



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)

VOTING RESULTS AT THE 2006 ANNUAL GENERAL MEETING AND CHANGES IN DIRECTORATE

At the Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEX”) held on 26 April 2006 (“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 28 March 2006 (“AGM Notice”).

As at the date of the AGM, the number of issued shares of HKEX was 1,064,378,846 shares. There are no restrictions on shareholders to cast votes on any of the following resolutions at the AGM. However, to demonstrate good corporate governance practices, all non-executive Directors of HKEX who are shareholders of HKEX have abstained from voting on the Resolution No. 6 relating to the remuneration of non-executive Directors at the AGM.

Results of the poll are set out as follows:

| Resolutions | | For | Against | Net Votes |
|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|--------------|
| 1. | To receive and consider the Audited Accounts for the year ended 31 December 2005 together with the Reports of the Directors and Auditors thereon | 337,529,781 | 134,000 | 337,395,781 |
| 2. | To declare a Final Dividend of HK\$0.64 per share | 360,130,131 | 134,000 | 359,996,131 |
| 3(I). | To elect Mr LEE Jor Hung, Dannis as Director | 168,894,080 | 224,321,735 | -55,427,655 |
| 3(II). | To elect Mr David Michael WEBB as Director | 297,916,207 | 87,777,455 | 210,138,752 |
| 3(III). | To elect Mr CHU Kwok Tsu, Gilbert as Director | 81,434,964 | 223,312,894 | -141,877,930 |
| 3(IV). | To elect Mr HO Yau Lung, Lawrence as Director | 166,595,727 | 145,590,462 | 21,005,265 |
| 3(V). | To elect Dr LOH Kung Wai, Christine as Director | 192,667,234 | 108,088,299 | 84,578,935 |
| 4. | To re-appoint PricewaterhouseCoopers as Auditors of HKEX and to authorise the Directors to fix their remuneration | 355,871,831 | 4,372,300 | 351,499,531 |
| 5. | To approve the general mandate for the repurchase of up to 10% of the issued shares of HKEX as at the date of this resolution | 352,482,128 | 806,000 | 351,676,128 |
| 6. | To approve a remuneration of HK\$240,000 be payable to each of the non-executive Directors of HKEX in office from time to time for the period from the conclusion of each annual general meeting to the conclusion of the annual general meeting to be held in the immediately following year until shareholders in general meeting otherwise determine | 342,151,746 | 2,685,000 | 339,466,746 |

Regarding agenda item No. 3 of the AGM Notice, resolutions 3(II) and 3(V) received the top two highest number of net votes cast by shareholders. The resolutions 3(II) and 3(V) and resolutions 1, 2, 4, 5, and 6 are therefore passed as ordinary resolutions. The following two candidates (names are listed in alphabetical order) who received the top two highest number of net votes on the resolutions on their appointments were successfully elected and re-elected respectively as Directors.

Dr LOH Kung Wai, Christine
Mr David Michael WEBB

The poll results were subject to scrutiny by KPMG, 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 KPMG. The work performed by KPMG in this respect did not constitute an assurance engagement made 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 appointment of Mr Ronald Joseph Arculli, Mrs Laura May-Lung Cha and Mr Cheng Mo Chi, Moses as Government Appointed Directors for a term of approximately two years from 26 April 2006 until the conclusion of the annual general meeting to be held in 2008.

Mr Lee Yeh Kwong, Charles, Mr Tim Freshwater and Dr Lo Ka Shui, all being Government Appointed Directors, retired after the conclusion of the AGM. We would also like to extend a vote of thanks and express our sincere appreciation to our ex-Chairman, Mr Lee Yeh Kwong, Charles, for his steadfast leadership and distinct contributions to HKEX over the past six years. His devoted commitment and tireless efforts have been instrumental in steering HKEX to become one of the most successful international publicly-owned exchange operators. Amidst our appreciation to our ex-Chairman, we would also like to express our sincere thanks to Mr Tim Freshwater, Mr Lee Jor Hung, Dannis and Dr Lo Ka Shui for their contributions, advice and support rendered to HKEX over the past six years.

