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VOLUNTARY ANNOUNCEMENT

**(1) RESULTS OF EXCHANGE OFFER FOR OUTSTANDING
U.S.\$350,000,000 6.375% GUARANTEED NOTES DUE 2017 (STOCK CODE: 4567)
AND
(2) PRICING OF THE U.S.\$361,639,000 4.75% GUARANTEED NOTES
DUE 2021 ISSUED BY SUN HUNG KAI & CO. (BVI) LIMITED AND
GUARANTEED BY THE COMPANY UNDER THE
U.S.\$2,000,000,000 GUARANTEED MEDIUM TERM NOTE PROGRAMME**

Joint Global Coordinators

UBS

AMTD

J.P. Morgan

Joint Dealer Managers and Joint Bookrunners

UBS

AMTD

J.P. Morgan

**Standard
Chartered Bank**

Co-Managers

China Everbright Securities (HK) Limited

SHK Financial

Reference is made to the announcements by the Company dated 6 May 2016 and 12 May 2016 relating to the Exchange Offer.

The Issuer and the Company hereby announce that the pricing details and results of the Exchange Offer which commenced on 6 May 2016 and expired on the Offer Expiration Date, are as follows:

New Issue Size: U.S.\$361,639,000

New Issue Price: 100%

New Issue Interest Rate: 4.75% per annum.

Exchange Ratio: 1.05375

U.S.\$115,491,000 of the principal amount of Existing Notes, representing approximately 33% of the total aggregate principal amount of Existing Notes outstanding, has been validly submitted and accepted by the Issuer for exchange for the New Notes and not withdrawn pursuant to the terms and conditions of the Exchange Offer. Following settlement of the Exchange Offer, U.S.\$234,509,000 of the aggregate principal amount of Existing Notes will remain outstanding.

The aggregate exchange consideration expected to be paid by the Issuer to the Eligible Holders whose Existing Notes have been validly tendered for exchange and accepted in the Exchange Offer will consist of the Exchange Offer Consideration in an aggregate amount of U.S.\$121,639,000, an aggregate Cash Rounding Amount of U.S.\$59,641.25 and the Existing Notes Accrued Interest Payment in an aggregate amount of U.S.\$1,329,349.51. All Existing Notes that were validly tendered for exchange and accepted in the Exchange Offer will be settled on the Settlement Date.

On 23 May 2016, the Issuer, the Company and the Managers further entered into the Subscription Agreement in connection with the issue of the Additional Notes under the Programme. The Issuer will separately issue Additional Notes in an aggregate principal amount of U.S.\$240,000,000 (which forms part of the New Issue Size), which upon issuance, will form a single series with and have the same terms and conditions as the New Notes. Upon settlement of the Additional Notes, the aggregate principal amount of the New Notes and the Additional Notes will be U.S.\$361,639,000.

Neither the New Notes nor the Additional Notes is an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration. The New Notes, Additional Notes and the guarantee relating thereto have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state security laws. This announcement may not be sent or given to a person in the United States or otherwise to any person other than in an offshore transaction in accordance with Regulation S.

The Issuer will seek a listing of, and permission to deal in, the New Notes and the Additional Notes by way of debt issues to “professional investors” on the Stock Exchange. An application will be made for the listing of the New Notes and the Additional Notes on the Stock Exchange. Quotation of the New Notes and the Additional Notes on the Stock Exchange is not to be taken as an indication of the merits of the Issuer, the Company, the New Notes or the Additional Notes.

Completion of the Subscription Agreement is subject to the satisfaction and/or waiver of the conditions precedent therein. In addition, the Subscription Agreement may be terminated in certain circumstances.

The issue of the New Notes and the Additional Notes are subject to completion. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.

FINAL RESULTS OF THE EXCHANGE OFFER AND ISSUE OF ADDITIONAL NOTES

The Issuer and the Company hereby announce that the final pricing details and results of the Exchange Offer which commenced on 6 May 2016 and expired on the Offer Expiration Date, are as follows:

New Issue Size: U.S.\$361,639,000

New Issue Price: 100%

New Issue Interest Rate: 4.75% per annum.

Exchange Ratio: 1.05375

U.S.\$115,491,000 of the principal amount of Existing Notes, representing approximately 33% of the total aggregate principal amount of Existing Notes outstanding, has been validly submitted and accepted by the Issuer for exchange for the New Notes and not withdrawn pursuant to the terms and conditions of the Exchange Offer. Following settlement of the Exchange Offer, U.S.\$234,509,000 of the aggregate principal amount of Existing Notes will remain outstanding.

