



香港交易所

香港交易及結算有限公司

HONG KONG EXCHANGES AND CLEARING LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 388)

Number of shares to
which this proxy
form relates ¹

**SECOND PROXY FORM
(ANNUAL GENERAL MEETING – 28 APRIL 2016)**

I/We ², _____

of _____

being the registered holder(s) of the shares of Hong Kong Exchanges and Clearing Limited (“HKEX” or the “Company”), **HEREBY APPOINT** ³ _____ (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.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1	To receive the audited Financial Statements for the year ended 31 December 2015 together with the Reports of the Directors and Auditor thereon		
2	To declare a final dividend of HK\$2.87 per share		
3(a)	To elect Mr Apurv BAGRI * as a Director ⁵		
3(b)	To elect Mr CHIN Chi Kin, Edward # as a Director ⁵ and ⁶		
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 buy back shares of HKEX, not exceeding 10% of the number of issued shares of HKEX as at the date of this Resolution ⁷		
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 issued shares of HKEX as at the date of this Resolution, and the discount for any shares to be issued shall not exceed 10% ⁷		

* Candidate recommended by the Board of Directors

Candidate nominated by a shareholder

Dated this _____ day of _____, 2016

Signed ⁸: _____

Contact Telephone No.: _____

Notes:

1. If no number is inserted, this Second Proxy Form will be deemed to relate to all the shares registered in the name of the holder appearing in this Second 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 Second Proxy Form may be used. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED 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. As 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. Shareholders should note that Resolution 3(b) will only be put to the meeting for voting if the relevant shareholder who has indicated his intention to propose the candidate concerned under Article 88(3)(b) of HKEX's Articles of Association does in fact propose such a resolution at the AGM.
7. The full text of Resolutions 5 and 6 are set out in the Notice of the AGM.
8. This Second 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.
9. In order to be valid, this completed Second 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) ("Closing Time"). If this Second 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 this Second Proxy Form.
10. Submission of this Second 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.
11. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 23 MARCH 2016 CONTAINING THE NOTICE OF THE AGM, SHOULD NOTE THAT:**
 - (a) If no Second Proxy Form is lodged with HKEX's registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, a resolution for the appointment of an additional candidate as a Director as set out in the supplemental circular dated 8 April 2016) except for those resolutions to which the shareholder has indicated his/her voting direction in the First Proxy Form.
 - (b) If the Second Proxy Form is lodged with HKEX's registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder.
 - (c) If the Second Proxy Form is lodged with HKEX's registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Second Proxy Form was lodged with HKEX's registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with HKEX's registrar before the Closing Time.
12. 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.
13. 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.
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 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 may result in HKEX being unable 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.