# HONG KONG EXCHANGES AND CLEARING LIMITED

MINUTES OF THE ANNUAL GENERAL MEETING OF HONG KONG EXCHANGES AND CLEARING LIMITED HELD AT THE EXCHANGE AUDITORIUM IN THE EXCHANGE EXHIBITION HALL ON THE 1<sup>ST</sup> FLOOR, ONE AND TWO EXCHANGE SQUARE, CENTRAL, HONG KONG ON THURSDAY, 28 APRIL 2016 AT 4:30 P.M.

Directors	: Mr C K Chow Mr Ignatius T C Chan Mr Timothy Freshwater Ms Anita Y M Fung Mr Rafael Gil-Tienda Mr John B Harrison	(Chairman)
	Dr Fred Z Hu Dr Bill C P Kwok Mr Vincent K H Lee Mrs Margaret M Y Leung Mr Charles X Li Mr John M M Williamson Mr Oscar S H Wong	(Absent)
Company Secretary	: Mr Joseph K S Mau	
Shareholders	As per the attached attendance list (As at 28 April 2016, a total of 1,208,536,325 shares were in issue and the holders of which were entitled to attend and vote on the resolutions at the annual general meeting. None of the HKEX's shareholders were required to abstain from voting on any of the resolutions.)	
In Attendance	: Mr Paul Kennedy Ms Marie-Anne Kong Mr Keith Chau Mr Craig Dally Mr Geoffrey Tang	(Group Chief Financial Officer) (PricewaterhouseCoopers) (PricewaterhouseCoopers) (Linklaters) (Linklaters)
Scrutineer	: Ms Isabella Au	BDO Limited

Prior to commencement of the meeting, Ms Pamela Chung of Hong Kong Registrars Limited demonstrated the use of the electronic voting device. Noting that there were no questions from the floor about the use of the voting device, the Company Secretary invited the Chairman to conduct the annual general meeting.

## 1. Quorum and Notice

The Chairman welcomed the shareholders present at the meeting ("Shareholders"), and after noting that a quorum for the meeting was present, called the meeting to order.

## 2. Poll Voting

Pursuant to Articles 67(1)(a) and 68(1) of the Articles of Association ("Articles") of Hong Kong Exchanges and Clearing Limited ("Company" or "HKEX"), the Chairman demanded poll voting on all resolutions set out in the Notice of Annual General Meeting ("Notice") as set out in the circular dated 23 March 2016 ("Circular") and the supplemental circular dated 8 April 2016 ("Supplemental Circular") which had been sent to HKEX's shareholders and tabled at the meeting, and directed that poll voting would be conducted by electronic means. The arrangements for the poll voting were set out in the Circular. The resolutions to be considered by the Shareholders would be proposed in the sequence published in the Notice as set out in the Circular and the Supplemental Circular, and poll voting would be conducted after each resolution was proposed. BDO Limited was appointed as the scrutineer to monitor the electronic voting process and to certify the poll results.

Noting that there were no questions from the floor, and with the Shareholders' consent, the Notice which had been duly given was taken as read.

# 3. Audited Financial Statements, Directors' Report and Auditor's Report

Shareholders were referred to the first item in the Notice. Noting that the Auditor's Report constituted part of the Annual Report for the year ended 31 December 2015, which had been sent to HKEX's shareholders and tabled at the meeting, the Auditor's Report was, with the Shareholders' consent, taken as read.

Noting that there were no questions from the floor, the Chairman proposed the Resolution 1 -

"THAT the Audited Financial Statements for the year ended 31 December 2015 together with the Reports of the Directors and Auditor thereon be received."

396,418,396 votes for (99.99%), and 47,481 votes against (0.01%), the Chairman declared that the Resolution 1 carried.

