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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)

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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of shareholders of Hong Kong Exchanges and Clearing Limited (“HKEX” or the “Company”) will be held as a hybrid meeting at HKEX Connect Hall on the 1st Floor, One and Two Exchange Square, Central, Hong Kong, with online access through an online platform at <https://meetings.computershare.com/HKEX2026AGM> (“Online Platform”) on Wednesday, 29 April 2026 at 4:30 pm (“2026 AGM”) for the following purposes:

1. to receive the audited financial statements for the year ended 31 December 2025 together with the Reports of the Directors and Auditor thereon;
2. to elect Directors;
3. to appoint KPMG as the Auditor to hold office until conclusion of the next annual general meeting of HKEX, and to authorise the Directors to fix its remuneration;

and to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

4. **“THAT:**
  - (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of HKEX during the Relevant Period (as defined below) of all the powers of HKEX to buy back shares of HKEX on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of HKEX may be listed and which is recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate number of shares to be bought back pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the number of issued shares of HKEX (excluding any treasury shares) at the date of the passing of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of HKEX into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution), and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of HKEX;
- (ii) the expiry of the period within which the next annual general meeting of HKEX is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of HKEX in general meeting revoking or varying the authority given to the Directors of HKEX by this Resolution.”

5. **“THAT:**

- (a) subject to: (i) compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all applicable laws and regulations; and (ii) paragraphs (b) and (c) of this Resolution, the exercise by the Directors of HKEX during the Relevant Period (as defined below) of all the powers of HKEX to allot, issue and deal with additional shares of HKEX, to grant rights to subscribe for, or convert any security into, shares in HKEX (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which would or might require the exercise of such power(s) during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
- (b) other than in respect of an Excluded Issue (as defined below), the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of HKEX pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the number of issued shares of HKEX (excluding any treasury shares) at the date of the passing of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of HKEX into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution);
- (c) other than in respect of an Excluded Issue (as defined below), any shares of HKEX to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the approval in paragraph (a) of this Resolution shall not be at a discount of more than 10 per cent of the Benchmarked Price (as defined below) of such shares of HKEX; and
- (d) for the purposes of this Resolution:
  - (i) “Benchmarked Price” (in the case of a proposed issue of shares of HKEX) means the higher of:
    - (aa) the closing price of the shares of HKEX as quoted on The Stock Exchange of Hong Kong Limited on the date of the agreement involving the relevant proposed issue of shares of HKEX; and
    - (bb) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of HKEX for the five trading days immediately preceding the earliest of the date: (A) of announcement of the transaction or arrangement involving the relevant proposed issue of shares of HKEX, (B) of the agreement involving the relevant proposed issue of shares of HKEX and (C) on which the price of shares of HKEX that are proposed to be issued is fixed.

- (ii) “Benchmarked Price” (in the case of a proposed sale of any treasury shares by HKEX) means the higher of:
  - (aa) the closing price of the shares of HKEX as quoted on The Stock Exchange of Hong Kong Limited on the trading day immediately prior to the relevant proposed sale of treasury shares by HKEX; and
  - (bb) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of HKEX for the five trading days immediately preceding the relevant proposed sale of treasury shares by HKEX.
- (iii) “Excluded Issue” means:
  - (aa) a Rights Issue (as defined in sub-paragraph (v) below);
  - (bb) any scrip dividend or similar arrangement pursuant to the Articles of Association of HKEX from time to time; or
  - (cc) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by HKEX or any securities which are convertible into shares of HKEX.
- (iv) “Relevant Period” means the period from the passing of this Resolution until the earliest of:
  - (aa) the conclusion of the next annual general meeting of HKEX;
  - (bb) the expiry of the period within which the next annual general meeting of HKEX is required by law to be held; and
  - (cc) the passing of an ordinary resolution by shareholders of HKEX in general meeting revoking or varying the authority given to the Directors of HKEX by this Resolution.
- (v) “Rights Issue” means an offer of shares of HKEX or an issue of options, warrants or other securities giving the right to subscribe for shares of HKEX, open for a period fixed by the Directors of HKEX to holders of shares of HKEX on the register of members on a fixed record date in proportion to their then holdings of such shares of HKEX (subject to such exclusions or other arrangements as the Directors of HKEX may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).
- (vi) Any reference to an allotment, issue, grant or offer of, or dealing with, shares of HKEX shall include a sale or transfer of treasury shares in the capital of HKEX (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of HKEX) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all applicable laws and regulations.”

