

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 announcement, 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 announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Bonds and the Shares have not been and will not be registered under the United States Securities Act of 1933, as amended, or the securities laws of any other jurisdiction, and, subject to certain exceptions, may not be offered or sold within the United States.

**HKEx INTERNATIONAL LIMITED**

(Incorporated in Hong Kong with limited liability)

**US\$500,000,000 0.50 per cent Guaranteed Convertible Bonds due 2017**

(Stock Code: 4575)

**unconditionally and irrevocably guaranteed by**



**Hong Kong Exchanges and Clearing Limited**  
**香港交易及結算所有限公司**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 388)

**PARTIAL CANCELLATION OF THE BONDS DUE TO CONVERSION**

Reference is made to the announcement made by Hong Kong Exchanges and Clearing Limited (“HKEx” or “Guarantor”) and HKEx International Limited (“Issuer”) jointly on 24 April 2015 in relation to an aggregate principal amount of US\$167,879,000 (approximately HK\$1,301,582,674.90), representing approximately 33.58 per cent of the initial aggregate principal amount of the US\$500,000,000 0.50 per cent convertible bonds due 2017 (“Bonds”) constituted under the trust deed dated 23 October 2012 (as amended and restated effective 17 December 2012), which had been converted and cancelled in accordance with the terms and conditions thereof.

Pursuant to Rule 37.48(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Issuer and the Guarantor jointly announce that, as at the date of this announcement, an aggregate principal amount of US\$218,843,000 (approximately HK\$1,696,711,663.30), representing approximately 43.77 per cent of the initial aggregate principal amount of the Bonds, had been converted at the prevailing adjusted conversion price of HK\$157.62 per HKEx share (“Share”) and cancelled in accordance with the terms and conditions of the Bonds upon the exercise of the conversion rights by the bondholders. As a result, a total number of 10,764,556 Shares, representing approximately 0.92 per cent of the total Shares in issue as at 31 March 2015 (1,168,309,636 Shares), have been issued and credited as fully paid.

As at the date of this announcement, the aggregate principal amount of the Bonds remaining outstanding is US\$281,157,000 (approximately HK\$2,179,838,336.70) (“Outstanding Bonds”), representing approximately 56.23 per cent of the initial aggregate principal amount of the Bonds. The maximum number of Shares to be issued by the Guarantor upon full conversion of the Outstanding Bonds at the prevailing adjusted conversion price of HK\$157.62 per Share (subject to adjustments) is 13,829,706 Shares, representing approximately 1.18 per cent of the total Shares in issue as at 31 March 2015.

Pursuant to Rule 37.48(a) of the Listing Rules, the Issuer and the Guarantor will make further announcements for every subsequent 5 per cent interval of the initial aggregate principal amount of the Bonds which had been converted and cancelled in accordance with the terms and conditions of the Bonds.

The translation of US\$ into HK\$ throughout this announcement is based on the exchange rate of US\$1.00 to HK\$7.7531 and, unless otherwise stated, are provided for information purposes only.

By order of the Board  
**HKEx International Limited**  
Joseph Mau  
Company Secretary

By order of the Board  
**Hong Kong Exchanges and Clearing Limited**  
Joseph Mau  
Company Secretary

Hong Kong, 30 April 2015

As at the date of this announcement, the Issuer’s board of directors comprises 3 directors, namely, Mr LI Xiaojia, Charles, Mr Paul Michael KENNEDY and Mr Romnesh LAMBA.

As at the date of this announcement, HKEx’s board of directors comprises 12 Independent Non-executive Directors, namely Mr CHOW Chung Kong (Chairman), Mr CHAN Tze Ching, Ignatius, Mr Timothy George FRESHWATER, Ms FUNG Yuen Mei, Anita, Mr Rafael GIL-TIENDA, Mr John Barrie HARRISON, Dr HU Zulu, Fred, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mrs LEUNG KO May Yee, Margaret, Mr John Mackay McCulloch WILLIAMSON and Mr WONG Sai Hung, Oscar, and one Executive Director, Mr LI Xiaojia, Charles, who is also HKEx’s Chief Executive.