



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)
(Stock Code: 388)

Voting Results at the 2005 Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”) and Changes of Directors

VOTING RESULTS AT THE 2005 ANNUAL GENERAL MEETING (“AGM”)

At the AGM, poll voting was demanded by the Chairman for voting on all proposed resolutions, as set out in the notice of annual general meeting dated 9 March 2005. There are no restrictions on shareholders to cast votes on any of the following resolutions at the AGM. All resolutions were approved by shareholders and the voting details are as follows—

	Resolutions	For	Against	Net Votes
1.	To receive and consider the Audited Accounts for the year ended 31 December 2004 together with the Reports of the Directors and Auditors thereon.	333,703,342	0	333,703,342
2.	To declare a Final Dividend of HK\$0.47 per share.	349,621,946	0	349,621,946
3(I).	To elect Dr KWOK Chi Piu, Bill as Director.	349,998,944	0	349,998,944
3(II).	To elect Mr LEE Kwan Ho, Vincent Marshall as Director.	348,546,944	268,000	348,278,944
4.	To re-appoint PricewaterhouseCoopers as Auditors of HKEx and to authorise the Directors to fix their remuneration.	348,810,146	86,800	348,723,346
5.	To approve the general mandate for the repurchase of shares of HKEx.	346,090,946	0	346,090,946
6.	To approve a remuneration of HK\$240,000 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.	330,066,944	3,976,000	326,090,944
7.	To fix the terms of office of Messrs LEE Jor Hung, Dannis, WEBB David Michael, STRICKLAND John Estmond and WONG Sai Hung, Oscar.	348,474,944	0	348,474,944
8.	To approve the amendments to the Articles of Association for stricter compliance with Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which took effect on 1 January 2005.	348,064,946	0	348,064,946

Resolutions 1 to 7 were passed as ordinary resolutions, and Resolution 8 was passed as a special resolution. Shareholders may refer to the circular dated 9 March 2005 issued to shareholders for details of some of the resolutions.

Dr Kwok Chi Piu, Bill and Mr Lee Kwan Ho, Vincent Marshall are successfully re-elected by shareholders at the AGM held today, and their service terms will be approximately three years until the conclusion of the annual general meeting to be held in 2008.

As at the date of the AGM, the number of issued shares of HKEx is 1,060,036,846 shares. All Non-executive Directors of HKEx who are shareholders have abstained from voting on the Resolution 6 relating to the remuneration of Non-executive Directors 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.

CHANGES OF DIRECTORS

HKEx also welcomes the Government’s appointment of Dr Cheung Kin Tung, Marvin, and re-appointment of Messrs Fan Hung Ling, Henry and Fong Hup as Government Appointed Directors for a term of approximately two years from 12 April 2005 until the conclusion of the annual general meeting to be held in 2007. Mr Leong Ka Chai, a Government Appointed Director, retired after the conclusion of the AGM held today.

Dr Cheung Kin Tung, Marvin, DBA Hon, SBS, OBE, JP, aged 57, is a fellow of both the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. He joined KPMG Hong Kong in 1969 and was admitted into the partnership in 1974. He was elected the Chairman and the Chief Executive Officer of KPMG Hong Kong in October 1996 and retired on 31 March 2003.

Dr Cheung is currently the Chairman of the Main Board and the Growth Enterprise Market Listing Committees of The Stock Exchange of Hong Kong Limited, the Chairman of the Supervisory Committee of the Tracker Fund of Hong Kong, member of the Exchange Fund Advisory Committee, board member of the Airport Authority, member of the Greater Pearl River Delta Business Council, Vice-Chairman of the Council of Hong Kong University of Science and Technology, and Council Member of the Open University of Hong Kong. He is a non-executive director of Hang Seng Bank Limited, Shui On Construction and Materials Limited and HKR International Limited. He is also a director of Hong Kong International Film Festival Society Limited. Save for the directorships as mentioned above, Dr Cheung did not hold any directorship in listed companies in the past three years.

Dr Cheung was formerly the president of the Hong Kong Institute of Certified Public Accountants (1990), and appointed member of the Legislative Council (1991-1995) and the Urban Council (1985 - 1995).

Dr Cheung has no relationship with any Director, senior management or substantial or controlling shareholders of HKEx and does not have any interest in the shares of HKEx within the meaning of Part XV of the Securities and Futures Ordinance.

Dr Cheung will be entitled to a director’s fee of HK\$240,000 for the period from the date of his appointment to the conclusion of next annual general meeting of HKEx, as approved by the shareholders at the AGM held today.

The Board takes this opportunity to welcome Dr Cheung Kin Tung, Marvin to join the Board. The Board would also like to express its appreciation to Mr Leong Ka Chai for his invaluable contributions, advice and support rendered to HKEx over the past years.

BOARD OF DIRECTORS

As at the date of this announcement, the Board of Directors of HKEx comprises the following Independent Non-executive Directors, namely Mr LEE Yeh Kwong, Charles (Chairman), Dr CHEUNG Kin Tung, Marvin (appointment takes effect from the conclusion of the AGM), Mr FAN Hung Ling, Henry (re-appointment takes effect from the conclusion of the AGM), Mr FONG Hup (re-appointment takes effect from the conclusion of the AGM), Mr FRESHWATER, Timothy George, Dr KWOK Chi Piu, Bill (re-elected by shareholders at the AGM), Mr LEE Jor Hung, Dannis, Mr LEE Kwan Ho, Vincent Marshall (re-elected by shareholders at the AGM), Mr LEONG Ka Chai (retired after the conclusion of the AGM), Dr LO Ka Shui, 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.

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

Hong Kong, 12 April 2005

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