



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

ANNOUNCEMENT

The board of Hong Kong Exchanges and Clearing Limited (“Company”) announces that Many Profit Limited (“Vendor”), a wholly owned subsidiary of the Company, today entered into a Share Purchase Agreement (“Agreement”) with ACN 081 035 752 PTY LTD (“Purchaser”), a wholly owned subsidiary of Computershare Limited (“CPU”), under which the Vendor agrees to sell 7,317 fully paid A Class ordinary shares (“Sale Shares”) in the capital of Computershare Hong Kong Investor Services Limited (“CHIS”), representing 30% of the issued share capital of CHIS, to the Purchaser for a consideration of HK\$270,320,130 (“Transaction”). On completion of the Transaction, the Company will realise a profit of about HK\$220 million. Completion of the Transaction will take place on 3 April 2007. After the Transaction, the Company will have no interest in CHIS and CHIS will cease to be an associate of the Company.

Applying the relevant percentage ratios resulting from the calculations set out in Rule 14.07 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong limited (“Listing Rules”), the Transaction does not constitute a notifiable transaction for the Company under the Listing Rules.

THE TRANSACTION

- Parties** : (1) The Vendor is an investment holding company and is a wholly owned subsidiary of the Company which is the exchange controller under the Securities and Futures Ordinance and owns and operates the only stock exchange and futures exchange in Hong Kong, and their related clearing houses; and
- (2) The Purchaser is a wholly owned subsidiary of CPU, a listed company on the Australian Stock Exchange, which is providing share registration, employee equity plans, proxy solicitation and other specialised financial and communication services.
- Transaction** : Pursuant to the Agreement entered into between the Vendor and the Purchaser dated 29 March 2007, the Vendor agrees to sell and the Purchaser agrees to purchase the Sale Shares subject to the terms and conditions thereof. The Sale Shares represents 30% of the issued share capital of CHIS which is operating share registration and related investor services business. Completion of the Transaction will take place on 3 April 2007. After the Transaction, the Company will have no interest in CHIS and CHIS will cease to be an associate of the Company.
- Consideration** : The total cash consideration for the Sale Shares is HK\$270,320,130. Such consideration has been arrived at after arm’s length negotiation between the parties.

REASONS FOR, AND BENEFITS, OF THE TRANSACTION

The board of the Company considered that the Transaction represents a good opportunity for the Company and its subsidiaries (“Group”) to realise a gain on the investment which was acquired through the merger of Hong Kong Registrars Limited, a former wholly owned subsidiary of the Company, and Central Registration Hong Kong Limited (subsequently renamed as CHIS) in 2002, and the subsequent acquisition of 6% interest in CHIS in 2005 by exercising the option offered to the Company pursuant to the share option deed dated 31 May 2002.

The directors of the Company (“Directors”) consider the terms of the Share Purchase Agreement are on normal commercial terms, fair, reasonable and in the interests of the Company and its shareholders as a whole. On completion of the Transaction, the Company will realise a profit of about HK\$220 million. The net proceeds to be derived by the Group from the Transaction will be used for its general working capital purposes.

CONNECTED PERSON

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, neither the Purchaser nor CPU is a connected person (as defined in the Listing Rules) of the Company.

Applying the relevant percentage ratios resulting from the calculations set out in Rule 14.07 of the Listing Rules, the Transaction does not constitute a notifiable transaction for the Company under the Listing Rules.

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

Hong Kong, 29 March 2007

As at the date of this announcement, the Board of Directors of Hong Kong Exchanges and Clearing Limited comprises 12 Independent Non-executive Directors, namely Mr ARCULLI, Ronald Joseph (Chairman), Mrs CHA May-Lung, Laura, Mr 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.

This announcement is also published on HKEx’s corporate website at <http://www.hkex.com.hk/relation/relation.htm> and the website of The Stock Exchange of Hong Kong Limited.

Please also refer to the printed version of this announcement in South China Morning Post on 30 March 2007.