



# 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)

## Further information in respect of the Appointment of Directors at the 2006 Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”)

### INTRODUCTION

HKEx has despatched to its shareholders (“Shareholders”) a circular dated 28 March 2006 (“Circular”) in respect of certain matters, including the appointment of Directors, to be dealt with at the 2006 annual general meeting of HKEx (“AGM”).

The AGM will be held at the Exchange Auditorium in the Exchange Exhibition Hall of The Stock Exchange of Hong Kong Limited at 1st Floor, One and Two Exchange Square, Central, Hong Kong on Wednesday, 26 April 2006 at 4:30 p.m.

### ADDITIONAL CANDIDATES

Article 90(2) of the Articles of Association of HKEx provides that no person (other than a Director retiring in accordance with the Articles of Association of HKEx) shall be appointed or re-appointed an elected Director at any general meeting unless (a) he is recommended by the Directors; or (b) not earlier than the day after the despatch of the notice of the meeting and not later than seven days prior to the date appointed for the meeting, a Shareholder (who is not the person to be proposed) entitled to vote at the meeting has given to the Secretary of HKEx notice of his intention to propose a resolution for the appointment or re-appointment of that person and a notice executed by that person of his willingness to be appointed or re-appointed.

Subsequent to the despatch of the Circular, the Secretary of HKEx has received from Shareholders notifications of their intention to propose resolutions for the appointment of the following persons as Directors at the AGM pursuant to Article 90(2)(b) of the Articles of Association of HKEx:

1. Mr CHU Kwok Tsu, Gilbert
2. Mr HO Yau Lung, Lawrence
3. Dr LOH Kung Wai, Christine

Including Mr Chu, Mr Ho and Dr Loh, there are a total of five candidates standing for election as Directors at the AGM. Shareholders may, if thought fit, appoint up to two candidates as Directors at the AGM. In order to select which two candidates as the elected Directors, the resolutions to be proposed at the AGM will contain a method of determining support for a candidate, all as set out in the Circular.

A supplemental circular (“Supplemental Circular”) containing the biographies of the additional proposed candidates together with a new proxy form (“Second Proxy Form”) will be sent to Shareholders on 11 April 2006.

### PROXY FORM

Since the proxy form (“First Proxy Form”) sent together with the Circular and 2005 Annual Report of HKEx does not contain the proposed resolutions for the appointment of the additional candidates as set out in the Supplemental Circular, the Second Proxy Form has been prepared and will be sent to Shareholders together with the Supplemental Circular.

Shareholders are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the office of HKEx’s registrar, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM, i.e. 4:30 p.m. on Monday, 24 April 2006. Special arrangements about the completion and submission of the Second Proxy Form are also set out in the Supplemental Circular. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

The Supplemental Circular and the Second Proxy Form will be available on the HKEx website (<http://www.hkex.com.hk>).

**Shareholders are advised to read the Supplemental Circular together with the Circular for information of all candidates and the voting arrangements.**

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

Hong Kong, 10 April 2006

*As at the date of this announcement, the Board of Directors of HKEx comprises 12 Independent Non-executive Directors, namely Mr LEE Yeh Kwong, Charles (Chairman), Dr CHEUNG Kin Tung, Marvin, Mr FAN Hung Ling, Henry, Mr FONG Hup, Mr FRESHWATER, Timothy George, Dr KWOK Chi Piu, Bill, Mr LEE Jor Hung, Dannis, Mr LEE Kwan Ho, Vincent Marshall, Dr LO Ka Shui, Mr STRICKLAND, John Estmond, Mr WEBB, David Michael, Mr WONG Sai Hung, Oscar, and one executive Director, Mr CHOW Man Yiu, Paul, who is also the Chief Executive.*