



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 Convention Hall, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong on 27th March, 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 _____

of _____

as my/our proxy to act for me/us at the extraordinary general meeting (the "Meeting") to be held at Convention Hall, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong on 27th March, 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 (note 4) | AGAINST (note 4) |
|--|------------------------|----------------------------|
| 1. Election of Mr. CHEONG Ying Chew, Henry as a director of the Company, subject as provided in the resolution | | |
| 2. Election of Mr. CHIU Chi Cheong, Clifton as a director of the Company, subject as provided in the resolution | | |
| 3. Election of Mr. FAN Chor Ho, Paul as a director of the Company, subject as provided in the resolution | | |
| 4. Election of Mr. KWOK Chi Piu, Bill as a director of the Company, subject as provided in the resolution | | |
| 5. Election of Mr. LEE Jor Hung, Dannis as a director of the Company, subject as provided in the resolution | | |
| 6. Election of Mr. LEE Kwan Ho, Vincent as a director of the Company, subject as provided in the resolution | | |
| 7. Election of Mr. SETO Gin Chung, John as a director of the Company, subject as provided in the resolution | | |
| 8. Election of Mr. James SHERIDAN as a director of the Company, subject as provided in the resolution | | |
| 9. Election of Mr. WONG Shiu Hoi, Peter as a director of the Company, subject as provided in the resolution | | |
| 10. Election of Mr. YUE Wai Keung as a director of the Company, subject as provided in the resolution | | |

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. (a) 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.

(b) IMPORTANT: It is expected that voting on each resolution will be by way of a poll. On a poll, every member present in person or by proxy will have one vote for every share of which he is the holder. A member who is entitled to more than one vote does not need to use all his votes or cast all the votes he uses in the same way. IF YOU WISH TO INSTRUCT YOUR PROXY TO USE LESS THAN ALL YOUR VOTES FOR A PARTICULAR RESOLUTION, OR IF YOU WISH TO INSTRUCT YOUR PROXY TO USE SOME OF YOUR VOTES “FOR” AND SOME OF YOUR VOTES “AGAINST” A PARTICULAR RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES TO BE USED IN THE RELEVANT BOX(ES) INSTEAD OF SIMPLY TICKING THAT BOX. IF YOU ONLY TICK A BOX, YOUR PROXY WILL BE ENTITLED TO USE ALL YOUR SHARES TO VOTE AS INDICATED.
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 notarially certified copy of that power or authority, 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.