



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)

Employees' Share Award Scheme

Pursuant to the rules of the Employees' Share Award Scheme ("Scheme") (as amended and restated on 16 August 2006), the board of directors ("Board") of Hong Kong Exchanges and Clearing Limited ("HKEx") today in accordance with the recommendation of the Remuneration Committee resolved to provide an amount of HK\$612,000 ("Reference Awarded Sum") for the purchase of shares of HK\$1.00 each in the capital of HKEx ("Shares") to be awarded to Mr Paul M Y Chow, the Executive Director and the Chief Executive of HKEx.

The Reference Awarded Sum will be paid to the trustee of the Scheme ("Trustee") for the purchase of Shares after the expiry of the moratorium period for dealing in Shares and the release of the results for the year ended 31 December 2007, on 5 March 2008.

On 18 February 2008 ("Reference Date"), the Board pursuant to the Scheme, resolved to provide the Reference Awarded Sum, for the purchase of Shares for Mr Paul M Y Chow ("Mr Chow"), the Executive Director and the Chief Executive of HKEx, as a recognition of his contribution to the HKEx group in 2007.

Under the amended and restated Scheme rules, the Board shall cause to pay an amount ("Reference Amount"), being the sum of the Reference Awarded Sum and the related purchase expenses to the Trustee from HKEx's resources as soon as practicable after the expiry of the moratorium period for dealing in Shares and the release of the results for the year ended 31 December 2007, on 5 March 2008. The Trustee shall, within 20 business days (or such longer period as the Trustee and the Board may agree from time to time having regard to the circumstances of the purchase concerned) after receiving the Reference Amount, apply the Reference Amount towards the purchase of the maximum number of board lots of Shares at the prevailing market price. Any balance of the Reference Amount shall be returned by the Trustee to HKEx forthwith after completion of the purchase. The Shares so purchased with the Reference Amount shall be allocated and awarded to Mr Chow. Based on today's closing price of HK\$160.9 per Share, the number of Shares in board lot to be purchased is about 3,500 Shares, which represents approximately 0.0003 per cent of the issued share capital of HKEx as at the date of adoption of the Scheme (1,062,385,846 shares). For the avoidance of doubt, the Shares so purchased shall form part of the capital of the trust fund of the trust constituted by the amended and restated Trust Deed dated 22 August 2006 entered into between the HKEx and the Trustee.

According to the rules of the Scheme, the Shares to be allocated and awarded by the Trustee ("Awarded Shares") to Mr Chow and the related income derived therefrom are subject to a vesting scale by which the Awarded Shares and the related income will be vested in tranches of 25 per cent each on every anniversary date of the Reference Date starting from the second anniversary date until the fifth. They are also subject to the provisions for full vesting when a selected employee retires at his normal retirement date or earlier by agreement with HKEx at any time prior to a vesting date, in such circumstances all the Awarded Shares and Related Income of the relevant employee shall become fully vested on the day immediately prior to his retirement. Vested Shares will be transferred at no cost to the relevant selected employee.

The amended and restated rules relating to the Scheme can be found from HKEx's corporate website at <http://www.hkex.com.hk>.

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

Hong Kong, 18 February 2008

As at the date of this announcement, the Board 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 WEBB, David Michael and Mr WONG Sai Hung, Oscar, and one Executive Director, Mr CHOW Man Yiu, Paul, who is also the Chief Executive.