



**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)

Number of shares to which this proxy form relates <sup>1</sup>	
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**PROXY FORM**  
**(ANNUAL GENERAL MEETING – 16 APRIL 2014)**

I/We <sup>2</sup>, \_\_\_\_\_

of \_\_\_\_\_

being the registered holder in the capital of Hong Kong Exchanges and Clearing Limited (“HKEx” or the “Company”), **HEREBY**

**APPOINT** <sup>3</sup> \_\_\_\_\_ (name) of

\_\_\_\_\_ (address)

or failing him/her, **THE CHAIRMAN OF THE MEETING** as my/our proxy to attend, speak 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 the 1st Floor, One and Two Exchange Square, Central, Hong Kong on Wednesday, 16 April 2014 at 4:30 pm and at any adjournment of such meeting. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an “✓” in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1	To receive the audited Financial Statements for the year ended 31 December 2013 together with the Reports of the Directors and Auditor thereon		
2	To declare a final dividend of HK\$1.72 per share		
3(a)	To elect Dr KWOK Chi Piu, Bill as Director <sup>5</sup>		
3(b)	To elect Mr LEE Kwan Ho, Vincent Marshall as Director <sup>5</sup>		
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 number of shares of HKEx in issue as at the date of this Resolution <sup>6</sup>		
6	To grant a general mandate to the Directors to allot, issue and deal with additional shares of HKEx, not exceeding 10% of the number of shares of HKEx in issue as at the date of this Resolution, and the discount for any shares to be issued shall not exceed 10% <sup>6</sup>		
7(a)	To approve the remuneration of HK\$1,500,000 and HK\$700,000 per annum respectively be payable to the Chairman and each of the other non-executive Directors <sup>6</sup>		
7(b)	To approve, in addition to the attendance fee of HK\$3,000 per meeting, the remuneration of HK\$180,000 and HK\$100,000 per annum respectively be payable to the chairman and each of the other members of Audit Committee, and the remuneration of HK\$150,000 and HK\$100,000 per annum respectively be payable to the chairman and each of the other members (excluding executive Director, if any) of Executive Committee, Investment Advisory Committee and Remuneration Committee <sup>6</sup>		
<b>SPECIAL RESOLUTION</b>			
8	To approve the adoption of the new Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association of HKEx <sup>6</sup>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Signed <sup>7</sup>: \_\_\_\_\_

Contact Telephone No.: \_\_\_\_\_

Notes:

1. 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.
2. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
3. Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as the proxy. A shareholder may appoint one or more proxies to attend, speak and vote in his/her stead at the meeting provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy form. To appoint more than one proxy, a photocopy of this proxy form may be used. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy does not need to be a HKEx's shareholder.
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". IF YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES "FOR" AND SOME OF YOUR VOTES "AGAINST" A PARTICULAR RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES).** Failure to tick either box or write the number of votes in the 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 2 vacancies on the Board to be filled at the AGM following the retirement of Dr Bill Kwok and Mr Vincent Lee. If there are more than 2 candidates standing for election at the AGM, each resolution proposing that a candidate be appointed as a Director of the Company 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 16 April 2014 or on the date of its adjournment (where applicable) (the "2014 AGM"), [name of candidate] be and is hereby appointed as a director of the Company with effect from the conclusion of the 2014 AGM for a term of approximately 3 years expiring at the conclusion of the Company's annual general meeting to be held in 2017, 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 to 8 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 either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
8. In order to be valid, this completed 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 practice 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 the meeting or any adjourned meeting thereof and voting in person should you so wish, but the appointment of the proxy will be revoked if you attend 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. In order to be valid for voting purposes, this latter proxy form should be received by HKEx's registrar not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
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 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.
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 7(a) and 7(b) concerning the adjustment of the 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 attending the AGM will start at 3:30 pm on 16 April 2014.

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**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to HKEx is on a voluntary basis. Failure to provide sufficient information, HKEx may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by HKEx to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (v) Please refer to HKEx's Privacy Policy Statement which is available on the HKEx website ([www.hkex.com.hk](http://www.hkex.com.hk)) for further details.