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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)

CANCELLATION OF THE BONDS DUE TO CONVERSION
AND
FULL CONVERSION OF OUTSTANDING BONDS

Reference is made to the announcements made by Hong Kong Exchanges and Clearing Limited (“HKEx” or “Guarantor”) and HKEx International Limited (“Issuer”) jointly (i) on 9 June 2015 in relation to an aggregate principal amount of US\$447,360,000 (approximately HK\$3,468,426,816), representing approximately 89.47 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 of the Bonds (“Conditions”); and (ii) on 13 May 2015 in relation to the Issuer’s exercise of its early redemption option under Condition 8.2 to redeem all the outstanding Bonds, in whole, on 22 June 2015 (“Early Redemption Announcement”).

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\$488,370,000 (approximately HK\$3,786,381,447), representing approximately 97.67 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 Conditions upon the exercise of the conversion rights by the bondholders. As a result, a total number of 24,022,166 Shares, representing approximately 2.01 per cent of the total Shares in issue as at the date of this announcement (1,196,864,109 Shares), have been issued and credited as fully paid.

As announced in the Early Redemption Announcement, the bondholders’ rights to convert the Bonds into Shares expired on 10 June 2015. As at the date of this announcement, all the remaining bondholders holding the outstanding principal amount of US\$11,630,000 (approximately HK\$90,168,553) have applied to convert their holdings into Shares. As a result, a further 572,059 Shares, representing approximately 0.05 per cent of the total Shares in issue as at the date of this announcement, will be issued and credited as fully paid upon completion of the conversion and allotment process.

An application will be made by the Issuer to the Securities and Futures Commission (“SFC”) for the withdrawal of the listing of the Bonds on The Stock Exchange of Hong Kong Limited. A further announcement about the delisting of the Bonds will be made upon receiving the SFC’s approval.

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

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Hong Kong Exchanges and Clearing Limited
Joseph Mau
Company Secretary

Hong Kong, 11 June 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 Zuli, 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.