange of Hong Kong will also normally give its consent to connected clients of an issuer to act as cornerstone investors if it is satisfied that the allocation to such connected clients represents genuine demand for securities in an applicant, and that they have not taken (or will not take) advantage of their position to receive an allocation for their own benefit at the expense of other placees (or the public), that is, that no actual or perceived preferential treatment has been given to them. Examples of such cases are shown in Appendices 1 and 2.

It should also be noted that cornerstone subscription agreements are considered as material contracts entered into by the issuer and their terms must therefore be disclosed as such in the prospectus. This also means that

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they must be made available for inspection by the public and delivered to the Companies Registry, as and when the prospectus becomes registered.

2.1.6 Conditions precedent

In Hong Kong, subscriptions by cornerstone investors are subject to, among other things, the following conditions precedent:

- the offer price having been agreed between the issuer and the underwriters;
- the underwriting agreement for the Hong Kong public offering (that is, the retail tranche of an IPO) and the sale and purchase agreement for the international offering (the institutional tranche of the deal) being entered into, and having become effective and unconditional;
- neither of the above agreements having been terminated;
- the Listing Committee of the Stock Exchange of Hong Kong having granted the listing of, and permission to deal in the shares (or other securities, such as units) of the issuer, and such approval or permission not having been revoked;
- no laws, statutes, or legislation having been enacted or promulgated which prohibit the consummation of transactions contemplated in the Hong Kong public offering, the international offering or the relevant cornerstone subscription agreements, and there being no orders or injunctions from a court of competent jurisdiction precluding or prohibiting consummation of such transactions; and
- each of the representations, warranties, undertakings, and confirmations of the cornerstone investors in the relevant cornerstone subscription agreements being accurate and true in all material respects, and there being no material breach of these on their part.

2.1.7 Protection in the event of clawback

In all jurisdictions, shares (or other securities, such as units) may be reallocated from the institutional offer to the public offer tranche by the bookrunners, and vice versa. However, in the case of Hong Kong IPOs, such clawback mechanism happens automatically, rather than at the behest of the lead banks,
and depends on the level of oversubscription achieved by demand generated by members of the public, as we explained in Chapter 1.10.

Specifically, allocations made to cornerstone investors are not subject to clawback provisions, because they are pre-agreed and guaranteed in advance. Accordingly, only institutions placing orders in the book of demand will see the pool of shares to be allocated to them decrease in the case of strong demand by members of the public. Conversely, their allocations will be topped up if the public offer remains undersubscribed.
Part 3

How the process works in practice

Let us now turn to how the process of gathering cornerstone demand actually works. In Part 3, I will review the key steps and building blocks leading to the subscription of securities by a cornerstone until these are actually credited to its investment account, upon listing and the start of trading.

This starts with the banks pitching the opportunity to act as cornerstones to prospective investors, and this can only happen once the equity story has been clearly defined.
In order to kick off a cornerstone investor process, it is first and foremost necessary for the equity story (also known as the investment case) to have been largely finalized. This means that the prospectus (or offer document) needs to be in a reasonably well-advanced stage. In turn, it requires the lead bank(s) in charge of the marketing of the transaction to have conducted comprehensive due diligence into the affairs of the issuer, covering commercial, financial, and legal aspects. In particular, the following elements of disclosure will need to be in near-final shape before any prospective cornerstones can be approached:

- the timetable for the equity offering;
- the risk factors which may affect the business of the issuer;
- the use of proceeds (in cases where the issuer raises new money);
- the dividend policy;
- the capital structure and level of indebtedness of the issuer;
- the financials of the issuer for the period under review (which may, however, be updated at a later stage, also including a management discussion and analysis of financial condition and results of operations);
- an overview of the industry in which the issuer operates;
- the corporate structure of the group;
- a comprehensive description of the business of the company; and
- key management appointments (although the composition of the board of directors may perhaps not yet be finalized at that stage).

In most cases, it is likely that the above will require several months of work before the lead bank(s) is/are in a position to initiate contact with potential cornerstone investors. The main concern here is obviously to avoid any material changes at a later stage to what may first be presented to investors.
Part 4

Issues associated with cornerstone investors

The cornerstone process in Asia has initially worked well, ensuring the success of many transactions over a period of more than 15 years. In particular, many multibillion dollar IPOs in the region (including new listings around the US$20 billion mark by several Chinese and other regional financial institutions) would perhaps not have been possible, absent significant subscriptions by cornerstone investors.

However, the practice now increasingly raises issues, most of which are in relation to IPOs in Hong Kong.

