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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 under the Companies Ordinance)

Voting Results at the 2004 Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”) and Appointment of Public Interest Directors

At the annual general meeting held on 31 March 2004 (“AGM”), poll voting was demanded by the Chairman for voting on the proposed resolutions, as set out in the notice of annual general meeting dated 26 February 2004. All resolutions were approved by shareholders and the voting details are as follows –

	For	Against	Net Votes
1. To receive and consider the audited accounts for the year ended 31 December 2003 together with the reports of the directors and auditors thereon.	295,727,186	744,000	294,983,186
2. To declare a final dividend of HK\$0.42 per share.	312,636,320	250,000	312,386,320
3. To declare a special dividend of HK\$1.68 per share.	312,636,320	250,000	312,386,320
4. To elect directors –			
4(I) Mr John E Strickland	303,704,320	724,000	302,980,320
4(II) Mr Oscar S H Wong	304,711,320	724,000	303,987,320
5. To reappoint PricewaterhouseCoopers as auditors of HKEx and to authorise the directors to fix their remuneration.	304,987,320	250,000	304,737,320
6(I). To approve the general mandate for the issue of additional shares of HKEx.	161,783,065	144,954,569	16,828,496
6(II). To approve the general mandate for the repurchase of shares of HKEx.	311,835,320	278,000	311,557,320
6(III). To approve the extension to the general mandate for the issue of shares granted under 6(I) to include the repurchased shares.	308,848,415	2,302,805	306,545,610
6(IV). To approve a remuneration of HK\$100,000 be paid to each of the non-executive directors of HKEx at the conclusion of the next annual general meeting of HKEx for the period from the conclusion of this meeting to the conclusion of the next annual general meeting of HKEx.	312,424,316	294,000	312,130,316
6(V). To approve the adjustment of subscription price and contract size of unexercised options granted under the employees’ share option schemes of HKEx.	159,996,009	156,515,632	3,480,377

6(VI). To approve the amendments to the Articles of Association in alignment with the changes to the Listing Rules which become effective on 31 March 2004. 290,024,419 23,552,901 266,471,518

Resolutions 1 to 6(V) were passed as ordinary resolutions, and Resolution 6(VI) was passed as a special resolution. Shareholders may refer to the circular dated 2 March 2004 issued to shareholders for details of some of the resolutions.

As at the date of the AGM, the issued share capital of HKEx is 1,056,456,846 shares. There is no restriction on shareholders to cast vote on any of the aforesaid resolutions at the AGM.

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 either an audit or a review made in accordance with Hong Kong auditing standards nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

HKEx also welcomes the Government's reappointment of Mr Lee Yeh Kwong, Charles, Mr Timothy Freshwater, and Dr Lo Ka Shui as Public Interest Directors for a term of two years from 1 April 2004 until the conclusion of the annual general meeting to be held in 2006.

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

Hong Kong, 31 March 2004

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