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**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 Election of Directors at the 2009 Annual General Meeting**

### **INTRODUCTION**

Hong Kong Exchanges and Clearing Limited (“HKEx”) has despatched to its shareholders (“Shareholders”) a circular dated 20 March 2009 (“Circular”) in respect of certain matters including, the election of directors of HKEx (“Directors”), to be dealt with at the 2009 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 on 1st Floor, One and Two Exchange Square, Central, Hong Kong on Thursday, 23 April 2009 at 4:30pm.

### **ADDITIONAL CANDIDATE**

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 as a Director at any general meeting unless (a) he/she 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 7 days prior to the date appointed for the meeting, a Shareholder (other than the person to be proposed) entitled to vote at the meeting has given to the Secretary of HKEx notice of his/her intention to propose a resolution for the appointment or re-appointment of that person and a notice executed by that person of his/her willingness to be appointed or re-appointed.

Subsequent to the despatch of the Circular, the Secretary of HKEx has received a written notice from a Shareholder of her intention to propose a resolution for the appointment of Mr Gilbert K T Chu as a Director at the AGM.

Including Mr Gilbert K T Chu, there are three candidates standing for election as Directors at the AGM. Shareholders may, if thought fit, elect up to two candidates as Directors at the AGM. In order to determine who shall be elected, the resolutions to be proposed at the AGM will contain a method of determining support for a candidate, all as set out in Appendix I of the Circular.

### **SUPPLEMENTAL CIRCULAR**

A supplemental circular (“Supplemental Circular”) containing the information of all proposed candidates (including the additional candidate) together with a new proxy form (“Second Proxy Form”) will be sent to Shareholders on or about 6 April 2009.

## **PROXY FORM**

Since the proxy form (“First Proxy Form”) sent together with the Circular and 2008 Annual Report of HKEx does not contain the proposed resolution for appointment of the additional candidate 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 and return the Second Proxy Form in accordance with the instructions printed thereon to HKEx’s registrar, Hong Kong Registrars Limited, at Rooms 1806-1807, 18th 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, ie, 4:30pm on Tuesday, 21 April 2009. 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 at [www.hkex.com.hk](http://www.hkex.com.hk) under the “Investor Relations Corner” and HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk).

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

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

Hong Kong, 2 April 2009

As at the date of this announcement, the Board of Directors of HKEx comprises 12 Independent Non-executive Directors, namely Mr ARCULLI, Ronald Joseph (Chairman), Mrs CHA May-Lung, Laura, Dr CHENG Mo Chi, Moses, Dr CHEUNG Kin Tung, Marvin, Mr FAN Hung Ling, Henry, Mr FONG Hup, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Dr LOH Kung Wai, Christine, Mr STRICKLAND, John Estmond, Mr WILLIAMSON, John Mackay McCulloch and Mr WONG Sai Hung, Oscar, and one Executive Director, Mr CHOW Man Yiu, Paul, who is also the Chief Executive.