As we saw earlier, the main reason for including cornerstone investors in capital markets transactions is to raise the confidence of the wider pool of investors, and to encourage them to participate in new issues. Effectively, by participating in IPOs, cornerstones provide leadership and momentum, that is, a form of ‘stamp of approval’ or vote of confidence.

Increasingly, however, cornerstone investors have become the only way some IPOs can be completed at all, by sourcing price-insensitive and ‘friendly’ demand, which would not otherwise be found through normal marketing channels.

While cornerstone investors always made possible the launch of more challenging offerings, especially against volatile market conditions, their presence has now become effectively de rigueur in any sizeable offering in the region, and this may not necessarily be for the better. Many market participants have therefore complained that cornerstone tranches have become too large, as brought to light by the FinanceAsia survey, previously mentioned in Chapter 1.5.

In addition, the practice raises other issues, a number of which have been picked upon by financial commentators over the years.
4.1

Ethics

There is no doubt that cornerstone investors are, in a way, ‘favoured’ by the bookrunners. They are approached at an early stage in IPOs and given the opportunity to subscribe in large amounts in these offerings, well before other investors.

And while they must abide by some additional requirements (although, in fact, very few of them in the case of IPOs in Malaysia and Singapore, as we have seen earlier), they actually pay the same price as any other investors. They are therefore part of a shortlist that benefits from a ‘first look’ opportunity, broadly equivalent to a right of first refusal, leading some observers to talk of an inside game and unfair behaviour.¹

Governance activist David Webb argued at the time of United Co. Rusal’s US$2.2 billion IPO in Hong Kong in January 2010 that ‘the presence of cornerstone investors is of no value to investment decisions’, while Low Chee Keong, an associate professor in corporate law at the Chinese University of Hong Kong, also questioned the fairness of the practice, saying that ‘it was at best difficult to justify their existence’ and that ‘at worst, one could contend that cornerstones serve primarily to prefer a select group of investors by the underwriters’, and may [even] constitute ‘a sophisticated form of bribery’.²

This concern has actually become more prevalent, given the increasing weight of cornerstone investors in new issues, and in Hong Kong more than anywhere else. In October 2016, The Economist noted that, in Hong Kong, cornerstones ‘accounted for 13 per cent of total IPO values in the first decade

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of the century’. Since then, cornerstone investment as a percentage of Hong Kong’s deal volume has steadily increased (with a small dip between 2012 and 2014), to an astonishing 60 per cent.\(^3\)

In 2014, the Financial Services Development Council (FSDC) in Hong Kong noted in a publication, that ‘in recent years, cornerstone investment has become an increasingly important part of the Hong Kong IPO process and that cornerstone investments of a combined size exceeding 70 per cent of a global offering are not unheard of’.\(^4\) We have already seen in Section 1.5.9 that such levels have even recently been exceeded on a few occasions, obviously a worrying development as far as the liquidity of new issues is concerned (and also given the requirement for a six-month lock-up in Hong Kong).

The practice is clearly not illegal, but can it really be said to be ethical?

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4. ‘Positioning Hong Kong as an international IPO centre of choice’, Hong Kong Financial Services Development Council (FSDC), June 2014.
There is now no escaping the presence of cornerstone investors in new equity offerings in some of Asia’s key markets. Once an optional device in the bookrunners’ toolkit to help them complete challenging transactions or, alternatively, a technique used by issuers to reward institutional shareholders with which they had established strategic relationships, cornerstones have now become an essential component of the offer structure to bring sizeable IPOs to market in the region.

There are several reasons behind this development.

The volatile trading environment, a legacy of the global subprime financial crisis, is probably partly to blame. The lead banks now increasingly need to rely on a core group of large allottees to de-risk equity offerings. Launching major transactions without such backing has become largely unthinkable. From a ‘nice-to-have’, cornerstones have become a ‘must-have’ feature of pretty much any deal, and especially in Hong Kong.

In effect, cornerstone tranches in Hong Kong have become a bit of a ‘magic trick’, and maybe even the only trick to getting large IPOs done in the city. The well-respected *Economist* observed, after the H-share IPO of Postal Savings Bank of China in September 2016, that ‘instead of bringing in savvy investors who might persuade others to hop aboard, [China’s] state-owned firms are cramming in other friendly state-backed investors to ensure their IPOs are successful’.1 Its columnist even added that cornerstones were ‘a classic case of China Inc. in action’ as the state was ‘shifting money from pocket to pocket . . . with limited [IPO] participation from outside investors’.