# 4. Final Dividend

Shareholders were referred to the second item in the Notice, which was the declaration of a final dividend for the year ended 31 December 2015. The Board had recommended a final dividend of HK\$2.87 per share to be paid to HKEX's shareholders whose names appear in the Company's register of members on 6 May 2016. Taking into account the interim dividend paid in September last year, the total dividend for 2015 would be HK\$5.95 per share. Under the proposed scrip dividend alternative, HKEX's shareholders might elect to receive the final dividend wholly or partly in fully paid HKEX's shares instead of in cash. The scrip dividend alternative was conditional on (a) the passing of the resolutions on the proposed final dividend and the proposed mandate to issue new shares; and (b) the approval of the Securities and Futures Commission of the listing of, and dealing in, the new shares to be issued under the scrip dividend alternative.

Noting that there were no questions from the floor, the Chairman proposed the Resolution 2 -

"THAT a final dividend of HK\$2.87 per share for the year ended 31 December 2015 be paid to shareholders whose names appear on the Company's register of members on 6 May 2016."

396,174,679 votes for (99.99%), and 25,348 votes against (0.01%), the Chairman declared that the Resolution 2 carried.

## 5. Election of Directors

Shareholders were referred to the third item in the Notice. There were two candidates standing for election namely, Mr Apurv Bagri ("Mr Bagri") who was nominated and recommended by the Board, and Mr Chin Chi Kin, Edward ("Mr Chin") who was nominated by a shareholder. Relevant information of the two candidates was included in the Supplemental Circular. Resolutions 3(a) and 3(b) regarding the election of Mr Bagri and Mr Chin were put individually to Shareholders for voting. The candidate who could have the highest net positive votes cast on the resolution proposing his appointment will become a Director of the Company. If no candidates could have net positive votes, the Board would, pursuant to Article 90 of the Articles, consider appointing an appropriate person to fill the casual vacancy.

At the meeting, certain Shareholders commented that,

(a) the Company should not wait for four years after the acquisition of The London Metal Exchange ("LME") to find that there was an imminent need to bring in commodities expertise. Even if there was such a need, the Company might consider appointing Mr Bagri as a consultant so that he could focus on providing advice on the commodities business instead of appointing him as a director who would have a wider scope of responsibilities covering other businesses of the Company;

- (b) given the connectivity between Hong Kong and the Mainland China equities markets, it would be beneficial to Hong Kong if the Board would consider inviting a representative from a Mainland market operator or regulator to join the Board. There were also other shareholders holding an opposite view;
- (c) The Supplemental Circular contained much more information about Mr Bagri than Mr Chin. Furthermore, it was an unfair and uncommon practice for the Board to recommend shareholders vote against Mr Chin; and
- (d) The Board's nomination process was not transparent, and HKEX's shareholders were not invited to participate in the process.

The Chairman responded that,

- (a) following the acquisition of the LME, HKEX had transformed from a local exchange into an international exchange with multi-asset classes. The commodities business became a significant part of the HKEX's business, in particular, after the successful commercialisation of the LME and establishment of the LME Clear Limited ("LMEC") in the past two years. Contributions from the LME and LMEC accounted for approximately 20% of the Group's revenue and other income in 2015. To meet the future plan of further expanding the commodities business, it was a priority to bring in commodities expertise to the Board, which was in the best interests of HKEX's shareholders and the Company as a whole;
- (b) in order to reinforce Hong Kong's position as an international financial centre, HKEX, apart from its core securities and futures operations would expand its product and service scope to enhance its international relevance and to become a global exchange of choice for international investors. It would not be appropriate to have a Mainland market operator or regulator to join the Board in order to avoid any potential conflict of interest;
- (c) the Supplemental Circular contained the curriculum vitae of each of the candidates for shareholders' consideration. In view of the current mechanism of ranking the candidates by net positive votes, there was a technical need for the Board, who had the responsibility to identify the right talent to join the Board, to recommend shareholders vote for Mr Bagri and vote against Mr Chin. The right to nominate candidates was not exclusive to the Nomination Committee or the Board. HKEX's shareholders could nominate their candidates to stand for election, as in the case of Mr Chin. At this meeting, HKEX's shareholders had full discretion to decide who should be the appropriate candidate to join the Board by casting their votes on hand.

