



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
(ANNUAL GENERAL MEETING — 17 APRIL 2002)**

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 (“HKEx”), **HEREBY**

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

of _____ (address)

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of HKEx to be held at the Trading Hall of The Stock Exchange of Hong Kong Limited at 1st Floor, One and Two Exchange Square, Central, Hong Kong on Wednesday, 17 April 2002 at 4:30 p.m. and at any adjournment thereof in respect of the resolutions set out in the Notice of Annual General Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1. To receive and consider the Audited Accounts for the year ended 31 December 2001 together with the Reports of the Directors and Auditors thereon.		
2. To declare a Final Dividend.		
3. To re-appoint PricewaterhouseCoopers as Auditors of HKEx and to authorise the Directors to fix their remuneration.		
4(I). To approve the amendments to the Share Option Scheme of HKEx.		
4(II). To approve the general mandate for the issue of additional shares of HKEx.		
4(III). To approve the general mandate for the repurchase of shares of HKEx.		
4(IV). To approve the extension to the general mandate for the issue of shares granted under Resolution 4(II) above.		
4(V). To approve the amendments to the Articles of Association of HKEx.		

Dated this _____ day of _____, 2002

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 HKEx may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy need not be a shareholder of HKEx, 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 in writing.
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 HKEx's Registrar, Hong Kong 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 of HKEx in respect of such share shall alone be entitled to vote in respect thereof.