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The quality of the new issues now coming to market is perhaps also a reason for the increasingly widespread use of the practice. This is again especially true in Hong Kong, where the overwhelming majority of equity issuance in recent times has been by Chinese banks, brokers, and insurance companies. At the time of writing, the weight of the financial sector in the Hang Seng Index was almost 45 per cent. The growing issue of non-performing loans in the PRC, as well as the recurring freeze imposed by the regulatory authorities on domestic IPOs, has led many such issuers to instead seek capital in the neighbouring territory, just across the border from the Chinese mainland.

Irrespective of the industry sector, Hong Kong is also increasingly a listing venue for Chinese, rather than international, issuers. The former now account for more than 60 per cent and almost 70 per cent of the exchange’s market capitalization and equity turnover, respectively. In the first quarter of 2016, 92 per cent of the IPO funds raised in Hong Kong were by Chinese companies.2

In addition, Chinese banks and brokers, rather than members of the bulge-bracket, international houses, or local brokers, now represent the lion’s share of bookrunner roles (at least by number) in Hong Kong IPOs.

The irony is that much of the equity they contribute to raising now comes from investors from their own domestic market, rather than international investors, and that many of the former are now basically using Hong Kong, once a major marketplace for international fund managers to buy into primary issues, as a convenient conduit for such investments.

At the time of writing, there was a significant valuation gap between Chinese stocks listed in Hong Kong and their counterparts in Shanghai or Shenzhen, lending further impetus to this development.

There are signs that the Chinese authorities may be starting to recognize that the issue now needs to be addressed: in October 2016, China’s SAFE, the country’s foreign exchange regulator, started asking Chinese investors to submit requests for approval if they wanted to buy substantial amounts of Hong Kong currency for IPO investments in the city.3 Such approval,

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2. Philippe Espinasse, ‘From the Kingdom to the Middle Kingdom’, GlobalCapital, 10 May 2016.
3. Fox Hu and Steven Yang, ‘China cornerstone buyers get clearer path to Hong Kong IPOs’, Bloomberg, 1 November 2016.
however, is not needed in the case of Chinese investors who already have adequate foreign currency funds located offshore, including in Hong Kong.

With cornerstone investments largely made through subsidiaries incorporated in the British Virgin Islands, it is doubtful whether this move will actively help stem the flood of IPO investments from the mainland into Hong Kong’s new issues. Furthermore, the root of the problem probably lies more in the existence of the compulsory lock-up in Hong Kong than in cross-border fund flows regulations. Some commentators at the time went as far as to suggest that the city’s IPO market might even get a boost from these new rules, since they may smoothen the path for Chinese cornerstone investors to subscribe into Hong Kong new listings (which may now perhaps be the case under the new procedures decreed by SAFE allowing them to bypass the QDII scheme, and which came into effect in February 2017—see Chapter 4.5 above).

Cornerstone investors have served the Asian equity capital markets well, but now is perhaps the time for a rethink, and in Hong Kong more than anywhere else. The practice, however, continues to work well in Southeast Asia, not least because the rules there—and in particular the absence of a compulsory lock-up—make it much more palatable to institutional players.

As to whether cornerstones will increasingly feature (and perhaps even become regulated) in new offerings in Europe, or indeed in the US, only time will tell.

In February 2017, Snap Inc., the owner of messaging app Snapchat disclosed that it expected investors buying up to 25 per cent of its US$3.4 billion IPO to agree to be locked up for a year. This may perhaps be the start of a ‘new normal’ for new listings beyond Asia’s shores.4

Appendix 1

Recent examples of cornerstone tranches in Hong Kong
<table>
<thead>
<tr>
<th>Issuer</th>
<th>IPO size pre-Greenshoe (US$m equivalent)</th>
<th>Cornerstone investors (*indicates investors related to the issuer or to one of its shareholders)</th>
<th>Amount subscribed (US$m equivalent)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Postal Savings Bank of China (September 2016)</td>
<td>7,430</td>
<td>CSIC Investment: 2,090&lt;br&gt;Shanghai International Port: 2,044&lt;br&gt;Victory Global Group: 1,000&lt;br&gt;State Grid Overseas: 300&lt;br&gt;China Chentong Holdings: 150&lt;br&gt;Great Wall Pan Asia: 100</td>
<td><strong>5,684.0</strong></td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>Total:</strong> 5,684.0</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Number of cornerstones: 6&lt;br&gt;Percentage of IPO size: 76.5%</td>
<td></td>
</tr>
<tr>
<td>Everbright Securities (August 2016)</td>
<td>1,105</td>
<td>China Shipbuilding Capital: 184.0&lt;br&gt;CSCEC Capital (Hong Kong): 184.0&lt;br&gt;Hengjian International: 184.0&lt;br&gt;China Life: 80.0&lt;br&gt;BOCOM Investment: 50.0&lt;br&gt;Dazhong HK:* 30.0&lt;br&gt;PICA:* 30.0&lt;br&gt;Mercuries Life: 20.0</td>
<td><strong>762.0</strong></td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>Total:</strong> 762.0</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Number of cornerstones: 8&lt;br&gt;Percentage of IPO size: 69.0%</td>
<td></td>
</tr>
</tbody>
</table>

