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

Scrip Dividend Scheme in relation to the Final Dividend for the year ended 31 December 2010 Calculation of Market Value

At the annual general meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”) held on 20 April 2011, shareholders of HKEx (“Shareholders”) approved the payment of a final dividend of HK\$2.31 per share of HK\$1.00 each in HKEx’s capital (“Share(s)”), as recommended by the Board of Directors of HKEx (“Board”), for the year ended 31 December 2010 (“Final Dividend”) to Shareholders whose names appeared on HKEx’s register of members at the close of business on Wednesday, 20 April 2011 (“Record Date”). The Board is offering such Shareholders the right to elect to receive the Final Dividend in cash only, or wholly or partly in the form of new Shares credited as fully paid (“New Share(s)”) instead of in cash (“Scrip Dividend Scheme”) in accordance with the provisions of the Scrip Dividend Scheme.

In addition, the Board is offering the relevant Shareholders the right to choose to receive New Shares instead of cash for all future dividends to be declared or proposed by HKEx after the Final Dividend (including any final and/or interim dividends) if a scrip alternative is made available to them, until Shareholders who choose to make such a permanent election provide HKEx’s registrar with notice in writing that they no longer wish to receive new Shares instead of cash for future dividends to be declared by HKEx.

For the purpose of calculating the number of New Shares to be allotted in respect of the scrip dividend alternative, the market value for each New Share (“Market Value”) is the average closing price of one Share as quoted on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) for the five (5) consecutive trading days during the period from Wednesday, 13 April 2011 (being the first day that the Shares were traded ex-dividend) to Tuesday, 19 April 2011 (both dates inclusive), which is HK\$181.14.

The number of New Shares which a Shareholder will receive in respect of the Final Dividend if they elect for the scrip dividend alternative will be calculated as follows:

$$\begin{array}{l} \text{Number of} \\ \text{New Shares to} \\ \text{be received} \\ \text{(rounded down to the} \\ \text{nearest whole number)} \end{array} = \begin{array}{l} \text{Number of existing Shares} \\ \text{held on Record Date for} \\ \text{which election for} \\ \text{New Shares is made} \end{array} \times \frac{\text{Final Dividend per Share}}{\text{Market Value}}$$

Fractional entitlements to the New Shares will not be issued and the residual dividend entitlement will be paid in cash to the relevant Shareholders.

A circular containing details of the Scrip Dividend Scheme and an election form (“Election Form”) will be despatched to Shareholders on or about Thursday, 28 April 2011.

NO ACTION IS REQUIRED BY SHAREHOLDERS WHO WISH TO RECEIVE DIVIDENDS IN CASH ONLY.

Shareholders who elect to receive their Final Dividend wholly or partly in New Shares instead of in cash and/or make a permanent election to receive all future dividends in the form of new Shares should complete the Election Form in accordance with the instructions printed on it and return the completed Election Form as soon as possible to HKEx’s registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. The completed Election Form should arrive no later than 4:30 pm on Tuesday, 17 May 2011.

If you are not eligible to receive your Final Dividend wholly or partly in New Shares under the provisions of the Scrip Dividend Scheme, you should not complete the Election Form and, if you do so, such Election Form will be void and of no effect.

The closing time for the return of the Election Form will be extended, as the case may be, in accordance with (a) or (b) below if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning:

- (a) in force in Hong Kong at any time before 12:00 noon on Tuesday, 17 May 2011. The closing time for the return of the Election Form will be extended to 5:00 pm on the same business day; or
- (b) in force in Hong Kong at any time between 12:00 noon and 4:30 pm on Tuesday, 17 May 2011. The closing time for the return of the Election Form will be extended to 4:30 pm on the next business day where none of the above warnings is in force at any time between 9:00 am and 4:30 pm.

HKEx has applied to the Securities and Futures Commission (“SFC”) for the listing of, and permission to deal in, the New Shares to be issued pursuant to the Scrip Dividend Scheme. It is expected that the dividend warrants and/or, subject to the SFC’s approval of the above application, definitive certificates for New Shares will be mailed to the respective Shareholders concerned at their own risk on or about Friday, 27 May 2011. The New Shares will, on issue, rank equally in all other respects with the existing Shares save that they will not rank for the Final Dividend. Subject to the proper receipt of definitive certificates for New Shares by the relevant Shareholders, dealings of the New Shares on the Stock Exchange are expected to commence on or about Friday, 27 May 2011.

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

Hong Kong, 20 April 2011

At the close of business today, the Board comprises 12 Independent Non-executive Directors, namely Mr Ronald Joseph ARCULLI (Chairman), Mrs CHA May-Lung, Laura, Mr CHAN Tze Ching, Ignatius, Dr CHENG Mo Chi, Moses, Mr John Barrie HARRISON, Mr HUI Chiu Chung, Stephen, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mr LEE Tze Hau, Michael, Mr John Estmond STRICKLAND, Mr John Mackay McCulloch WILLIAMSON and Mr WONG Sai Hung, Oscar, and one Executive Director, Mr LI Xiaojia, Charles, who is also the Chief Executive of HKEx.