



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)

PROXY FORM

for use

at the Extraordinary General Meeting to be held at Conference Room 401, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong on 31st May, 2000 at 5:00 p.m.

I/We *(Note 1)*, _____

of _____

being the registered holder of *(Note 2)* _____

shares of HK\$1.00 each in the capital of Hong Kong Exchanges and Clearing Limited (the "Company"),

HEREBY APPOINT *(Note 3)* **THE CHAIRMAN OF THE MEETING** or _____

or _____

of _____

as my/our proxy to act for me/us at the extraordinary general meeting (the "Meeting") to be held at Conference Room 401, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong on 31st May, 2000 at 5:00 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name in respect of the resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1. To approve the adoption of the Post-Listing Scheme		
2. To approve the adoption of the Pre-Listing Scheme		
3. To approve the general mandate for the issue of shares		
4. To approve the general mandate for the repurchase of shares		
5. To approve the extension to the general mandate for the issue of shares granted under Resolution 3 above		

Dated this _____ day of _____, 2000

Signed *(Note 5)*: _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in the name of the holder and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in the name of the holder appearing in this form of proxy.
3. If any proxy other than the chairman of the Meeting is preferred, strike out the words “THE CHAIRMAN OF THE MEETING or” and insert the full name and address of the proxy desired in the space provided. A shareholder having more than one share in the Company may appoint one or more proxies to attend and vote in his stead. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. A proxy need not be a shareholder of the Company, but must attend the Meeting to represent you.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”. Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his discretion or abstain. Your proxy will also be entitled to vote at his discretion or abstain on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your agent duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or agent duly authorised.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), must be lodged at the registered office of the Company’s Registrar, HKSCC Registrars Limited, at 2/F., Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, not less than 48 hours before the time appointed for the Meeting or adjourned Meeting (as the case may be).
7. Completion and return of this form of proxy will not preclude you from attending the Meeting in person if you so wish. In such event, this form of proxy will be deemed to have been revoked.
8. In the case of joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be 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 in respect of such share shall alone be entitled to vote in respect thereof.