BIOGRAPHICAL DETAILS OF THE NEWLY APPOINTED DIRECTORS

The particulars of the newly elected and appointed Directors are set out below in alphabetical order:

Mr ARCULLI, Ronald Joseph GBS, JP (aged 67)

| | | |
|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Major offices | Hong Kong Jockey Club – chairman Arculli Fong & Ng – senior partner Hong Kong Equestrian Federation – president Hang Lung Properties Limited – non-executive director HKR International Limited – non-executive director Hongkong Electric Holdings Limited – non-executive director Hutchison Harbour Ring Limited (a member of Hutchison Whampoa Limited) – non-executive director | Shanghai Century Acquisition Corporation (listed on the American Stock Exchange) – non-executive director Sino Hotels (Holdings) Limited – non-executive director Sino Land Company Limited – non-executive director SCMP Group Limited – non-executive director Tsim Sha Tsui Properties Limited – non-executive director |
| Past offices | Arculli and Associates – senior partner (2000-2005) Woo Kwan Lee & Lo – partner (retired in 2000) AIA Capital Corp (Holdings) Limited – non-executive director (1984-2004) | Sun Hung Kai Securities Limited – executive director (1974-1975) and non-executive director (1988-1996) SHK Unit Trust Managers Limited – non-executive director (1988-1996) |

| | | |
|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Government appointments | Executive Council of the HKSAR – non-official member Health and Medical Development Advisory Committee – vice-chairman The Hong Kong Mortgage Corporation Limited – non-executive director Legislative Council – elected member for the Real Estate and Construction Functional Constituency (1991-2000) Provisional Legislative Council – member (1997-1998) Legislative Council – appointed member (1988-1991) Securities and Futures Commission – non-executive director (1997-2000) Standing Committee on Disciplined Services Salaries & Conditions of Service – member (1987-1999) | ICAC Advisory Committee on Corruption – member (1989-1996) Ocean Park Corporation Board – member (1983-1996) Air Transport Licensing Authority – member (1984-1994) Advisory Committee of Securities and Futures Commission – member (1989-1993) ICAC Complaints Committee – member (1989-1993) Deposit-Taking Companies Advisory Committee – member (1981-1993) Judicial Service Commission – member (1978-1981) |
| Community appointments and others | The Duke of Edinburgh Award International Foundation, UK – chairman Asia Art Archive Limited – non-executive director University of Colorado Denver’s Institute of International Business – global adviser | Sir Edward Youde Memorial Fund Council – chairman (1988-1999) Court of The University of Hong Kong – member (1988-1991) Lingnan College Board of Governors – governor (1988-1991) |
| Professional qualification and experience | Barrister (Hong Kong and England & Wales) Barrister and Solicitor (Victoria, Australia) | Solicitor (Hong Kong) Honorary Doctor of Social Science (City University of Hong Kong) |
| Mrs CHA, Laura May-Lung SBS (aged 56) | | |
| Major offices | The Hongkong and Shanghai Banking Corporation Limited – non-executive director | HSBC Investment Asia Holdings Limited – non-executive chairman Johnson Electric Holdings Limited – non-executive director |
| Past offices | Securities and Futures Commission – senior director (1991-1994), executive director (1994 – 2001) and deputy chairman (1998 -2001) | |
| Government appointments | Executive Council of the HKSAR – non-official member International Advisory Council of China Securities Regulatory Commission – vice-chairman | China Securities Regulatory Commission – vice-chairman (2001-2004) |
| Community appointment and others | Council of The Hong Kong University of Science and Technology – member Hong Kong Sinfonietta Limited – governor | Supervisory Board of The Cross Straits Youths Exchange Foundation Limited – vice-chairman |
| Professional qualification and experience | Bachelor of Arts (University of Wisconsin, USA) Juris Doctor (University of Santa Clara, USA) State Bar of California (USA) | |
| Mr CHENG Mo Chi, Moses GBS, JP (aged 56) | | |
| Major offices | P. C. Woo & Co – senior partner Beijing Capital International Airport Company Limited – non-executive director China COSCO Holdings Company Limited – non-executive director China Mobile (Hong Kong) Limited – non-executive director China Resources Enterprise, Limited – non-executive director City Telecom (H.K.) Limited – non-executive director | Galaxy Entertainment Group Limited – non-executive director Guangdong Investment Limited – non-executive director Kader Holdings Company Limited – non-executive director Liu Chong Hing Investment Limited – non-executive director Shui On Construction and Materials Limited – non-executive director Tian An China Investments Company Limited – non-executive director |
| Past offices | Stockmartnet Holdings Ltd – non-executive director (2001-2003) COL Capital Limited – non-executive director (1999-2004) Pokfulam Development Company Limited – non-executive director (1994-2004) | Kingway Brewery Holdings Limited – non-executive director (1997-2004) Quality HealthCare Asia Limited – non-executive director (1997-2004) |
| Government appointments | Council and Court of Hong Kong Baptist University – chairman Football Betting and Lotteries Commission – chairman Aviation Development Advisory Committee – member Executive Committee of the Commission on Strategic Development – member Financial Matters Advisory Group of the Consultative Committee on the Core Arts and Cultural Facilities of the West Kowloon Cultural District – member | Education Commission – member Council of The Hong Kong Academy for Performing Arts – member Legislative Council – appointed member (1991-1995) |
| Community appointments and others | The Hong Kong Institute of Directors – honorary president and founder chairman Council of Association of China-Appointed Attesting Officers Limited – member | Opera Hong Kong Limited – chairman Hong Kong Sheng Kung Hui (Anglican Church of Hong Kong) – chancellor |
| Professional qualification and experience | Solicitor (Hong Kong, England, Victoria of Australia, Singapore) Notary Public China-Appointed Attesting Officer | |
| Positions held with HKEx and other members of HKEx Group | The Stock Exchange of Hong Kong Limited – chairman of the Listing Committee and the GEM Listing Committee; council member (1997-2000) and convener of the Disciplinary Committee (1997-2000) | |
| Dr LOH Kung Wai, Christine (aged 50) | | |
| Major offices | Civic Exchange – chief executive officer and co-founder | |
| Past offices | Philipp Brothers HongKong Limited – managing director (1980-1990) | Phibro Energy Hong Kong Limited – managing director (1990-1991) |
| Government appointments | Legislative Council – member (1992-1997 and 1998-2000) | |
| Community appointments and others | Council of The Hong Kong University of Science and Technology – member Advisory Committee of Securities and Futures Commission – member Association for Sustainable and Responsible Investment in Asia – non-executive director | Community Business Limited – director Asia Society’s International Council (USA) – member |
| Professional qualification and experience | Bachelor of Law (University of Hull, UK) Master of Law, Chinese and Comparative Law (City University of Hong Kong) Doctor of Law, honoris causa (University of Hull, UK) Author of the book, “Getting Heard: A Hong Kong Citizen’s Handbook” (2002) Co-author and editor of the books, “Building Democracy: Creating Good Government in Hong Kong” (2003) and “At the Epicentre: Hong Kong and the SARS Outbreak” (2004) | Named as “Global Leader for Tomorrow” (World Economic Forum, 1994) Named as “Star of Asia” (Business Week magazine, 1998 and 2000) Named as “Entrepreneur of the Year” (Women of Influence, Amcham Hong Kong, 2003) Won the Peter Bryce award for civic work (Pacific Circle Consortium, 2004) |

