



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)

PROXY FORM
(ANNUAL GENERAL MEETING – 22 APRIL 2010)

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 4:30 pm on Thursday, 22 April 2010 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 and at any adjournment thereof in respect of the resolutions set out in the Notice of the 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 the Audited Accounts for the year ended 31 December 2009 together with the Reports of the Directors and Auditor thereon		
2	To declare a final dividend of HK\$2.09 per share		
3(a)	To elect Mr John Estmond STRICKLAND as Director ^(Note 5)		
3(b)	To elect Mr WONG Sai Hung, Oscar as Director ^(Note 5)		
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 6)		
6(a)	To approve the remuneration of HK\$500,000 and HK\$350,000 per annum be payable to the Chairman and each of the other non-executive Directors respectively ^(Note 6)		
6(b)	To approve, in addition to the remuneration of HK\$50,000 per annum, an attendance fee of HK\$2,500 per meeting be payable to the chairman and every member (excluding executive Director) of certain Board committees ^(Note 6)		
7	To approve the amendments to the Articles of Association ^(Note 6)		

Dated this _____ day of _____, 2010

Signed ^(Note 7): _____

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 proxy form will be deemed to relate to all the shares registered in the name of the holder appearing in this 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 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. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
5. There will be 2 vacancies to be filled at the AGM following the retirement of Messrs John E Strickland and Oscar S H Wong. In the case if there are more than 2 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 2 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 22 April 2010 or on the date of its adjournment (where applicable) (the “2010 AGM”), [name of candidate] be and is hereby appointed as a director of the Company with effect from the conclusion of the 2010 AGM for a term of approximately 3 years expiring at the conclusion of the Company’s annual general meeting to be held in 2013, provided that if any 2 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. The full text of Resolutions 5, 6 and 7 are set out in the Notice of the AGM.
7. This 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.
8. In order to be valid, this 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 17M 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).
9. Submission of this 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.
10. If you have returned a proxy form, you may revoke it by completing and signing a proxy form bearing a later date, and lodging it with HKEx’s registrar office. In order to be valid for voting purposes, this latter proxy form should be received by the registrar not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) (“Closing Time”). If this latter proxy form is lodged with HKEx’s registrar after the Closing Time, it will be invalid for voting purposes. However, it will revoke any previous proxy form and any vote that may be cast by the purported proxy will not be counted in any poll which will be taken on a proposed resolution.
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 in respect of such shares shall alone be entitled to vote in respect thereof.
12. 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.
13. As a good corporate governance practice, all non-executive Directors of HKEx who are shareholders of HKEx will abstain from voting at the meeting on Resolutions 6(a) and 6(b) concerning remuneration of non-executive Directors and members of certain Board committees of HKEx.
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 for the AGM will start at 3:45 pm on 22 April 2010.