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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)

PLACING AND ISSUE OF SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that approval has been obtained from the SFC for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange, and the completion of the Placing is expected to take place on 7 December 2012 in accordance with the terms and conditions of the Placing Agreement.

Reference is made to the Company's announcement dated 30 November 2012 in relation to the Placing (the "**Placing Announcement**"). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Placing Announcement.

The Board is pleased to announce that approval has been obtained from the SFC for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange, and the completion of the Placing is expected to take place on 7 December 2012 in accordance with the terms and conditions of the Placing Agreement.

Upon the completion of the Placing, an aggregate of 65,705,000 Placing Shares, representing approximately 5.71% of the enlarged total issued share capital of the Company, will be issued and allotted by the Company to the Placees at the Placing Price of HK\$118.00 per Share.

The Placing Shares have been offered and sold to no less than six independent Placees (who are professional, institutional or other investors). To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the Placees (and their ultimate beneficial owners) are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules); and (ii) none of the Placees will become a substantial shareholder (as defined in the Listing Rules) of the Company immediately after the completion of the Placing.

Upon the completion of the Placing, the Placing Shares will be issued and allotted under the General Mandate.

The net proceeds raised from the Placing, after deducting all expenses incidental to the Placing, amount to approximately HK\$7,708,803,795. The net Placing Price is approximately HK\$117.32 per Share.

The following table illustrates the shareholding structure of the Company immediately (i) before the completion of the Placing; and (ii) after the completion of the Placing (by reference to the information on shareholdings available to the Company as at the date of this announcement):

<u>Name of Shareholders</u>	<u>Immediately before the completion of the Placing</u>		<u>Immediately after the completion of the Placing</u>	
	<u>Number of Shares</u>	<u>% of total issued Shares</u>	<u>Number of Shares</u>	<u>% of total issued Shares</u>
The Government of the Hong Kong Special Administrative Region (for the account of the Exchange Fund)	62,919,500 ^{Note 1}	5.80%	66,730,300 ^{Note 2}	5.80%
Placees	0	0%	61,894,200 ^{Note 2}	5.38%
Other public Shareholders	1,021,137,587	94.20%	1,021,137,587	88.82%
Total issued Shares	1,084,057,087	100.00%	1,149,762,087	100.00%

Notes:

1. Based on a disclosure of interest filing made by the Hong Kong Government on 10 September 2007 which it stated was voluntary.
2. The total number of Placing Shares is 65,705,000 which includes 3,810,800 Placing Shares subscribed by the Hong Kong Government on 30 November 2012.

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

Hong Kong, 6 December 2012

As at the date of this announcement, the Board comprises 12 Independent Non-executive Directors, namely, Mr CHOW Chung Kong (Chairman), Mr Ronald Joseph ARCULLI, Mr CHAN Tze Ching, Ignatius, Mr Timothy George FRESHWATER, Mr John Barrie HARRISON, Mr HUI Chiu Chung, Stephen, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mr LEE Tze Hau, Michael, Mr John Estmond STRICKLAND, 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.