6(a). “**THAT** until shareholders of HKEX in general meeting otherwise determine, remuneration of HK\$3,675,000 and HK\$965,000 respectively be payable to the Chairman and each of the other Non-executive Directors of HKEX, for the period from the conclusion of each annual general meeting of HKEX held in 2026 or after to the conclusion of the annual general meeting of HKEX to be held in the immediately following year, provided that such remuneration be payable in proportion to the period of service if the Chairman or a Non-executive Director has not served the entire period.”

- 6(b). “**THAT** until shareholders of HKEX in general meeting otherwise determine, remuneration of (i) HK\$315,000 and HK\$190,000 respectively be payable to the chairman and each of the other members in respect of each committee that such person is the chairman or member (being Non-executive Directors of HKEX) of the Audit Committee, Remuneration Committee and Risk Committee of HKEX, and (ii) HK\$265,000 and HK\$180,000 respectively be payable to the chairman and each of the other members in respect of each committee that such person is the chairman or member (being Non-executive Directors of HKEX) of the Board Executive Committee, Corporate Responsibility Committee, Investment Committee, Listing Operation Governance Committee, and Nomination and Governance Committee of HKEX, for the period from the conclusion of each annual general meeting of HKEX held in 2026 or after to the conclusion of the annual general meeting of HKEX to be held in the immediately following year, provided that such remuneration be payable in proportion to the period of service if a committee member has not served the entire period.”

By Order of the Board  
**HONG KONG EXCHANGES AND CLEARING LIMITED**  
**Timothy Tsang**  
Group Company Secretary

Hong Kong, 18 March 2026

Notes:

- (1) The 2026 AGM will be held as a hybrid meeting, whereby shareholders of HKEX (“Shareholders”) may choose to attend and vote either at the meeting physically or through an online platform (“Online Platform”). For Shareholders (including their proxies and corporate representatives) who wish to attend and vote at the 2026 AGM via the Online Platform, please refer to the Guidance for the Annual General Meeting contained in the Company’s circular dated 18 March 2026 and the Company’s notification letter or email notification to Registered Shareholders dated 18 March 2026 (“Shareholder Notification”) for the relevant details.
- (2) An eligible Shareholder is entitled to appoint one or more proxies to attend and vote in his/her stead at the 2026 AGM (whether physically or through the Online Platform) or at any adjournment or postponement thereof, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the Shareholder. The proxy does not need to be a Shareholder. If a Shareholder does not plan to attend the 2026 AGM (whether physically or through the Online Platform), he/she may appoint the chairman of the meeting to vote on his/her behalf at the meeting.
- (3) Where there are joint registered holders of any shares, any one of such persons may vote at the 2026 AGM (or at any adjournment or postponement thereof), either in person or by proxy (whether physically or through the Online Platform), 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 the register of members of HKEX in respect of the relevant joint holding.
- (4) Eligible Shareholders may appoint a proxy by submitting their proxy appointment electronically via <https://www.eproxyappointment.com/HKEX> or by scanning the QR Code set out in the Shareholder Notification. Shareholders may also complete and submit a proxy form enclosed with the Company’s circular dated 18 March 2026 or downloaded from the HKEX Group website ([www.hkexgroup.com](http://www.hkexgroup.com)). Shareholders must submit their proxy appointment at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the 2026 AGM or any adjournment or postponement thereof.
- (5) In order to be valid, the proxy form must be completed, signed and delivered, in accordance with the instructions contained therein, to HKEX’s registrar, Computershare Hong Kong Investor Services Limited, via email to [HKEX.eproxy@computershare.com.hk](mailto:HKEX.eproxy@computershare.com.hk), or at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. If a proxy form is signed by an attorney of a Shareholder, 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. In the case of a corporate Shareholder, the proxy form must either be executed under its common seal or be signed by its attorney, officer or agent duly authorised in writing.
- (6) For Shareholders who wish to submit their proxy appointment electronically, please refer to the Guidance for the Annual General Meeting contained in the Company’s circular dated 18 March 2026 for further details.
- (7) Submission of proxy appointment shall not preclude a Shareholder from attending and voting at the 2026 AGM (whether physically or through the Online Platform) or any adjournment or postponement thereof should the Shareholder so wish, but the proxy’s authority to vote on a resolution is to be regarded as revoked if the Shareholder attends at the 2026 AGM (whether physically or through the Online Platform) and votes on that particular resolution.