(d) The Nomination Committee was established in accordance with the Listing Rules and mandated to review the structure of a board and to identify suitable candidates as directors. The recommendation to nominate Mr Bagri who possessed commodities expertise to stand for election was the result of a comprehensive Board review. Going forward, regular reviews would be conducted, and expertise in asset management or other sectors would be invited to join the Board, as and when appropriate.

Noting that there were no further questions from the floor, the Chairman proposed the Resolution 3(a) -

"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), Mr Apurv Bagri be and is hereby appointed as a director of the Company with effect from the conclusion of the 2016 annual general meeting 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 the two resolutions record the same number of net votes, the ranking of the tied resolutions shall be determined by the drawing of lots by the chairman of the meeting."

388,213,346 votes for (96.34%), and 14,739,869 votes against (3.66%).

Mr William Tsang, a Shareholder, proposed the Resolution 3(b) -

"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), Mr Chin Chi Kin, Edward be and is hereby appointed as a director of the Company with effect from the conclusion of the 2016 annual general meeting 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 the two resolutions record the same number of net votes, the ranking of the tied resolutions shall be determined by the drawing of lots by the chairman of the meeting."

26,010,887 votes for (6.45%), and 377,331,882 votes against (93.55%).

Noting that the Resolution 3(b) did not pass by majority, the Chairman declared that the Resolution 3(a) carried, and Mr Bagri was appointed a director of the Company with effect from the conclusion of the 2016 annual general meeting for a term of approximately 3 years expiring at the conclusion of the Company's annual general meeting to be held in 2019.

# 6. <u>Re-appointment of Auditor</u>

Shareholders were referred to the fourth item in the Notice. The Company's financial statements for the year ended 31 December 2015 were audited by PricewaterhouseCoopers who would retire after the conclusion of the 2016 annual general meeting, and had expressed their willingness to continue in office.

Noting that there were no questions from the floor, the Chairman proposed the Resolution 4-

"THAT PricewaterhouseCoopers be re-appointed as the Company's Auditor until the conclusion of the next annual general meeting to be held in 2017, and that the Board be authorised to fix the Auditor's remuneration."

390,062,767 votes for (98.53%), and 5,824,021 votes against (1.47%), the Chairman declared that the Resolution 4 carried.

# 7. General Mandate to Buy Back Shares

Shareholders were referred to the fifth item in the Notice, which was a request for a general mandate to be granted to the Board to buy back not exceeding 10 per cent of the number the Company's issued shares as at the date of this resolution. Relevant information of the proposed buy-back mandate was included in the Circular.

Noting that there were no questions from the floor, the Chairman proposed -

"THAT the resolution numbered 5, as set out in the Notice be approved."

394,758,862 votes for (99.86%), and 554,195 votes against (0.14%), the Chairman declared that the Resolution 5 carried.

# 8. <u>General Mandate to Issue Shares</u>

Shareholders were referred to the sixth item in the Notice, which was a request for a general mandate to be granted to the Board to allot, issue and deal with additional shares not exceeding 10 per cent of the number of the Company's issued shares as at the date of this resolution, and the discount for any shares to be issued should not exceed 10 per cent. The purpose of the proposed issue mandate was to enable the scrip dividend scheme, and to provide the Board with flexibility to issue shares for raising capital from time to time when there was a need and where the Directors believed that it was in the best interest of shareholders to do so. Relevant information of the proposed issue mandate was included in the Circular.

Noting that there were no questions from the floor, the Chairman proposed -

"THAT the resolution numbered 6, as set out in the Notice be approved."

390,830,705 votes for (98.89%), and 4,393,035 votes against (1.11%), the Chairman declared that the Resolution 6 carried.

Vote of Thanks 9.

> The Chairman thanked the Shareholders for their participation in the meeting and looked forward to their continued support to the Company and the Board.

10. Close of meeting

There being no other business, the Chairman declared the meeting closed at about 5:30 p.m.

