

日期 Date: 15 March 2012

To Shareholders of Hong Kong Exchanges and Clearing Limited (“HKEx”)

Dear Sir or Madam

2012 ANNUAL GENERAL MEETING OF HKEx

Please note that according to the circular to shareholders of HKEx dated 15 March 2012, all resolutions to be dealt with at the forthcoming annual general meeting of HKEx to be held at 4:30 pm on Monday, 23 April 2012 at the Exchange Auditorium in the Exchange Exhibition Hall of The Stock Exchange of Hong Kong Limited (“AGM”) will be decided by poll. We, the registrar of HKEx, write to inform all shareholders about matters of poll voting.

The poll voting slip will be distributed to shareholders or their proxies or authorised representatives upon registration of attendance at the AGM. Before filling in the poll voting slip, you are advised to check and ensure that the name and the shareholding shown on the poll voting slip are correct. Should there be any discrepancies, please notify the staff at the venue immediately.

A sample poll voting slip to be used at the AGM is enclosed for your information. Shareholders are advised to read through the enclosed poll voting slip, in particular, the completion guidelines and validation rules thereon, before attending the AGM.

Please note that if you are a non-registered shareholder (ie, your shares in HKEx are held through an intermediary such as a bank, custodian and securities broker, or registered in the name of your nominee), you will have to give instruction to your intermediary/nominee to vote on your behalf. If you wish to attend and vote at the AGM, you should seek an authorisation from your intermediary/nominee directly.

Yours faithfully

**Hong Kong Registrars Limited
Registrar of Hong Kong Exchanges and Clearing Limited**

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Computershare 集團成員

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SAMPLE POLL VOTING SLIP

The following is the sample poll voting slip to be used at the Annual General Meeting:

(ATTENTION: THIS SAMPLE POLL VOTING SLIP IS FOR REFERENCE ONLY. PLEASE DO NOT COMPLETE AND RETURN THIS SAMPLE.)

HONG KONG EXCHANGES AND CLEARING LIMITED (“HKEx”)		Shareholder’s details:	
		Name of Shareholder Name of Proxy or Corporate Representative Shareholder’s reference No. No. of Shares can be voted	
Annual General Meeting (“AGM”) held on 23 April 2012			
Poll Voting Slip			
ORDINARY RESOLUTIONS		NUMBER OF VOTES (note 1)	
		FOR	AGAINST
1	To receive the audited Financial Statements for the year ended 31 December 2011 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 CHAN Tze Ching, Ignatius as Director		
3(b)	To elect Mr John Mackay McCulloch WILLIAMSON as Director		
4	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix its 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		
6	To grant a general mandate to the Directors to allot, issue and deal with additional shares of HKEx, not exceeding 10% of the issued share capital of HKEx as at the date of this Resolution, and the discount for any shares to be issued shall not exceed 10%		
7(a)	To approve the remuneration of HK\$900,000 and HK\$600,000 per annum be payable to the Chairman and each of the other non-executive Directors respectively		
7(b)	To approve, in addition to the attendance fee of HK\$3,000 per meeting, the remuneration of HK\$120,000 and HK\$90,000 per annum be payable to the chairman and each of the other members (excluding any executive Director) of certain Board committees respectively		
USUAL SIGNATURE (note 2)			

IMPORTANT: Any alternation made must be initialled by the signer.

COMPLETION GUIDELINES AND VALIDATION RULES

Notes:

1. (a) A shareholder present in person or by proxy has one vote for every share he/she holds.
- (b) A shareholder who is entitled to more than one vote does not have to vote all of his/her shares (ie, he/she can cast a number of votes totalling less than the number of shares he/she holds or represent in a resolution) nor does he/she have to cast all his/her votes in the same way (ie, he/she can cast some of his/her votes in favour of a resolution and some of his/her votes against the resolution).
- (c) If a shareholder only indicates his/her intention to vote “FOR” or “AGAINST” a resolution by marking a tick (✓) without writing the number of votes being cast in the relevant box, he/she will be deemed to have used all the votes he/she is entitled to cast.

Example of valid votes

ORDINARY RESOLUTIONS		FOR	AGAINST
3(a)	To elect [candidate] as Director	✓	

OR

ORDINARY RESOLUTIONS		FOR	AGAINST
3(a)	To elect [candidate] as Director		✓

- (d) If a shareholder wishes to use less than all his/her votes, or to cast some of his/her votes “FOR” and some of his/her votes “AGAINST” a particular resolution, he/she must write the number of votes in the relevant box(es).

Example of valid votes

Suppose the shareholder has a registered shareholding of 8,000 shares in the company:

ORDINARY RESOLUTIONS		FOR	AGAINST
3(a)	To elect [candidate] as Director	6,800	
3(b)	To elect [candidate] as Director		1,000

OR

ORDINARY RESOLUTIONS		FOR	AGAINST
3(a)	To elect [candidate] as Director	6,000	2,000

- (e) If the total number of votes “FOR” **and** “AGAINST” the same resolution exceeds the total number of votes which a shareholder may cast on that one resolution, his/her votes on that resolution will be **voided** and will **not** be counted.

Example of voided votes

Suppose the shareholder has a registered shareholding of 8,000 shares in the company:

ORDINARY RESOLUTIONS		FOR	AGAINST
3(a)	To elect [candidate] as Director	✓	✓
3(b)	To elect [candidate] as Director	8,000	8,000
4	To re-appoint PricewaterhouseCoopers as the Auditor and ...	4,000	5,000

- (f) If the number of votes “FOR” **or** “AGAINST” one resolution exceeds the total number of votes which a shareholder may cast on that one resolution, he/she will be deemed to have used all the votes he/she is entitled to cast.
 - (g) If a shareholder does **not** initial against any alteration he/she makes on the number of votes he/she may cast on a resolution, his/her votes on that resolution will be **voided** and will **not** be counted.
2. (a) If there is **no signature** on a poll voting slip, the votes on all resolutions on that poll voting slip will be **voided** and will **not** be counted.
- (b) In the case of joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in HKEx’s register of members in respect of the relevant joint holding.
3. HKEx reserves the right to treat a poll voting slip which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.
4. There will be 2 Director vacancies to be filled at the AGM following the retirement of Messrs Ignatius Chan and John Williamson. If there are more than 2 candidates standing for election at the AGM, each resolution proposing that a candidate be appointed as a Director will provide for a method to determine which 2 candidates shall be elected as Directors 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 23 April 2012 or on the date of its adjournment (where applicable) (the “2012 AGM”), [name of candidate] be and is hereby appointed as a director of the Company with effect from the conclusion of the 2012 AGM for a term of approximately 3 years expiring at the conclusion of the Company’s annual general meeting to be held in 2015, 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.”