



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 – 26 APRIL 2017)**

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 Wednesday, 26 April 2017 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 2016 together with the Reports of the Directors and Auditor thereon		
2	To declare a final dividend of HK\$2.04 per share		
3(a)	To elect CHEAH Cheng Hye as a Director ⁵		
3(b)	To elect LEUNG Pak Hon, Hugo as a Director ⁵		
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 ⁶		
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% ⁶		
7	To approve, in addition to the attendance fee of HK\$3,000 per meeting, the remuneration of HK\$180,000 per annum and HK\$120,000 per annum respectively be payable to the chairman and each of the other members (excluding Executive Director, if any) of the Project Oversight Committee of HKEX ⁶		

Dated this _____ day of _____, 2017

Signed ⁷: _____

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 two vacancies on HKEX's Board of Directors to be filled at the AGM following the retirement of Bill Kwok and Vincent Lee. If there are more than two 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 two candidates shall be elected as Directors as follows:
"THAT subject to the number of votes cast in favour of this resolution being among the two highest number of votes cast in favour 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 26 April 2017 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 2017 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 2020, 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 5, 6 and 7 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, 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. 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 Resolution 7 regarding remunerating Non-executive Directors for serving on the Project Oversight Committee.
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 26 April 2017.

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 HKEX's 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, Wan Chai, Hong Kong.
- (v) Please refer to HKEX's Privacy Policy Statement which is available on the HKEX Group website (www.hkexgroup.com) for further details.