

日期 Date: 28 March 2007

*To Shareholders of Hong Kong Exchanges and Clearing Limited (“HKEx”)*

Dear Sir or Madam

**2007 ANNUAL GENERAL MEETING OF HKEx**

We, the share registrar of HKEx, write to inform all shareholders on matters relating to the proposed poll voting for all the resolutions to be dealt with at the forthcoming annual general meeting of HKEx to be held on Thursday, 26 April 2007 at 4:30 p.m. at the Exchange Auditorium in the Exchange Exhibition Hall of The Stock Exchange of Hong Kong Limited (“AGM”).

According to the circular to shareholders of HKEx dated 28 March 2007, it is expected that all the resolutions set out in the Notice of AGM will be voted by way of a poll. The poll voting slip will be distributed upon registration of attendance. Before filling in the poll voting slip, you are advised to check and ensure that the name and the shareholding shown on the poll voting slip are correct. Should there be any discrepancies, please notify immediately the staff at the venue.

A sample poll voting slip to be used at the AGM is enclosed for your information. Shareholders are advised to read through the enclosed poll voting slip, in particular, the completion guidelines and validation rules thereon, before attending the AGM.

If you have any questions relating to the above matters, please call our hotline 2862-8666.

Yours faithfully

***Hong Kong Registrars Limited***  
***Share Registrar of Hong Kong Exchanges and Clearing Limited***

香港證券登記有限公司 Hong Kong Registrars Limited

香港灣仔皇后大道東一八三號合和中心四十六樓

Hopewell Centre, 46th Floor, 183 Queen's Road East, Wan Chai, Hong Kong 電話 Tel: (852) 2862 8628

圖文傳真 Fax: (852) 2865 0990 / 2529 6087 電子郵件 E-mail: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk) 網址 Website: [www.computershare.com](http://www.computershare.com)

Computershare 集團成員

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**SAMPLE POLL VOTING SLIP**

The following is the sample poll voting slip to be used at the Annual General Meeting:

<b>HONG KONG EXCHANGES AND CLEARING LIMITED (“HKEx”)</b> Annual General Meeting (“AGM”) held on 26 April 2007 POLL VOTING SLIP			
Name of shareholder:			
Name of proxy / corporate representative:			
Number of shares held by shareholder / Number of shares can be voted by proxy:			
<b>RESOLUTIONS</b>		NUMBER OF VOTES (note 1)	
		FOR	AGAINST
1	To receive and consider the Audited Accounts for the year ended 31 December 2006 together with the Reports of the Directors and Auditors thereon		
2	To declare a Final Dividend		
3(a)	To elect Mr John E STRICKLAND as Director		
3(b)	To elect Mr Oscar S H WONG as Director		
4	To re-appoint PricewaterhouseCoopers as Auditors of HKEx and to authorise the Directors to fix their remuneration		
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		
6(a)	To approve paying remuneration of HK\$450,000 to the Chairman and HK\$300,000 to each of the other non-executive Directors of HKEx for the period from the conclusion of each annual general meeting of HKEx to the conclusion of the annual general meeting of HKEx to be held in the immediately following year until shareholders of HKEx in general meeting otherwise determine		
6(b)	To approve paying a remuneration of HK\$50,000 to the chairman and every member (excluding executive Director) of the Executive Committee, Audit Committee, Remuneration Committee and Investment Advisory Committee of HKEx for the period from the conclusion of each annual general meeting of HKEx to the conclusion of the annual general meeting of HKEx to be held in the immediately following year until shareholders of HKEx in general meeting otherwise determine		
USUAL SIGNATURE (note 2)			

## COMPLETION GUIDELINES AND VALIDATION RULES

### Notes:

1. (a) A shareholder present in person or by proxy has one vote for every share he holds.
- (b) A shareholder who is entitled to more than one vote does not have to use all his votes, or to cast all his votes in the same way.
- (c) If a shareholder only indicates his intention to vote “FOR” or “AGAINST” a resolution by marking a tick (✓) without writing the number of votes being cast in the relevant box, he will be deemed to have used all the votes he is entitled to cast.

### Example of valid votes

RESOLUTIONS		FOR	AGAINST
3(a)	To elect [candidate] as Director	✓	

OR

RESOLUTIONS		FOR	AGAINST
3(a)	To elect [candidate] as Director		✓

- (d) If a shareholder wishes to use less than all his votes, or to cast some of his votes “FOR” and some of his votes “AGAINST” a particular resolution, he must write the number of votes in the relevant box(es).

### Example of valid votes

Suppose the shareholder has 8,000 shares in the company:

RESOLUTIONS		FOR	AGAINST
3(a)	To elect [candidate] as Director	6,800	
3(b)	To elect [candidate] as Director		1,000

OR

RESOLUTIONS		FOR	AGAINST
3(a)	To elect [candidate] as Director	6,000	2,000

- (e) If the total number of votes “FOR” **and** “AGAINST” the same resolution exceeds the total number of votes which a shareholder may cast on that one resolution, his votes on that resolution will be **void** and will **not** be counted.

### Example of void votes

Suppose the shareholder has 8,000 shares in the company:

RESOLUTIONS		FOR	AGAINST
3(a)	To elect [candidate] as Director	✓	✓
3(b)	To elect [candidate] as Director	8,000	8,000
4	To re-appoint PricewaterhouseCoopers as Auditors of HKEx and ...	4,000	5,000

- (f) If the number of votes “FOR” **or** “AGAINST” one resolution exceeds the total number of votes which a shareholder may cast on that one resolution, he will be deemed to have used all the votes he is entitled to cast.
  - (g) If a shareholder does **not** initial against any alteration he makes on the number of votes he may cast on a resolution, his votes on that resolution will be **void** and will **not** be counted.
2. (a) If there is **no signature** on a poll voting slip, the votes on all resolutions on that poll voting slip will be **void** and will **not** be counted.
- (b) In the case of joint registered holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of HKEx in respect of such shares shall alone be entitled to vote in respect thereof.
3. HKEx reserves the right to treat a poll voting slip which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.
4. There will be two elected Director vacancies to be filled at the AGM. In the case if there are more than two candidates standing for election, then in order to select which two candidates as the elected Directors, the resolutions themselves contain a method of determining support for a candidate. Each resolution for the appointment of Director to be proposed at the AGM will provide as follows:

“**THAT** subject to the number of net votes cast in relation to this resolution (net votes being votes cast in favour minus votes cast against this resolution) being among the two highest number of net votes cast on each of the resolutions for the appointment of a person as a director of the Company at the annual general meeting (the “2007 AGM”) to be held on 26 April 2007 or on the date of its adjournment (where applicable), [name of candidate] be and is hereby appointed as a director of the Company with effect from the conclusion of the 2007 AGM for a term of approximately three years expiring at the conclusion of the Company’s annual general meeting to be held in 2010, provided that if any two or more of such resolutions record the same number of net votes (the “Tied Resolutions”), the ranking of the Tied Resolutions from highest to lowest number of net votes shall be determined by the drawing of lots by the chairman of the meeting.”