Dr Loh has over 25 years of experience in a wide range of industries from commodities trading, strategic planning and politics.

Save for the relationship as disclosed above, none of the above newly appointed Directors is related to any Director, senior management or substantial or controlling shareholders of HKEx, nor have any interest in the shares of HKEx within the meaning of Part XV of the Securities and Futures Ordinance.

Every non-executive director will be entitled to a director's fee of HK\$240,000 for the period from the date of their appointment to the conclusion of the next annual general meeting of HKEx, as approved by the shareholders at the AGM held today.

Save for the information disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of the Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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

Hong Kong, 26 April 2006

As at the date of this announcement, the Board of Directors of HKEx comprises the following Independent Non-executive Directors, namely Dr CHEUNG Kin Tung, Marvin, Mr FAN Hung Ling, Henry, Mr FONG Hup, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mr STRICKLAND, John Estmond, Mr WEBB, David Michael, Mr WONG Sai Hung, Oscar, and the newly appointed non-executive Directors Mr ARCULLI, Ronald Joseph, Mrs CHA, Laura May-Lung, Mr CHENG Mo Chi, Moses and Dr LOH Kung Wai, Christine and one executive Director, Mr CHOW Man Yiu, Paul, who is also the Chief Executive. Mr LEE Yeh Kwong, Charles, Mr FRESHWATER, Timothy George, Mr LEE Jor Hung, Dannis and Dr LO Ka Shui retired at the conclusion of the AGM.

Please also refer to the published version of this announcement in South China Morning Post.