The aggregate exchange consideration expected to be paid by the Issuer to the Eligible Holders whose Existing Notes have been validly tendered for exchange and accepted in the Exchange Offer will consist of the Exchange Offer Consideration in an aggregate amount of U.S.\$121,639,000, an aggregate Cash Rounding Amount of U.S.\$59,641.25 and the Existing Notes Accrued Interest Payment in an aggregate amount of U.S.\$1,329,349.51. All Existing Notes that were validly tendered for exchange and accepted in the Exchange Offer will be settled on the Settlement Date.

On 23 May 2016, the Issuer, the Company and the Managers further entered into the Subscription Agreement in connection with the issue of the Additional Notes under the Programme. The Issuer will separately issue Additional Notes in an aggregate principal amount of U.S.\$240,000,000 (which forms part of the New Issue Size), which upon issuance, will form a single series with and have the same terms and conditions as the New Notes. Upon settlement of the Additional Notes, the aggregate principal amount of the New Notes and the Additional Notes will be U.S.\$361,639,000.

PRINCIPAL TERMS OF THE NEW NOTES AND THE ADDITIONAL NOTES

New Issue Size

Subject to certain conditions to completion, the Issuer will issue the New Notes and Additional Notes in the aggregate principal amount of U.S.\$121,639,000 and U.S.\$240,000,000 respectively, which will mature on 31 May 2021, unless earlier redeemed pursuant to the terms hereof.

New Issue Price

The offering price of each of the New Notes and the Additional Notes will be 100% of the principal amount of the New Notes.

New Issue Interest Rate

The New Notes and the Additional Notes will bear interest from and including 31 May 2016 at a rate of 4.75% per annum, payable semi-annually in arrears on 31 May and 30 November of each year, beginning on 30 November 2016.

Form and Denomination

The New Notes and the Additional Notes will each be issued in registered form in denominations of U.S.\$200,000 each and integral multiples of U.S.\$1,000 in excess thereof.

PROPOSED USE OF PROCEEDS IN RELATION TO THE ADDITIONAL NOTES

The Issuer estimates that the net proceeds from the issue of the Additional Notes will be approximately U.S.\$236,787,100. The Issuer intends to use the net proceeds from the issue of the Additional Notes for general corporate purposes.

LISTING

The Issuer will seek a listing of, and permission to deal in, the New Notes and the Additional Notes by way of debt issues to “professional investors” on the Stock Exchange. An application will be made for the listing of the New Notes and the Additional Notes on the Stock Exchange. Quotation of the New Notes and the Additional Notes on the Stock Exchange is not to be taken as an indication of the merits of the Issuer, the Company, the New Notes or the Additional Notes.

INFORMATION ABOUT THE COMPANY

The Company is incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange. The principal business activity of the Company is investment holding and the principal business activities of its major subsidiaries are structured finance, consumer finance, mortgage loans and principal investments.

GENERAL

This announcement is not an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or elsewhere. No securities of the Issuer or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act, or the securities laws of any state of the United States or other jurisdiction and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities laws. Any public offering of securities to be made in the United States will be made by means of a prospectus, which prospectus will contain detailed information about the Issuer making the offer and its management and financial statements. No public offering of securities is being or will be made in the United States or any other jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. Forward-looking statements in this announcement, including, among others, those statements relating to the Exchange Offer are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price of notes, changes in the business and financial condition of the Company and its subsidiaries and changes in the capital markets in general.

Neither the New Notes nor the Additional Notes is an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration. The New Notes, Additional Notes and the guarantee relating thereto have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state security laws. This announcement may not be sent or given to a person in the United States or otherwise to any person other than in an offshore transaction in accordance with Regulation S.

Completion of the Subscription Agreement is subject to the satisfaction and/or waiver of the conditions precedent therein. In addition, the Subscription Agreement may be terminated in certain circumstances.

The issue of the New Notes and the Additional Notes is subject to completion. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Additional Notes”	the additional U.S.\$240,000,000 in aggregate principal amount of 4.75% notes to be issued by the Issuer and guaranteed by the Company on the Settlement Date and which, if issued, shall be issued on identical terms as, and from a single series with, the New Notes
“Board”	the board of Directors
“Cash Rounding Amount”	U.S.\$59,641.25, being the aggregate amount in cash (rounded down to the nearest U.S.\$0.01 with half a cent being rounded upward) to be paid by the Issuer to Eligible Holders (whose Existing Notes have been validly submitted and accepted by the Issuer for exchange) on the Settlement Date for any fractional principal amount of New Notes such Eligible Holders would otherwise be entitled to receive as a result of the application of the Exchange Ratio that is not equal to an integral multiple of U.S.\$1,000
“Clearing Systems”	Euroclear and Clearstream, and “Clearing System” means any one of them
“Clearstream”	Clearstream Banking S.A.
“Company”	Sun Hung Kai & Co. Limited, a company incorporated under the laws of Hong Kong
“Directors”	directors of the Company
“Eligible Holders”	eligible holders who are located outside the United States (as those terms are defined in Regulation S under the U.S. Securities Act) and hold the Existing Notes through Euroclear, Clearstream or certain fiduciaries holding accounts for the benefit of persons outside the United States (as those terms are defined in Regulation S under the U.S. Securities Act) and holding the Existing Notes through the relevant Clearing System
“Euroclear”	Euroclear Bank SA/NV