- (8) For the purpose of determining Shareholders' eligibility to attend and vote at the 2026 AGM (or any adjournment or postponement thereof), the register of members of HKEX will be closed as set out below:

Latest time to lodge transfer documents for registration with HKEX's registrar At 4:30 pm on Thursday, 23 April 2026

Closure of register of members Friday, 24 April 2026 to Wednesday, 29 April 2026 (both dates inclusive)

Record date Wednesday, 29 April 2026

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the 2026 AGM (or any adjournment or postponement thereof), all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with HKEX's registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than the aforementioned latest time.

- (9) In relation to Resolution 2 above, the service term of Cheah Cheng Hye and Hugo Leung will expire at the conclusion of the 2026 AGM. Mr Cheah and Mr Leung, who will have served on the Board for nine consecutive years at the 2026 AGM, are not eligible for nomination under the Nomination Policy for re-election and will retire at the conclusion of the 2026 AGM. As such, there will be two vacancies on the Board to be filled at the 2026 AGM. If a Shareholder wishes to nominate a person to stand for election as a Director, (i) his/her notice of nomination; and (ii) a notice executed by the nominated candidate of his/her willingness to be appointed together with (A) that candidate's information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), and (B) the candidate's written consent to the publication of his/her personal data, have to be validly given to the Group Company Secretary **no later than Wednesday, 25 March 2026** at 8/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong. Further details are set out in Appendix I to the Company's circular dated 18 March 2026.
- (10) In relation to Resolution 4 above, an explanatory statement on the proposed buy-back mandate is set out in Appendix II to the Company's circular dated 18 March 2026.
- (11) As good corporate governance practice, all Non-executive Directors who are Shareholders will abstain from voting at the 2026 AGM on Resolutions 6(a) and 6(b) regarding the adjustment of the remuneration of Non-executive Directors.
- (12) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the 2026 AGM.
- (13) Registration for attending the 2026 AGM physically will begin at 3:30 pm on 29 April 2026. Shareholders (including their proxies and corporate representatives) attending the 2026 AGM physically should bring and use their own smartphone or tablet with internet connection for accessing the Online Platform for poll voting during the meeting. For Shareholders (including their proxies and corporate representatives) attending the 2026 AGM via the Online Platform, the platform will be open for them to log in from 3:30 pm on 29 April 2026, from any location with access to internet with a smartphone, tablet or computer.
- (14) If a Typhoon Signal No. 8 or above, a Black Rainstorm Warning Signal and/or "extreme conditions" announced by the Government is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the 2026 AGM, the meeting will be adjourned or postponed. HKEX will post an announcement on the HKEX Group website ([www.hkexgroup.com](http://www.hkexgroup.com)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and place of the adjourned or postponed meeting.
- (15) The 2026 AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting physically under bad weather conditions having regard to their own circumstances.
- (16) If Shareholders have any questions relating to the 2026 AGM, please contact HKEX's registrar, Computershare Hong Kong Investor Services Limited, as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong  
Tel: (852) 2862 8689 (for enquiries relating to the Online Platform)/  
(852) 2862 8555 (for other enquiries)  
Fax: (852) 2865 0990  
Enquiries: [www.computershare.com/hk/en/online\\_feedback](http://www.computershare.com/hk/en/online_feedback)

If Shareholders have any particular access request or special needs for participating in the 2026 AGM, please contact HKEX's registrar on or before 23 April 2026.

- (17) References to time and dates in this notice are to Hong Kong time and dates.
- (18) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

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As at the date of this notice, HKEX's Board of Directors comprises 12 Independent Non-executive Directors, namely Mr Carlson Tong (Chairman), Mr Nicholas Charles ALLEN, Mr Peter Wilhelm Hubert BRIEN , Mr CHAN Kin Por, Mr CHEAH Cheng Hye, Ms CHEUNG Ming Ming, Anna, Mr CHIA Pun Kwok, Herbert, Mrs CHOW WOO Mo Fong, Susan, Ms DING Chen, Mr LEUNG Pak Hon, Hugo, Mr YAM Chi Kwong, Joseph and Mr ZHANG Yichen, and one Executive Director, Ms CHAN Yiting, Bonnie, who is also the Chief Executive of HKEX.