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
(Stock Code: 388)

(Cancelled)

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
(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

By order of the Board
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 Zuliu, 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.