“Existing Notes”	U.S.\$350,000,000 in aggregate principal amount of 6.375% notes due 2017 (Common Code: 079833282; ISIN: XS0798332820) issued by the Issuer, guaranteed by the Company and listed on the Stock Exchange
“Exchange Offer”	the offer made by the Company upon the terms and subject to the conditions set forth in the Exchange Offer Memorandum
“Exchange Offer Consideration”	U.S.\$121,639,000, being an aggregate principal amount of New Notes (rounded down, if applicable, to the nearest U.S.\$1,000) equal to: (i) the aggregate principal amount of the Existing Notes held by such Eligible Holders that are validly submitted and accepted for exchange multiplied by (ii) the Exchange Ratio (expressed as a percentage), on the terms and subject to the conditions set out in the Exchange Offer Memorandum
“Exchange Offer Memorandum”	the exchange offer memorandum, dated 6 May 2016 in relation to the Exchange Offer
“Exchange Offer Price”	U.S.\$1,053.75 per U.S.\$1,000 in principal amount of the Existing Notes
“Exchange Ratio”	1.05375, being the ratio between the Exchange Offer Price and the New Issue Price, rounded to 5 decimal places, which thereby determines the principal amount of New Notes to be received in exchange for the relevant principal amount of Existing Notes accepted for exchange by the Issuer
“Existing Notes Accrued Interest Payment”	U.S.\$1,329,349.51, being the cash (rounded to the nearest U.S.\$0.01 per U.S.\$1,000 principal amount, with half a cent rounded upwards) equal to the accrued and unpaid interest in respect of the Existing Notes (validly submitted and accepted for exchange) from the most recent interest payment date to, but not including, the Settlement Date, payable in U.S.\$, and calculated based on the provisions of the relevant Existing Notes
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuer”	Sun Hung Kai & Co. (BVI) Limited, a company incorporated in the British Virgin Islands with limited liability, and a wholly-owned subsidiary of the Company

“Managers”	UBS AG Hong Kong Branch, AMTD Asset Management Limited, J.P. Morgan Securities plc, Standard Chartered Bank, China Everbright Securities (HK) Limited and Sun Hung Kai Investment Services Limited
“New Issue Interest Rate”	4.75% per annum, being the interest rate payable on the New Notes and the Additional Notes
“New Issue Price”	100%, being the price at which the New Notes and the Additional Notes will be issued
“New Issue Size”	U.S.\$361,639,000, being the aggregate principal amount of New Notes and Additional Notes to be issued
“New Notes”	the U.S.\$121,639,000 in aggregate principal amount of 4.75% notes due 2021, to be issued by the Issuer and guaranteed by the Company, to be exchanged in accordance with the Exchange Offer for those Existing Notes (validly submitted and accepted for exchange) by the Issuer on the Settlement Date
“Offer Expiration Date”	5:00 p.m., CET, 20 May 2016
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Programme”	the U.S.\$2,000,000,000 guaranteed medium term note programme of the Issuer and guaranteed by the Company
“Regulation S”	Regulation S under the U.S. Securities Act
“Settlement Date”	expected to be on 31 May 2016
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 23 May 2016 entered into between the Issuer, the Company and the Managers

“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	United States Securities Act of 1933, as amended
“U.S.\$”	United States dollar, the lawful currency of the United States
“%”	per cent.

On behalf of the Board
Sun Hung Kai & Co. Limited
Peter Anthony Curry
Executive Director

Hong Kong, 24 May 2016

As at the date of this announcement, the Board comprises: Executive Directors: Messrs. Lee Seng Huang, Simon Chow Wing Charn and Peter Anthony Curry; Non-Executive Director: Mr. Jonathan Andrew Cimino (Mr. Joseph Kamal Iskander as his alternate) and Independent Non-Executive Directors: Mr. David Craig Bartlett, Mr. Alan Stephen Jones, Ms. Jacqueline Alee Leung and Mr. Peter Wong Man Kong