



**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)

**VOTING RESULTS**  
**AT THE 2007 ANNUAL GENERAL MEETING AND**  
**RE-APPOINTMENT OF**  
**GOVERNMENT APPOINTED DIRECTORS**

**1. VOTING RESULTS AT THE 2007 ANNUAL GENERAL MEETING**

At the Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”) held on 26 April 2007 (“AGM”), a poll was demanded by the Chairman for voting on all proposed resolutions as set out in the Notice of Annual General Meeting dated 28 March 2007.

As at the date of the AGM, the number of issued shares of HKEx was 1,068,708,846 shares, which was the total number of shares entitling the holders to attend and vote for or against all resolutions at the AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM. However, to demonstrate a good corporate governance practice, all non-executive Directors who are shareholders had abstained from voting at the AGM on Resolutions 6(a) and 6(b) concerning remuneration of non-executive Directors and members of certain Board committees.

The poll results are set out as follows:

Resolutions		No. of Votes		
		For	Against	Net
1	To receive and consider the Audited Accounts for the year ended 31 December 2006 together with the Reports of the Directors and Auditors thereon	270,392,743	22,000	270,370,743
2	To declare a final dividend of HK\$1.19 per share	296,833,966	37,000	296,796,966
3(a)	To elect Mr John E STRICKLAND as Director	296,592,466	278,500	296,313,966
3(b)	To elect Mr Oscar S H WONG as Director	296,132,466	483,500	295,648,966
4	To re-appoint PricewaterhouseCoopers as auditors of HKEx and to authorise the Directors to fix their remuneration	296,850,966	30,000	296,820,966

Resolutions		No. of Votes		
		For	Against	Net
5	To approve the general mandate for the repurchase of up to 10% of the issued shares of HKEx as at the date of this resolution	291,516,466	5,583,500	285,932,966
6(a)	To approve paying remuneration of HK\$450,000 to the Chairman and HK\$300,000 to each of the other non-executive Directors of HKEx for the period from the conclusion of each annual general meeting of HKEx to the conclusion of the annual general meeting of HKEx to be held in the immediately following year until shareholders in general meeting otherwise determine	284,326,956	647,500	283,679,456
6(b)	To approve paying a remuneration of HK\$50,000 to the chairman and every member (excluding executive Director) of the Executive Committee, Audit Committee, Remuneration Committee and Investment Advisory Committee of HKEx for the period from the conclusion of each annual general meeting of HKEx to the conclusion of the annual general meeting of HKEx to be held in the immediately following year until shareholders in general meeting otherwise determine	284,751,956	202,500	284,549,456

As a majority of the votes were cast in favour of each resolution, all resolutions were carried as ordinary resolutions.

Mr John Estmond Strickland and Mr Wong Sai Hung, Oscar were successfully re-elected as Directors for a term of approximately three years from 26 April 2007 until the conclusion of the annual general meeting of HKEx to be held in 2010.

The poll results were subject to scrutiny by Grant Thornton, Certified Public Accountants, whose work was limited to certain procedures requested by HKEx to agree the poll results summary prepared by HKEx to poll forms collected and provided by HKEx to Grant Thornton. The work performed by Grant Thornton in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

## **2. RE-APPOINTMENT OF GOVERNMENT APPOINTED DIRECTORS**

HKEx also welcomes the Government's re-appointment of Dr CHEUNG Kin Tung, Marvin, Mr FAN Hung Ling, Henry and Mr FONG Hup as Government Appointed Directors for a term of approximately two years from 26 April 2007 after the AGM until the conclusion of the annual general meeting of HKEx to be held in 2009.

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

Hong Kong, 26 April 2007

As at the date of this announcement, the Board of Directors of HKEx comprises the following Independent Non-executive Directors, namely Mr ARCULLI, Ronald Joseph (Chairman), Mrs CHA May-Lung, Laura, Mr CHENG Mo Chi, Moses, Dr CHEUNG Kin Tung, Marvin, Mr FAN Hung Ling, Henry and Mr FONG Hup, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Dr LOH Kung Wai, Christine, Mr STRICKLAND, John Estmond, Mr WEBB, David Michael and Mr WONG Sai Hung, Oscar, and one executive Director, Mr CHOW Man Yiu, Paul, who is also the Chief Executive.

This announcement is also published on HKEx's corporate website at <http://www.hkex.com.hk/relation/relation.htm> and the website of The Stock Exchange of Hong Kong Limited.

Please also refer to the published version of this announcement in South China Morning Post on 27 April 2007.