



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 Codes: 388 (HKD counter) and 80388 (RMB counter)

Number of shares  
to which this proxy  
form relates <sup>1</sup>

**PROXY FORM  
(ANNUAL GENERAL MEETING – 30 APRIL 2025)**

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

of \_\_\_\_\_

being the registered holder(s) of the shares 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 HKEX Connect Hall on the 1st Floor, One and Two Exchange Square, Central, Hong Kong on Wednesday, 30 April 2025 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.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1	To receive the audited financial statements for the year ended 31 December 2024 together with the Reports of the Directors and Auditor thereon		
2	To elect Peter Wilhelm Hubert Brien as Director <sup>5</sup>		
3	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix its remuneration		
4	To grant a general mandate to the Directors to buy back shares of HKEX, not exceeding 10% of the number of issued shares of HKEX as at the date of this Resolution <sup>6</sup>		
5	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 issued shares of HKEX as at the date of this Resolution, and the discount for any shares to be issued shall not exceed 10% <sup>6</sup>		
SPECIAL RESOLUTION			
6	To approve the adoption of the new Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association of HKEX <sup>6</sup>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2025

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 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 exercise the rights attached to a different share or shares held by the shareholder. To appoint more than one proxy, a photocopy of this proxy form may be used. The proxy does not need to be a shareholder of HKEX. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
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. The service term of Apurv Bagri will expire at the conclusion of the AGM, Mr Bagri, who will have served on the HKEX's Board of Directors (the Board) for nine consecutive years at the AGM, is not eligible for nomination under the Nomination Policy for re-election and will retire at the conclusion of the AGM. As such, there will be a vacancy on the Board to be filled at the AGM. 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 Director as follows:  
"THAT subject to the number of votes cast in favour of this resolution being among the highest number of votes cast in favour of 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 30 April 2025 or on the date of its adjournment (where applicable), [name of candidate] be and is hereby appointed as a director of the Company with effect from the conclusion of the 2025 annual general meeting for a term of approximately three years expiring at the conclusion of the Company's annual general meeting to be held in 2028, provided that if any two or more of such resolutions record the same number of votes cast in favour of them (the "Tied Resolutions"), the ranking of the Tied Resolutions from highest to lowest number of votes cast in favour shall be determined by the drawing of lots by the chairman of the meeting."
6. The full text of Resolutions 4 to 6 is 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 deposited at HKEX's registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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. For the avoidance of doubt, proxy form sent by facsimile or electronic means is not accepted.
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. Registration for attending the AGM will start at 3:30 pm on 30 April 2025.

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#### PRIVACY STATEMENT

HKEX and/or any third party will process the personal data of its Shareholders (including their proxies/corporate representatives) that have been submitted to HKEX for the purpose of the AGM. HKEX will also process the personal data of any Shareholder and/or their proxy(ies)/corporate representative(s) to the extent that the Shareholder or their proxy(ies)/corporate representative(s) attend(s) the meeting, in which case this may include text, webcasts, photographs, and/or video and audio links/recordings.

The personal data disclosed to HKEX and/or any third party may be processed for the purposes of maintaining HKEX's records, meeting management, managing corporate actions, fulfilling HKEX's legal obligations and its obligations to Shareholders, and communicating to Shareholders. The lawful bases for this processing are compliance with legal obligations and fulfilling its legitimate interests.

Please refer to HKEX's Privacy Notice for Annual General Meeting and Corporate Communications, which is available under the Investor Relations (Shareholder Information – Shareholder Meetings) section of the HKEX Group website ([www.hkexgroup.com](http://www.hkexgroup.com)), for further details of how HKEX shall process and protect personal data and the rights of individuals whose personal data is processed.

In the event that a Shareholder submits the personal data of their proxy(ies)/corporate representative(s) or that their proxy(ies)/corporate representative(s) attends the AGM in their place, the Shareholder shall communicate this privacy information to their proxy(ies)/corporate representative(s).

Should you later need to amend personal data that have been provided in this form, please submit your request in writing to HK Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.