(continued on p. 125)
## Recent examples of cornerstone tranches in Hong Kong

<table>
<thead>
<tr>
<th>Issuer</th>
<th>IPO size pre-Greenshoe (US$m equivalent)</th>
<th>Cornerstone investors (*indicates investors related to the issuer or to one of its shareholders)</th>
<th>Amount subscribed (US$m equivalent)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>DFZQ</strong></td>
<td>1,000</td>
<td>Hung Jia Finance: 100.0</td>
<td>474.0</td>
</tr>
<tr>
<td><em>(June 2016)</em></td>
<td></td>
<td>BOCOM Investment: 99.0</td>
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<td></td>
<td></td>
<td>Great Boom Group: 50.0</td>
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<td></td>
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<td>Pinpoint Asset Management: 50.0</td>
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<td>CES Global Holdings: 30.0</td>
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<td>Shanghai Electric: 30.0</td>
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<td>SIIC Treasury: 30.0</td>
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<td></td>
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<td>Value Partners: 30.0</td>
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<tr>
<td></td>
<td></td>
<td>Yunnan Energy: 30.0</td>
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<td></td>
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<td>CM Securities: 25.0</td>
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<tr>
<td></td>
<td><strong>Total:</strong></td>
<td></td>
<td><strong>474.0</strong></td>
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<tr>
<td></td>
<td></td>
<td><em>Number of cornerstones:</em> 10</td>
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<tr>
<td></td>
<td></td>
<td><em>Percentage of IPO size:</em> 47.4%</td>
<td></td>
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<tr>
<td><strong>China Logistics Property Holdings</strong></td>
<td>432</td>
<td>Joy Orient: 120.0</td>
<td>220.0</td>
</tr>
<tr>
<td><em>(June 2016)</em></td>
<td></td>
<td>Anbang Investment: 60.0</td>
<td></td>
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<td></td>
<td></td>
<td>LRC. Belt and Road: 20.0</td>
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<td></td>
<td></td>
<td>China Fintech: 20.0</td>
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<td></td>
<td><strong>Total:</strong></td>
<td></td>
<td><strong>220.0</strong></td>
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<td></td>
<td><em>Number of cornerstones:</em> 4</td>
<td></td>
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<td></td>
<td><em>Percentage of IPO size:</em> 50.9%</td>
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</tbody>
</table>

