



香港交易所

香港交易及結算所有限公司

HONG KONG EXCHANGES AND CLEARING LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 388)

Number of shares to which this proxy form relates¹

PROXY FORM (ANNUAL GENERAL MEETING – 28 APRIL 2016)

I/We², _____

of _____

being the registered holder(s) of the shares of Hong Kong Exchanges and Clearing Limited (“HKEX” or the “Company”),

HEREBY APPOINT³ _____ (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 on the 1st Floor, One and Two Exchange Square, Central, Hong Kong on Thursday, 28 April 2016 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 a “✓” in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

Table with 3 columns: ORDINARY RESOLUTIONS, FOR, and AGAINST. It lists 6 resolutions regarding financial statements, dividends, director elections, auditor appointments, and share buybacks.

Dated this _____ day of _____, 2016

Signed⁷: _____

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 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 forms. To appoint more than one proxy, a photocopy of this proxy form may be used. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy does not need to be an 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 a vacancy on HKEX's Board of Directors to be filled at the AGM following the retirement of Mr Oscar Wong. If there is more than one candidate 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 candidate shall be elected as a Director 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 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 28 April 2016 or on the date of its adjournment (where applicable) (the "2016 AGM"), [name of candidate] be and is hereby appointed as a director of the Company with effect from the conclusion of the 2016 AGM for a term of approximately 3 years expiring at the conclusion of the Company's annual general meeting to be held in 2019, 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 and 6 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, the completed proxy form must be received by HKEX's registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the above meeting or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority 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 delivered to HKEX's registrar together with the proxy form.
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 your proxy's authority to vote on a resolution is to be regarded as revoked if you attend in person at the meeting and vote on that particular resolution.
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 at least 48 hours (excluding any part of a day that is a public holiday) 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. 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.
14. The registration for attending the AGM will start at 3:30 pm on 28 April 2016.

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) for further details.