Chairman

Chairman

Annual General Meeting of Hong Kong Exchanges and Clearing Limited 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

## Attendance List (Individual shareholders, proxies and corporate representatives)

### A. Names of Shareholders Present

#### (i) In Person

Chan Chi Kwong Chan Chong Kwong Chan Chu Chan Elan Chan Hoi Kok William Chan Kit Yue Chan Kum Fung Chan Kwok Lau Chan Lai Ming Judy Chan Lai Ying Chan Man Cheung Chan Mei Ling Chan Oi Lin Chan Ping Sum Chan Shuk Han Chan Sik Yin Chan Wing Kun Chan Wong Yoke Fong Linda Chan Yuet Fong Chan Yung Yin Chau Po Kau Chau Po Kau & Ho Mi Ling Cheng Oi Yee Rosa Cheung Sing Tak Cheung Wing Fai Chi Cam loc Chin Wai Ying Choi Chee Kit Chow Chu Sing Chu Choi Wan & Shung Wing Kwong Chu Koon Chee Chui Shek Wah & Vong In Pek Chung Kwok Shing Fok Hoi Wah Fong Amelia Ming Chun Go Šioe Hwa Gong Tse Ying Wan Ha Sai Lin Matthew John Maurice Harrison Ho Kam Tim Ho King Yin Ho Kwai Fong Priscilla Ho Kwai Tong Dominic Ho Wai Kuen Ho Yeuk Leung Sunny Ho Yin Hina Hong On Lee Hung Fung Ying Hung Sau Oi Jim Wai Chun Kan Tat Man Kong Ping Wan

Kong Ping Wan & Gong Tse Ying Wan Koo Ling Chiu Ku Fong Tie Kwan Chiu Yung Kwan Kit Ying Kwok Kui Hon Kwok Pan Wei Quan Kwok Pan Wei Quan & Kwok Kit Kong Kwok Wing Wah Kwong Chi Ming Lai Chi Fai Samuel Lai Chi Tung Lai Lin Tai Lai Ngun Lai Siu Wah Lai Yin Fong Betty Lam Lei Ling Lam Sai Yuet & Wong Mei Wan Lau Hau Yuen Lau Kam Cheung Lau Man Ho Lau Mun Keung Lau Oi Wah Agnes Law Wai Ping Lee Chung Tak Lee Fong Fong Lee Ho Kan Lee Kwok Kuen Lee Mei Yu Anna Lee Yee Liong Jimmy Lee Yuk Ching Leung Kai Yau & Leung Tse Suet Hung Leung Kin Bong & Leung Wing Chee Leung Lap Keung Leung Ping Hon Leung Ping Lam Leung Po Ki Leung Tim Shin Leung Wai Leung Wai Yee Li Chow To Li Hang Kuen Susan Li Hang Yung Susanna Li Ho Ming Li Lai Han Li Nga Shan Alice Li Sit Li Xiaojia Charles Lim Sau Fung Lo Wai King Luk Pui Fong Ma Jin Yuen Roderick

Ma Jui Lin Mak Kam Tim Mak Lin Hing Mau Kam Shing Joseph Ng Shau Hung Ng Wai Ying Jinny Nip Chiu Kai Nip Kee Fong Nip Wing Kwan Pang Im Kuk Poon Yee Wing Se-To Mee Chun Siu Wing Keung So Kwok Wai Benjamin Sung Chau Kwong Takeshita Hirokazu Tam Siu Shan Paul To Chun Fung To Kai Yu Tong Sau Kuen Tong Yau Jink Tsang Chun Chiu William Tsang Tai Wai Tse Wai Ling Tuen Yau Kuen Wan Yi Man Wong Bit Tsum Wong Chan Kwan Wong Kit Hang Wong Kwai Chun Wong Kwok Cheung Wong Kwong Hung Peter Wong Pui Ying Philip Wong Sau Han Julius Wong Suk Chun Wong Wai Lam Wong Yuen Wah Wong Yuet Ping Wu Wai Lam Wu Yuen Fat Yau Sze Lan Yeung Kin Tan Yeung Sam Wai Yeung Tsz Fung Yu Kwan Lok Yu Sik Hong Yu Yam Kit Yuan Chen Wah Yuan Chen Wah & Yuen Lee Kar Ling Yue Yuen Lina Yuen Kit Kwan Yung Ping

