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(Incorporated in Hong Kong with limited liability)
(Stock Code: 388)

Poll Results at the 2009 Annual General Meeting and Changes in Directorate

Poll Results at the 2009 Annual General Meeting

At the Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”) held on 23 April 2009 (“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 20 March 2009 (“AGM Notice”).

As at the date of the AGM, the number of issued shares of HKEx was 1,075,838,846 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.

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 2008 together with the Reports of the Directors and Auditor thereon	321,763,470	145,402	321,618,068
2	To declare a final dividend of HK\$1.80 per share	344,411,063	1,202	344,409,861
3(a)	To elect Mr CHAN Tze Ching, Ignatius as Director	341,664,563	2,727,402	338,937,161
3(b)	To elect Mr John Mackay McCulloch WILLIAMSON as Director	343,307,263	1,032,030	342,275,233
3(c)	To elect Mr CHU Kwok Tsu, Gilbert as Director	33,227,145	309,527,884	-276,300,739
4	To re-appoint PricewaterhouseCoopers as auditor of HKEx and to authorise the Directors to fix their remuneration	343,259,115	1,143,650	342,115,465
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 ^(Note)	343,644,463	13,902	343,630,561

Note: The full text of Resolution 5 is set out in the AGM Notice.

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 Messrs Chan Tze Ching, Ignatius and John Mackay McCulloch Williamson were elected 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 2012. Mr Williamson is an existing Director, who was appointed by the Board of Directors of HKEx (“the Board”) to file a casual vacancy in June 2008.

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’s registrar, Hong Kong Registrars Limited, 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.

Changes in Directorate

HKEx also welcomes the Government’s re-appointment of Dr Cheung Kin Tung, Marvin and appointment of Messrs Hui Chiu Chung, Stephen and Lee Tze Hau, Michael, as Government Appointed Directors to succeed Messrs Fan Hung Ling, Henry and Fong Hup, who retired from the Board after the conclusion of the AGM. Each of the appointees has a term of approximately two years from 23 April 2009 until the conclusion of the annual general meeting of HKEx to be held in 2011.

Dr Loh Kung Wai, Christine, who was elected by shareholders in 2006, decided not to seek re-election and retired from the Board as from the conclusion of the AGM.

The Board would like to express its sincere gratitude to Messrs Henry Fan, Fong Hup and Dr Christine Loh for their invaluable contributions, advice and support rendered to HKEx over the past years.

Information of the Newly Appointed Directors

Information of the newly elected and appointed Directors is set out below in alphabetical order:

Mr CHAN Tze Ching, Ignatius BBS, JP
Independent Non-executive Director (aged 52)

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|--------------------|---|
| Other major office | <ul style="list-style-type: none">• The Bank of East Asia, Limited – consultant (2009~) |
| Past offices | <ul style="list-style-type: none">• Bank of China (Hong Kong) Limited – deputy chief executive (2008)• Citigroup (1980-2007: Citigroup country officer for Hong Kong and head of corporate and investment banking business for Greater China (2005-2007), chief operating officer for Greater China (2004-2005), Citigroup country officer for Taiwan (2003-2005)) |
| Public service | <ul style="list-style-type: none">• Advisory Committee on Human Resources Development in the Financial Services Sector – chairman (2005~)• Greater Pearl River Delta Business Council – member (2008~)• Travel Industry Compensation Fund Management Board – chairman (2007~) |
| Qualifications | <ul style="list-style-type: none">• Bachelor of Business Administration and Master of Business Administration (University of Hawaii, USA)• Certified Public Accountant (American Institute of Certified Public Accountants) |

Mr HUI Chiu Chung, Stephen JP

Independent Non-executive Director (aged 61)

