



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)
(Stock Code: 388)

SECOND PROXY FORM
(ANNUAL GENERAL MEETING – 23 APRIL 2009)

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 (“AGM”) of HKEx to be held at the Exchange Auditorium in the Exchange Exhibition Hall of The Stock Exchange of Hong Kong Limited on 1st Floor, One and Two Exchange Square, Central, Hong Kong on Thursday, 23 April 2009 at 4:30pm and at any adjournment thereof in respect of the resolutions set out in the Notice of AGM 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 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 ^(Note 5)		
3(b)	To elect Mr John M M WILLIAMSON as Director ^(Note 5)		
3(c)	To elect Mr Gilbert K T CHU as Director ^(Notes 5 and 6)		
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 ^(Note 7)		

Dated this _____ day of _____, 2009

Signed ^(Note 8): _____

Contact Telephone No.: _____

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 Second Proxy Form will be deemed to relate to all the shares registered in the name of the holder appearing in this Second Proxy Form.
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/her stead. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a shareholder of HKEx, but must attend the meeting (or any adjournment thereof) 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/her discretion or to abstain from voting. **Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
5. 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 determine who shall be elected, 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."
6. Shareholders should note that Resolution 3(c) will only be put to the meeting for voting if the relevant shareholder who has indicated her intention to propose the candidate concerned under Article 90(2)(b) of HKEx's Articles of Association does in fact propose such a resolution at the AGM.
7. The full text of Resolution 5 is set out in the Notice of the AGM.
8. This Second Proxy Form 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.
9. In order to be valid, this Second Proxy Form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be lodged with HKEx's registrar, Hong Kong Registrars Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
10. Completion and return of this Second Proxy Form shall not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish, and the appointment of the proxy will be revoked if you vote in person at the meeting.
11. 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.
12. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM ("FIRST PROXY FORM") WHICH SENT TOGETHER WITH THE CIRCULAR DATED 20 MARCH 2009 AND 2008 ANNUAL REPORT OF HKEx, SHOULD NOTE THAT:**
 - (a) **If no Second Proxy Form is lodged with HKEx's registrar, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM and the First Proxy Form, including a resolution for the appointment of an additional candidate set out in the supplemental circular of HKEx dated 6 April 2009 as a Director.
 - (b) **If the Second Proxy Form is lodged with HKEx's registrar before 48 hours prior to the time appointed for holding the meeting, ie, 4:30pm on Tuesday, 21 April 2009 ("Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.**
 - (c) **If the Second Proxy Form is lodged with HKEx's registrar after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.**
13. HKEx reserves the right to treat any proxy form which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.
14. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the Notice of the AGM will be decided by poll at the meeting.
15. The registration of the AGM will start at 3:45pm on 23 April 2009. In order to ensure the meeting can start on time, shareholders or their proxies or authorised representatives are encouraged to arrive for registration 20 minutes before the meeting starts.
16. If a shareholder has any queries about the validity of his/her proxy form deposited, he/she may contact HKEx's registrar at 2862-8555.