

HONG KONG EXCHANGES AND CLEARING LIMITED
(“Company”)

TERMS OF REFERENCE AND MODUS OPERANDI OF
EXECUTIVE COMMITTEE (“Committee”)

Membership

1. The Committee shall consist of five members appointed by the Company’s board of directors (“Board”), comprising the following persons:
 - (a) the Board Chairman;
 - (b) the Company’s Chief Executive; and
 - (c) three other Board members.
2. The Board Chairman shall be the Committee’s Chairman.
3. The Company Secretary or his nominee shall act as the Committee’s Secretary.

Frequency and proceedings of meetings

4. The Committee shall meet if needed but no less than quarterly.
5. The Committee’s Chairman may convene additional meetings at his discretion.
6. The quorum of a meeting shall be three Committee members.
7. Proceedings of the Committee’s meetings shall be governed by Article 105 of the Company’s Articles of Association.

Duties, powers and functions

8. The Committee’s duties, powers and functions shall be as follows:
 - (a) to monitor and review policies in relation to the launch of new products/services by the Company and its subsidiaries (collectively “Group”), and the implementation of such policies;
 - (b) to advise the Board on matters relating to, and oversee compliance with the Group’s Memoranda and Articles of Association; and
 - (c) without prejudice to the generality of the foregoing:-
 - (i) to interpret and supervise compliance with those parts of the rules, regulations and operational procedures of the Group (save and except the Rules Governing the Listing of Securities on The Stock Exchange of Hong

Kong Limited and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited), including conducting regular reviews of the same, recommending, advising on, and approving amendments to the same for the approval of the Securities and Futures Commission;

- (ii) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
 - (iii) to conform to any requirement, direction, regulation that may from time to time be prescribed by the Board or contained in the Company's constitution; and
 - (iv) to delegate at any time and from time to time to any person or sub-committee(s) comprising such members as it sees appropriate, any of its powers and functions conferred on it hereunder.
9. The Committee shall be given with sufficient resources to enable it to perform its functions, including the resources for seeking independent legal and professional advice.

Reporting Procedures

10. The Committee should report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report to the Board on the work, significant decisions, findings and recommendations of the Committee since the last Board meeting.

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