- Other positions held within HKEx group
- The Stock Exchange of Hong Kong Limited – member of Listing Committee, GEM Listing Committee and Disciplinary Appeals Committee
- Other major offices
- Chun Wo Development Holdings Limited – non-executive director (2006~)
 - Frasers Property (China) Limited – non-executive director (2004~)
 - Jiuzhou Development Company Limited – non-executive director (1998~)
 - Lifestyle International Holdings Limited – non-executive director (2005~)
 - Luk Fook Holdings (International) Limited – non-executive director (1997~)
 - OSK Holdings Hong Kong Limited – chief executive officer (2005~)
- Past offices
- Hong Kong Securities Clearing Company Limited – director (1992-1996 and 1997-2000)
 - New World Mobile Holdings Limited – non-executive director (2005-2007)
 - UOB Kay Hian (Asia) Limited – managing director (2002-2005)
 - The Stock Exchange of Hong Kong Limited – second vice-chairman (1995-1996 and 1997-2000) and member (1991-1996) of Council
- Public service
- Securities and Futures Commission – member of Committee on Real Estate Investment Trusts (2005~)
 - Standing Committee on Company Law Reform – member (2006~)
 - Travel Industry Council of Hong Kong – member of Appeal Board (2007~)
 - Zhuhai Municipal Committee of the Chinese People’s Political Consultative Conference – member (2006~)
- Qualifications
- Ordinary member (Hong Kong Securities Institute)
 - Fellow (The Hong Kong Institute of Directors)

Mr LEE Tze Hau, Michael

Independent Non-executive Director (aged 47)

- Other major offices
- Chen Hsong Holdings Limited – non-executive director (2008~)
 - MAP Capital Limited – managing director (2007~)
 - Tai Ping Carpets International Limited – non-executive director (1998~)
 - The Hong Kong Jockey Club – steward (2006~)
- Past offices
- Asia Strategic Investment Management Limited – managing director (1995-2002)
 - Hysan Development Company Limited – managing director (2003-2007), Chief Operating Officer (2002-2003) and non-executive director (1990-2002)
 - Lloyd George Management – executive director (1992-1995)
 - The Stock Exchange of Hong Kong Limited – member of Listing Committee (2004-2007) and GEM Listing Committee (2006-2007)
- Public service
- Beat Drugs Fund Association – member of investment sub-committee (2008~)
 - Hong Kong Committee of Pacific Economic Cooperation – member (2008~)
 - Police Children’s Education Trust – member of investment advisory board (2004~) and management committee (2008~)
 - Police Education and Welfare Trust – member of investment advisory board (2004~) and management committee (2008~)
 - Sir David Trench Fund for Recreation Investment Advisory Committee – member (2004~)
 - Standing Committee on Disciplined Services Salaries and Conditions of Service – member (2007~)
- Qualifications
- Bachelor of Arts (Bowdoin College, USA)
 - Master of Business Administration (Boston University, USA)

None of the newly appointed Directors has any service contract with any member of the HKEx group.

The remuneration of a non-executive Director is HK\$300,000 per annum. An additional remuneration of HK\$50,000 per annum will also be payable to a non-executive Director for each committee membership held on the Executive Committee, Audit Committee, Remuneration Committee and Investment Advisory Committee of HKEx. The remuneration is payable to Directors for services rendered by each of them for the period between annual general meetings of HKEx, provided that such remuneration be payable in proportion to the period of service in the case of a Director who has not served the entire period.

Save for disclosed above, each of newly appointed Directors confirmed that (i) he does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”)) of HKEx, and (ii) there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of shareholders.

All newly appointed Directors respectively confirmed that they meet the independence criteria as set out in Rule 3.13 of the Listing Rules, and accordingly all of them are independent non-executive Directors upon their appointments.

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

Hong Kong, 23 April 2009

Following the effectiveness of the abovementioned appointments, the Board comprises 12 Independent Non-executive Directors, namely Mr ARCULLI, Ronald Joseph (Chairman), Mrs CHA May-Lung, Laura, Mr CHAN Tze Ching, Ignatius, Dr CHENG Mo Chi, Moses, Dr CHEUNG Kin Tung, Marvin, Mr HUI Chiu Chung, Stephen, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mr LEE Tze Hau, Michael, 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.