

日期 Date: 20 March 2009

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

Dear Sir or Madam

2009 ANNUAL GENERAL MEETING OF HKEx

Please note that all resolutions to be dealt with at the forthcoming annual general meeting of HKEx to be held on Thursday, 23 April 2009 at 4:30pm at the Exchange Auditorium in the Exchange Exhibition Hall of The Stock Exchange of Hong Kong Limited (“AGM”) will be decided by poll. We, the share registrar of HKEx, write to inform all shareholders about matters of poll voting.

According to the circular to shareholders of HKEx dated 20 March 2009, all the resolutions set out in the Notice of the AGM will be voted by way of a poll. The poll voting slip will be distributed to shareholders or their proxies or authorised representatives 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 the staff at the venue immediately.

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.

Please note that if you are a non-registered shareholder (ie, your shares in HKEx are held in an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee), you have to give instruction to your intermediary/nominee to vote on your behalf, or if you wish to attend and vote at the AGM, you should arrange with your intermediary/nominee directly to obtain an authorisation.

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

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Computershare 集團成員

A member of Computershare Group

SAMPLE POLL VOTING SLIP

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

HONG KONG EXCHANGES AND CLEARING LIMITED (“HKEx”) Annual General Meeting (“AGM”) held on 23 April 2009 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:			
RESOLUTIONS		NUMBER OF VOTES (note 1)	
		FOR	AGAINST
1	To receive and consider the Audited Accounts for the year ended 31 December 2008 together with the Reports of the Directors and Auditor thereon		
2	To declare a final dividend of HK\$1.80 per share		
3(a)	To elect Mr Ignatius T C CHAN as Director		
3(b)	To elect Mr John M M WILLIAMSON as Director		
4	To re-appoint PricewaterhouseCoopers as auditor of HKEx and to authorise the Directors to fix their remuneration		
5	To grant a general mandate to the Directors to repurchase shares of HKEx, not exceeding 10% of the issued share capital of HKEx as at the date of this Resolution		
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/she holds.
- (b) A shareholder who is entitled to more than one vote does not have to use all his/her votes, or to cast all his/her votes in the same way.
- (c) If a shareholder only indicates his/her 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/she will be deemed to have used all the votes he/she 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/her votes, or to cast some of his/her votes “FOR” and some of his/her votes “AGAINST” a particular resolution, he/she must write the number of votes in the relevant box(es).

Example of valid votes

Suppose the shareholder has a registered shareholding of 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/her votes on that resolution will be **void** and will **not** be counted.

Example of void votes

Suppose the shareholder has a registered shareholding of 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 auditor 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/she will be deemed to have used all the votes he/she is entitled to cast.
- (g) If a shareholder does **not** initial against any alteration he/she makes on the number of votes he/she may cast on a resolution, his/her 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/she 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 will 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 to be held on 23 April 2009 or on the date of its adjournment (where applicable) (the “2009 AGM”), [name of candidate] be and is hereby appointed as a director of the Company with effect from the conclusion of the 2009 AGM for a term of approximately three years expiring at the conclusion of the Company’s annual general meeting to be held in 2012, 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.”