(ii) By Proxy Au Wai Yin Chan Foon Chan Hui Hung Chan Kin Wai Chan Peggy Chan Shiu Kwong Geoffery Chan Tse Kuen Chan Wai Yee Chan Yuen Kau Chan Yuk Kwan Chan Yuk Sheung Chau Wing Kay Winnie Chee Man Heng Cheng Chi Lam Cheng Man Kok Cheng Po Hung Cheng Sik Lun Cheng Siu Fun Cheung Ho Yan Cheung Po Tak Chio Ka Lan Chiu Suk Lan Choi Siu Lai Anna Chow Kit Kwan Loretta Chow Kit Wa Chow Kit Wun Olivia Chow Pik Yu Theresa Chung Kam Hung Chung Po Lam Chung Suk Ping Chung Tsz Leung Dannies Land & Finance Co Ltd DL Brokerage Ltd Fong Lee Kong Ho Mei No Monita Yama Wien Hsia Ching Pau Huen Li Jun Huen Shiu Wah Huen Shu Jun

Hui Ka Hee Hui Tin Fook David Hui Yin Chi lp Yu Sun Kam Siu Ying Ko Wai Ko Yee Kuen Yvette Kut Suk Yee Susan Kwan Chi Ming Kwan Tung Chor Kwan Yiu Chung Kwok Yu Fei & Kwong Siu Yu Lai Chi Tung Lai Lin Tai Lam Yik Shui Lam Yuen Yee Lau Mei Wah Lau Sum Yee Sharon Lau Wan Yee Lee Chak Man Roger Lee Chi Yin Lee Kit Yee Lee Kit Ying Lee Kwok Piu Lee Sai Fai Lee Tak Lam Leung Chi Kin Beverley Leung Ho Yan Leung Kit Wan Leung Ngai Bong Li Kam Lin Liu Joyce Lo Wai Tin Victor Lui Ka Kin Company Limited Ma Jin Ming Ma Jin Yung Kathy Mak Chi Ho Patrick Miu Oi Kuen Mok Hoi Mina

Ng Chung Wai Ng Ka Yi Ng Mei Lan Ng Pik Kay Becky Ng Wai Shan Nip Kee Fong Pang Yin Po Yiu Kuen Sin Cheung Shing So Kwok Wai Benjamin So Yin Fook Tam Wai Ling Tang Brigitte Tang Mi Ho Anna Tang Wong Hing To Chun Fung To Chung Yin Thomas To Siu Kuen To So Chun Tran Ly Ngo Tsang Yeung Kwong Tso Mei Shan May Tso Nga Man Tso Sek Yuk Tso Suet Ying Wan Yuen Han Angeline Wocom Limited Wocom Securities Limited Wong Chuk Kin Wong Fu Chuen Wong Pui Yin Georgeanna Wong Yin Ping Wu Suk Ching Ivy Yeung Kam Ching Yeung Ki Chung Yeung Wai King Yip Chik Fan Chris Yip Chik Fan Chris & Chow Wan Ping Annow Yu Ching Han Helen

(iii) <u>By Corporate Representative</u> HKSCC Nominees Limited Mega Faith Investments Limited

### B. Names of Proxies and Corporate Representatives

Chow Chung Kong \* Au Sau Ling Selina Au Yeung Hou Kwan Au Yiu Wing Chai On Yee Chan Chi Wing Chan Ching Hop Chan Chu Chan Elan Chan Kin Ting Chan Kwok Wing Raphael Ambrose Chan Lai Yee Chan Law Pan Chan Po Yee Chan Shu Moon Chan Shu Tin Chan Sim Kuen Chan Siu Leung Chan Siu Mui Ada Chan Sung Wing Chan Tsang Kit Yuen Chan Wai Lan Chan Wing Chan Wong Yoke Fong Linda Chan Yue Keoung Chang Kar Cheung Chau Hok Ping Chau Po Kau Cheng Ping Cheng Yao Kong Cheng Yee Wah Cheuk Kai Chan Cheung Kwok Chi Cheung Lai Fong Cheung Wai King Cheung Wai Ling Cheung Yiu Cheung Cheung Yuk King Cheung Yun Mui Chiang Mui Chiang Pui Hing Chim Wa Kwan Chin Chi Kin Edward Ching Shuk Ching Chong Kai Shing Chou Fung Ming Chow Kit Yu Chow Man Sang Chow Miu Ling Chow Shui Ying Judyanna Chow Tat Kwan Chu Tsui Ping Chui Po Man Chung Kwok Shing Chung Lai Fong Chung Woon Ying Chung Yu Oi Fong Amelia Ming Chun Fu Chun Lan Fu Shing Tak Fung Oi Chee Fung Yim Wah Tenny Fung Yuk Yan Ho Chi Mei Ho Kai Shun Andrew Ho Kam Yuk Ho Sin Man Ho Wai Kee