(continued on p. 126)
<table>
<thead>
<tr>
<th>Issuer</th>
<th>IPO size pre-Greenshoe (US$m equivalent)</th>
<th>Cornerstone investors (*indicates investors related to the issuer or to one of its shareholders)</th>
<th>Amount subscribed (US$m equivalent)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Greentown Service Group</td>
<td>198</td>
<td>Greentown China:* 35</td>
<td>91</td>
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<tr>
<td>(June 2016)</td>
<td></td>
<td>Zhejiang Silicon Paradise: 31</td>
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<td></td>
<td></td>
<td>China Orient: 25</td>
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<td></td>
<td><strong>Total:</strong> 91</td>
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<tr>
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<td></td>
<td><strong>Number of cornerstones:</strong> 3</td>
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<td></td>
<td></td>
<td><strong>Percentage of IPO size:</strong> 46.0%</td>
<td></td>
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<tr>
<td>China Development Bank</td>
<td>795</td>
<td>Three Gorges Capital: 335.0</td>
<td>625.5</td>
</tr>
<tr>
<td>Financial Leasing</td>
<td></td>
<td>China Re Group: 95.0</td>
<td></td>
</tr>
<tr>
<td>(June 2016)</td>
<td></td>
<td>Hengjian International: 65.0</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Fortune Eris: 50.0</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>BOCGI: 41.0</td>
<td></td>
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<tr>
<td></td>
<td></td>
<td>CCCC International: 39.5</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>Total:</strong> 625.5</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>Number of cornerstones:</strong> 6</td>
<td></td>
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<tr>
<td></td>
<td></td>
<td><strong>Percentage of IPO size:</strong> 78.7%</td>
<td></td>
</tr>
<tr>
<td>Issuer</td>
<td>IPO size pre-Greenshoe (US$m equivalent)</td>
<td>Cornerstone investors (*indicates investors related to the issuer or to one of its shareholders)</td>
<td>Amount subscribed (US$m equivalent)</td>
</tr>
<tr>
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<td>-------------------------------------</td>
</tr>
</tbody>
</table>
| BOC Aviation (May 2016) | 1,121                                    | China Investment Corporation: 99.5  
Silk Road Fund: 99.5  
China Development Bank: 59.7  
China Life Franklin AM: 49.7  
Oman Investment Fund: 49.7  
Hony Capital: 49.7  
Elion Resources: 49.8  
Fullerton: 37.8  
Fosun International: 34.8  
The Boeing Company: 29.8  
China South Industries: 29.8 | **Total:** 589.8  
Number of cornerstones: 11  
Percentage of IPO size: 52.6% |
| Yadea Group Holdings (May 2016) | 165                                     | Keenway International: 20.0  
Kunsheng Investment: 10.0 | **Total:** 30.0  
Number of cornerstones: 2  
Percentage of IPO size: 18.2% |
| Nameson Holdings (March 2016) | 77                                      | Fast Retailing:* 9.0  
Shima Seiki: 5.0  
Talent Charm: 5.0 | **Total:** 19.0  
Number of cornerstones: 3  
Percentage of IPO size: 24.7% |

(continued on p. 128)
<table>
<thead>
<tr>
<th>Issuer</th>
<th>IPO size pre-Greenshoe (US$m equivalent)</th>
<th>Cornerstone investors (*indicates investors related to the issuer or to one of its shareholders)</th>
<th>Amount subscribed (US$m equivalent)</th>
</tr>
</thead>
</table>
| China Zheshang Bank Co., Ltd. (March 2016)    | 1,675                                    | Zhejiang Provincial Seaport: 508.0  
Yancoal International: 203.0  
Shaoxing Lingyan: 127.0  
Shenwan Hongyuan: 100.0  
Alipay: 30.0  
**Total:** 968.0  
**Number of cornerstones:** 5  
**Percentage of IPO size:** 57.8% |                                    |
| Bank of Tianjin Co., Ltd. (March 2016)        | 943                                      | Fortune Eris: 270.0  
Sinotak: 100.0  
Tewoo Investment: 50.0  
Tianfang Jincheng:* 50.0  
Ruifuxiang Investment: 30.0  
Teda HK:* 30.0  
Hui Ding: 30.0  
**Total:** 560.0  
**Number of cornerstones:** 7  
**Percentage of IPO size:** 59.4% |                                    |
| Sinco Pharmaceuticals Holdings Limited (February 2016) | 41                                       | Prestigious Leader: 6.4  
Sichuan Huifeng:* 5.0  
**Total:** 11.4  
**Number of cornerstones:** 2  
**Percentage of IPO size:** 27.8% |                                    |
Philippe Espinasse spent almost two decades working as a senior investment banker in the US, Europe, and Asia. He now lives in Hong Kong, where he writes and works as an independent consultant.

He is also an honorary lecturer in the Faculty of Law of the University of Hong Kong and sits on the board of a financial institution listed on the Taiwan Stock Exchange as an independent, non-executive director, chairman of the audit committee, and a member (former chairman) of the remuneration committee.

He has published several books on IPOs and has contributed articles to a variety of newspapers and magazines, including The Wall Street Journal, South China Morning Post, Nikkei Asian Review, China Economic Review, and the website of BBC News. He pens the ‘Clawback’ column on Asian equity capital markets for Euromoney’s GlobalCapital.

He has also published two novels, Hard Underwriting and The Traveler, both thrillers set in contemporary Hong Kong.

Philippe may be contacted through his websites, www.ipo-book.com (which includes a blog on equity capital markets news and developments) and www.philippe-espinasse.com.
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
Index

Capital Group, 25, 134, 173
Capital International, 134, 210
Capital Research, 173, 210
capital structure, 59, 80, 215
CCCCC 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 Leong, 130, 133, 135, 185, 207
Index

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
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 cornerstone), 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
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
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
‘ssoft’ 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

Index

professional investors, 14, 28–29, 87, 231
profit guarantees, 18, 232
Prudential Insurance, 27, 196, 210
Prudential plc, 180
public exposure, 87–88, 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