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## **EASYKNIT INTERNATIONAL HOLDINGS LIMITED**

**永義國際集團有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 1218)**

### **DISCLOSEABLE TRANSACTION PURCHASE OF EQUITY LINKED NOTE OF HONG KONG EXCHANGES AND CLEARING LIMITED**

On 29 September 2016, the Group, through its wholly-owned subsidiary, purchase an ELN of HKEx for a principal amount of HK\$50,000,000.

The Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, as one of the size percentage ratios exceeds 5% but is less than 25%.

#### **THE ACQUISITION**

On 29 September 2016, the Group, through its wholly-owned subsidiary, purchase an ELN of HKEx for a principal amount of HK\$50,000,000.

#### **Major Terms of ELN**

- |     |                       |                        |
|-----|-----------------------|------------------------|
| 1.  | Trade date:           | 29 September 2016      |
| 2.  | Issuer:               | Hang Seng Bank Limited |
| 3.  | Linked equity:        | HKEx                   |
| 4.  | Principal amount:     | HK\$50,000,000         |
| 5.  | Issue price:          | HK\$206.00             |
| 6.  | Strike price:         | HK\$194.773            |
| 7.  | Tenor:                | 2 months               |
| 8.  | 1st Observation date: | 14 November 2016       |
| 9.  | 2nd Observation date: | 14 December 2016       |
| 10. | Coupon rate:          | 15% per annum          |

ELN are designated as financial assets at fair value gain through profit or loss. The ELN is subject to mandatory redemption clause at a strike price until maturity dates depending on the market price of the HKEx Share underlying the ELN.

*\* for identification purposes only*

ELN has two payoff possibilities of which the Company shall receive the full face value of the ELN and the coupon interest on the fixing date (i.e. 1st observation date and/or 2nd observation date) if the underlying stock price closes at or above the strike price of the embedded option. Conversely if the underlying stock price closes below the strike price of the embedded option, the Company will be obliged to take delivery of the underlying shares at the strike price. The number of shares to be received on maturity is calculated by dividing the ELN's full face value by the strike price of the embedded put option.

The maximum risk exposure of the Company is at the time when the Company is obliged to take delivery of the underlying shares at the strike price, and the total amount of the funds for the acquisition of the underlying shares is limited to the principal amount of the ELN.

### **Principal Amount**

The principal amount of the Acquisition shall be paid on 14 October 2016 and be satisfied in cash from internal resources of the Company.

### **REASONS AND BENEFITS OF THE PURCHASE OF ELN**

The Group's principal activities are property investment, property development, securities investment and money lending business.

The Directors has a view that ELN is one of the investment options that can earn potentially higher interest income (in the form of interest rates) than normal market deposit; and ELN does not have any brokerage charges and clearing fees on the purchase of the underlying shares until the time when the underlying shares are delivered. By capitalising on share movements, it is an opportunity to maximise market opportunities by earning more attractive interest rate, moreover, ELN has a flexible choice in terms of the share counters and tenors.

Having considered the above factors and the terms of ELN, the present market conditions of the stock market and the track record of HKEx, the Directors (including the independent non-executive Directors) are of the view that the Acquisition is fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

### **INFORMATION ON HKEX**

According to publicly available information, HKEx is a company incorporated in Hong Kong with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 388). According to its company profile available on the internet, HKEx is the holding company of the Stock Exchange, Hong Kong Futures Exchange Limited and Hong Kong Securities Clearing Company Limited and brings together the market organisations which have transformed Hong Kong's financial services industry from a domestically focused market to become a central market place in Asia attracting investment funds from all over the world. HKEx was listed in June 2000 following the integration of Hong Kong's securities and derivatives markets. HKEx services comprise trading, clearing and settlement, depository and nominee services, and information services.

The following information is extracted from the interim report and annual report of HKEx:

	<b>For the six months ended 30 June 2016</b>	<b>For the year ended 31 December</b>	
	<i>HK\$ million</i>	<b>2015</b>	<b>2014</b>
		<i>HK\$ million</i>	<i>HK\$ million</i>
Revenue	5,630	13,375	9,849
Profit before taxation	3,512	9,278	6,038
Net profit after taxation attributable to shareholders of HKEx	2,985	7,956	5,165
Total assets	205,979	238,193	251,860

## **LISTING RULES IMPLICATIONS**

As one of the size percentage ratios (as set out in Rule 14.07) of the Listing Rules of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

As at the date of this announcement and to the best of the Directors' knowledge, information and belief, there is no Shareholder who has a material interest in the Acquisition.

## **DEFINITIONS**

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

“Acquisition”	On 29 September 2016, the Group, through its wholly-owned subsidiary, purchase an ELN of HKEx for a principal amount of HK\$50,000,000
“Board”	the board of Directors
“Company”	Easyknit International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of Stock Exchange
“Director(s)”	director(s) of the Company
“discloseable transaction”	as defined in the Listing Rules
“ELN”	an equity linked note issued by Hang Seng Bank Limited to Ace Winner Investment Limited, a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“HKEx”	Hong Kong Exchanges and Clearing Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 388)
“HKEx Shares”	shares with a par value of HK\$1.00 each in the share capital of HKEx
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“percentage ratios”	as defined in the Listing Rules
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board  
**Easyknit International Holdings Limited**  
**Kwong Jimmy Cheung Tim**  
*President and Chief Executive Officer*

Hong Kong, 3 October 2016

*As at the date hereof, the Board comprises Mr. Kwong Jimmy Cheung Tim, Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy as executive directors; Mr. Tse Wing Chiu Ricky and Mr. Lai Law Kau as non-executive directors; and Mr. Tsui Chun Kong, Mr. Jong Koon Sang and Mr. Hon Tam Chun as independent non-executive directors.*