Hon Lai Ying Hsu Tina Michelle Hui Po Sun Jim Wai Chun Kan Ching Kwai Kao Lai Wah Catherine Ko Sum Lin Kwok Wai Mui Kwok Wing Sun Kwong Yim Ngan Kelly Lai Fu Ran Lai Shiu Fan Lai Suk Chun Lam Chui Kok Lam Fook Loy Lam Kit Sau Lam Stephen Lam Wai Fong Lam Yuk Heung Lau Chi Kwan Lau Ding Yuen Lau Kwing Man Lau Lui Po Ying Polly Lau Po Chun Lau Yip Leung Lau Yip Pui Bing Law Po Lin Pauline Lee Chun Tak Lee King Yee Lee Kwok Kuen Lee On Kee Lee Shiu Yina Lee Wai Man Lee Wing Dawn Leung Chi Wing Leung Chuen Duen Leung Hedges Leung Pak Ling Leung Sheung Wai Leung Yum Chuen Li Chee Wan Li Ho Mina Li Oi Ying Lim Wai Fong Liu Shu Hsiao Simon Liu Yi Man Liu Young Ai Yu Lo Cheung Yun Fong Lo Chik Ching Min Lo Kwok Hung Lo Lai Chu Lo Shau Wah Lo Wai Fun Serena Lui Bo Kei Lui Fung Yung Lui Pui Fan Lui Tak Chiu Luk Kin Hap Ma Jin Yuen Roderick Susana C Mactal Mak Wing Kwong Stephen Man Chun Kow Man Fung Yee Christina Man Lau Yung Mou Kam Sheung Ng Fung Kit Ng Kai Sun Ng Ling

Ng Wai Yu Nip Daniel Wykuen Pang Wai Shu Amelia Poon Chun Pong Sin Ting Pong Siu Che Leung Siu Lee Yuen Siu Yung Kwai So Siu Hong So Yan Kit Son Boon Lan Suen Shiu Kay Tai Nook Fund Tam Suet Fong Tam Yun Tan Tjin Ngo Tang Chih Shan Tang Chung Tung Tang Kit Fong Bella Tang Pui Hing Jeanette Tang Pui Lam Tang Shui Sum Tang Shui Tong Tang So Yiu Tang Suk Fun Tang Yin King Tian Ye Tong Shiu Tung Tong Wan Tsai Hsin Hsin Tsang Chi Suen Trini Tsang Kwai Tong Tsang Kwong Fat Tsang Tang Yung Mui Tsang Wing Ying Mary Tsang Yuen Ha Tse Sui Yin Tse Wing Cheung Daniel Tsui Kit Wan Vendy Tsung Ho Yat Howard Wong Bit Tsum Wong Kin Sang Wong Man Him Benson Wong Mei Mei Wong Ming Chu Wong Sau Han Julius Wong Sik Ki Wong Sun Man Wong Wai Han Vivian Wong Yat Moon Wong Yee Mei Wong Yiu Cho Wong Yiu Chung Xu Feng Xia Yau Ping Fong Yeung Oi Lin Yeung Wai King Yip Li Yim Yip Lit Kuen Yip Mo Kwan Yip Moo Yin Yip Pui Ching Yip Yan Fu Yuan Mon Ho Yuen Kam Kin Yuen Yin Sheung Yung Sau Ling Yung Shui Lun

\* Chairman of the meeting