



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)

**Poll Results at the 2008 Annual General Meeting and
Re-appointment of Government Appointed Directors**

Poll Results at the 2008 Annual General Meeting

At the Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”) held on 24 April 2008 (“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 26 March 2008 (“AGM Notice”).

As at the date of the AGM, the number of issued shares of HKEx was 1,073,611,346 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.

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 2007 together with the Reports of the Directors and Auditor thereon	298,577,744	3,000	298,574,744
2	To declare a final dividend of HK\$3.40 per share	324,117,156	1,000	324,116,156
3(a)	To elect Dr Bill C P KWOK as Director	311,052,611	14,502,195	296,550,416
3(b)	To elect Mr Vincent K H LEE as Director	180,885,493	145,187,368	35,698,125
3(c)	To elect Mr Robert E J BUNKER as Director	146,946,398	172,099,569	-25,153,171
3(d)	To elect Mr Gilbert K T CHU as Director	51,857,892	265,965,075	-214,107,183
4	To re-appoint PricewaterhouseCoopers as auditor of HKEx and to authorise the Directors to fix their remuneration	315,544,187	1,925,054	313,619,133
5	To grant a general mandate to the Directors to repurchase shares of HKEx, not exceeding 10% of the issued share capital of HKEx as at the date of this Resolution	316,936,741	82,900	316,853,841

As a majority of the votes were cast in favour of each of the Resolutions 1, 2, 4 and 5, all such resolutions were passed as ordinary resolutions.

In relation to agenda item No. 3 of the AGM Notice regarding the election of Directors, the Resolutions 3(a) and 3(b) were passed by a majority of the votes cast on each of them and received the top two highest number of net votes cast by shareholders, and therefore the following two candidates (names are listed in alphabetical order) were successfully re-elected respectively as Directors. Each of them was appointed for a term of not more than approximately three years from the conclusion of the AGM until the conclusion of the annual general meeting of HKEx to be held in 2011.

Dr KWOK Chi Piu, Bill
Mr LEE Kwan Ho, Vincent Marshall

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.

Re-appointment of Government Appointed Directors

HKEx also welcomes the Government's re-appointment of Mr Ronald Joseph Arculli, Mrs Cha May-Lung, Laura and Dr Cheng Mo Chi, Moses as Government Appointed Directors for a term of approximately two years from 24 April 2008 until the conclusion of the annual general meeting of HKEx to be held in 2010.

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

Hong Kong, 24 April 2008

As at the date of this announcement, the Board of Directors of HKEx comprises 12 Independent Non-executive Directors, namely Mr ARCULLI, Ronald Joseph, 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.