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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)

9 April 2003

To the Shareholders

Dear Sir or Madam,

Withdrawal of intention to propose a resolution for the appointment of Mr Parker, David Charles as a director at the 2003 Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”)

INTRODUCTION

On 3 April 2003, a shareholder of HKEx (“the Relevant Shareholder”) had notified the Company Secretary of its intention to propose a resolution for the appointment of Mr Parker, David Charles as a director at the 2003 annual general meeting of HKEx to be held on Tuesday, 15 April 2003 (“AGM”). Details of the proposed appointment of Mr Parker have been included in the supplemental circular of HKEx dated 8 April 2003. A Second Proxy Form was enclosed with the supplemental circular. As Shareholders are aware, the resolution in respect of the election of Mr Parker will only be put to the meeting for voting at the AGM if the Relevant Shareholder does in fact propose such a resolution at the AGM.

WITHDRAWAL OF NOMINATION

The Relevant Shareholder has, on 9 April 2003, notified the Company Secretary of the withdrawal of its notice of intention to propose a resolution for the appointment of Mr Parker as a director of HKEx at the AGM. On the same date, Mr Parker also notified the Company Secretary of the withdrawal of his consent to be appointed as a director of HKEx. Accordingly, Shareholders should note that no resolution for the appointment of Mr Parker as a director of HKEx is expected to be put to the AGM for voting.

SECOND PROXY FORM

No further proxy form will be issued by HKEx. Shareholders should use the Second Proxy Form for appointing proxies, and giving voting instructions to their proxies. As the Relevant Shareholder will not propose a resolution to appoint Mr Parker as a director at the AGM, Shareholders may ignore resolution no. 3(XI) shown on the Second Proxy Form in relation to the resolution to appoint Mr Parker. For the avoidance of doubt, a correctly completed Second Proxy Form will not be invalidated even though an instruction to vote has been given in respect of resolution no. 3(XI). Shareholders who have any query about the validity of the proxy form deposited may contact HKEx’s registrar at 2862-8666.

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