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## NOTICE ON

### THE STOCK EXCHANGE OF HONG KONG LIMITED



**AMTD GROUP COMPANY LIMITED**  
(the "Company")

*(Incorporated in the British Virgin Islands with limited liability)*

**U.S.\$200,000,000 7.625 per cent. Senior Perpetual Securities (ISIN: XS1619157859)**  
**(Stock code: 5222) (the "Existing Securities")**

**under the U.S.\$1,000,000,000 Medium Term Note Programme**

### INVITATION BY



**AMTD INTERNATIONAL INC.**

(NYSE: HKIB / SGX: HKB)

*(Company Registration Number: 347917)*

*(Incorporated in the Cayman Islands as an exempt company on 4 February 2019)*

**(the "Offeror")**

**to the Holders of the Existing Securities to Offer to Exchange  
any and all of their Existing Securities**

**for (1) New U.S. Dollar Denominated Fixed Rate Senior Perpetual Securities (the "New U.S. Dollar Securities") and/or (2) New Singapore Dollar Denominated Fixed Rate Senior Perpetual Securities (the "New Singapore Dollar Securities" and, together with the New U.S. Dollar Securities, the "New Securities") to be issued by the Offeror**

**EXCHANGE OFFER RESULTS ANNOUNCEMENT**

Reference is made to the announcements of the Company on 23 April 2020 and 28 April 2020 (together, the "**Announcements**"). Unless otherwise defined, capitalised terms in this announcement will have the same meaning as those defined in the Announcements.

The Offeror hereby announces that as at the Expiration Time, U.S.\$49,230,000 in aggregate principal amount of the Existing Securities, representing approximately 40.02 per cent. of the aggregate principal amount of the outstanding Existing Securities, had been validly tendered for exchange pursuant to the Exchange Offer and U.S.\$38,920,000 in aggregate principal amount of the Existing Securities were Offered for Exchange pursuant to a U.S. Dollar Exchange Instruction and U.S.\$10,310,000 in aggregate principal amount of the Existing Securities were Offered for Exchange pursuant to a Singapore Dollar Exchange Instruction.

The Offeror will make a further announcement on or around the Results Announcement Date, where the Offeror is expected to announce (i) whether valid Offers to Exchange pursuant to the Exchange Offer are accepted by the Offeror, (ii) the New Issue Amount, the New Issue Price and the New Issue Distribution Rate for each series of New Securities and (iii) the applicable conversion rate from Singapore Dollars to U.S. Dollars for the calculation of the Cash Rounding Amount.

#### **DISCLAIMERS AND OTHER INFORMATION**

Questions and requests for assistance in connection with (i) the Exchange Offer may be directed to the Joint Dealer Managers and (ii) the delivery of Exchange Instructions may be directed to the Information and Exchange Agent, the contact details for each of which are on the end of this announcement.

The Exchange Offer is not being made, and will not be made, directly or indirectly, in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Existing Securities may not be Offered for Exchange by any such use, means, instrumentality of facility from or within the United States or by persons located or resident in the United States (as defined in Regulation S under the Securities Act) or to U.S. persons (as defined in Regulation S under the Securities Act). Accordingly, copies of the Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to U.S. persons. Any purported Offers to Exchange Existing Securities resulting directly or indirectly from a violation of these restrictions will be invalid, and any purported Offer to Exchange made by a person located in the United States, a U.S. person, any person acting for the account or benefit of a U.S. person, or any agent, fiduciary or other Intermediary (as defined in the Exchange Offer Memorandum) acting on a non-discretionary basis for a principal giving instructions from within the United States or for a U.S. person will be invalid and will not be accepted.

**THE EXCHANGE OFFER IS AVAILABLE ONLY TO PERSONS THAT ARE NOT (I) U.S. PERSONS AND (II) LOCATED IN THE UNITED STATES. EACH HOLDER OF EXISTING SECURITIES PARTICIPATING IN THE EXCHANGE OFFER WILL BE DEEMED TO REPRESENT THAT IT IS NOT A U.S. PERSON AND IT IS NOT LOCATED IN THE UNITED STATES.**

This announcement, the Exchange Offer Memorandum and its electronic transmission do not constitute or form part of any offer to purchase, a solicitation of an offer to purchase, an offer to sell or an invitation or solicitation of an offer to sell, issue or subscribe for, securities in or into the United States or to, or for the account of benefit of, U.S. persons or in any other jurisdiction where it is unlawful to do so. The Existing Securities and the New Securities may not be offered or sold in or into the United States or to, or for the account of benefit of, U.S. persons, absent registration under, or an applicable exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and any applicable state or local securities laws of the United States. The Existing Securities and the New Securities have not been and will not be registered under the Securities Act or the securities laws of any state or jurisdiction of the United States, and the New Securities may not be offered, sold or delivered, directly or indirectly, in the United States, or to, or for the account of benefit of, U.S. persons. Any public offering of securities to be made in the United States will be made by means of one or more offering documents, which will contain detailed information about the Offeror 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. The purpose of this announcement and the Exchange Offer Memorandum is limited to the Exchange Offer, and this announcement and the Exchange Offer Memorandum 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 under the Securities Act. **This announcement must be read in conjunction with the Exchange Offer Memorandum.**

The Exchange Offer Memorandum does not constitute an offer or an invitation to participate in the Exchange Offer in any jurisdiction in or from which, or to any person to whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable laws. The Exchange Offer and the distribution of this announcement and the Exchange Offer Memorandum in any other jurisdiction are restricted by the laws of those jurisdictions. Persons into whose possession the Exchange Offer Memorandum comes are required by each of the Offeror, the Company, the Joint Dealer Managers and the Information and Exchange Agent to inform themselves of and to observe any of these restrictions. Failure to comply with the above restrictions may result in a violation of U.S. securities laws or applicable laws of other jurisdictions. The Offeror, the Company, and Joint Dealer Managers do not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

No action has been or will be taken in any jurisdiction in relation to the Exchange Offer by the Offeror, the Joint Dealer Managers or the Information and Exchange Agent that would permit a public offering of securities.

By Order of the Board

**AMTD GROUP COMPANY LIMITED**

**Calvin Choi**

Chairman

6 May 2020

*As at the date of this announcement, the directors of the Company are Mr. CHOI, Chi Kin Calvin (Chairman), Mr. WONG, Yui Keung Marcellus (Executive Vice Chairman), Mr. GAO, Yu and Dr. Feridun Hamdullahpur.*

## OFFEROR

**AMTD International Inc.**  
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## LEGAL ADVISERS

*To the Offeror  
as to English Law*

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*To the Joint Dealer Managers  
as to English Law*

**Linklaters**  
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Alexandra House  
Chater Road  
Central  
Hong Kong

*Any questions or requests for assistance or additional copies of the Exchange Offer Memorandum may be directed to the Information and Exchange Agent and any questions regarding the terms of the Exchange Offer may be directed to either of the Joint Dealer Managers listed below.*

## INFORMATION AND EXCHANGE AGENT

### D.F. King Limited

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