

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 OF THE STOCK EXCHANGE OF HONG KONG LIMITED ON THE 1ST FLOOR, ONE AND TWO EXCHANGE SQUARE, CENTRAL, HONG KONG ON WEDNESDAY, 24 APRIL 2013 AT 4:30 P.M.

Directors	:	Mr C K Chow	(Chairman)
		Mr Ronald J Arculli	
		Mr Ignatius T C Chan	
		Mr Timothy Freshwater	
		Mr John B Harrison	
		Mr Stephen C C Hui	
		Dr Bill C P Kwok	
		Mr Vincent K H Lee	
		Mr Michael T H Lee	
		Mr Charles X Li	
		Mr John E Strickland	
		Mr John M M Williamson	
		Mr Oscar S H Wong	
Shareholders	:	As per the attached attendance list	
In Attendance	:	Mr Vincent Kwong	(Deputy Chief Financial Officer)
		Mr Joseph Mau	(Company Secretary)
		Mr Keith Chau	(PricewaterhouseCoopers)
		Ms Marie-anne Kong	(PricewaterhouseCoopers)
		Ms Alexandra Bidlake	(Linklaters)
		Ms Samantha Thompson	(Linklaters)
Scrutineer	:	BDO Limited	

Prior to commencement of the meeting, Ms Lina Wynn of Hong Kong Registrars Limited demonstrated the use of the electronic voting device.

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 70(1)(a) and 71(1) of the Articles of Association (“Articles”) of Hong Kong Exchanges and Clearing Limited (“Company” or “HKEx”), the Chairman directed that poll voting would be conducted by electronic means, and procedures of which were set out in the circular dated 14 March 2013 (“Circular”), which had been sent to HKEx’s shareholders and tabled at the meeting. The resolutions to be considered by the Shareholders would be proposed in the sequence published in the Notice of Annual General Meeting (“Notice”) as set out in the Circular, and poll voting would be conducted after each resolution was proposed. BDO Limited had been appointed as the scrutineer to monitor the electronic voting process and to certify the poll results. No question on the proposed arrangement was raised from the floor.

A shareholder, Mr Leung noted that the Central Clearing and Settlement System (“CCASS”) did not accept the appointment of more than one proxy by an Investor Participant. He further suggested that only normal interim/final dividends but not special dividend paid by a listed company should be subject to the related CCASS fee.

The Chairman advised that, in order to better understand the shareholder’s opinions, the Company Secretary would discuss with Mr Leung after the meeting.

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

3. Audited Financial Statements, Directors’ Report and Auditor’s Report

The Chairman referred the Shareholders 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 2012, which had been sent to HKEx’s shareholders and tabled at the meeting, the Auditor’s Report was taken as read with the Shareholders’ consent.

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

“THAT the Audited Financial Statements for the year ended 31 December 2012 together with the Reports of the Directors and Auditor thereon be received.”

As more than 50 per cent of the votes were cast in favour of the Resolution 1, the Chairman declared the resolution carried.

4. Final Dividend

The Chairman referred the Shareholders to the second item in the Notice, which was the determination of a final dividend for the year ended 31 December 2012. The Board had recommended a final dividend of HK\$1.46 per share. Taking into account the interim dividend

of HK\$1.85 per share paid in September last year, the total dividend for 2012 would be HK\$3.31 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.

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

“THAT a final dividend of HK\$1.46 per share for the year ended 31 December 2012 be paid to shareholders whose names appeared in the Company's register of members on 2 May 2013.”

As more than 50 per cent of the votes were cast in favour of the Resolution 2, the Chairman declared the resolution carried.

5. Appointment of Directors

The Chairman referred the Shareholders to the third item in the Notice, and noted that 2 candidates were standing for election namely, Messrs John Estmond STRICKLAND and WONG Sai Hung, Oscar, the incumbent Directors who would, in accordance with the Article 90(1A) of the Articles, retire after the conclusion of the 2013 annual general meeting, and be eligible for re-appointment in accordance with Article 93(5) of the Articles. The 2 retiring Directors were nominated by the Nomination Committee and recommended by the Board in accordance with Article 90(2)(a) of the Articles. Relevant information of the 2 candidates was included in the Circular.

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

“THAT Mr John Estmond STRICKLAND be and is hereby appointed as a Director of the Company with effect from the conclusion of the 2013 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 2016.”

As more than 50 per cent of the votes were cast in favour of the Resolution 3(a), the Chairman declared the resolution carried.

The Chairman then proposed the Resolution 3(b)-

“THAT Mr WONG Sai Hung, Oscar be and is hereby appointed as a Director of the Company with effect from the conclusion of the 2013 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 2016.”

As more than 50 per cent of the votes were cast in favour of the Resolution 3(b), the Chairman declared the resolution carried.

6. Re-appointment of Auditor

The Chairman referred the Shareholders to the fourth item in the Notice, and said that the Company's financial statements for the year ended 31 December 2012 were audited by PricewaterhouseCoopers who would retire after the conclusion of the 2013 annual general meeting, and had expressed their willingness to continue in office.

As 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 following annual general meeting, and that the Board be authorised to fix the Auditor's remuneration.”

As more than 50 per cent of the votes were cast in favour of the Resolution 4, the Chairman declared the resolution carried.

7. General Mandate to Repurchase Shares

The Chairman referred the Shareholders to the fifth item in the Notice, which was a request for a general mandate to be granted to the Board to repurchase not exceeding 10 per cent of the aggregate nominal amount of the Company's issued share capital as at the date of this resolution. Relevant information of the proposed repurchase mandate was included in the Circular.

As there were no questions from the floor, the Chairman proposed the Resolution 5-

“THAT the resolution numbered 5 in the Notice be approved.”

As more than 50 per cent of the votes were cast in favour of the Resolution 5, the Chairman declared the resolution carried.

8. General Mandate to Issue Shares

The Chairman referred the Shareholders 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 aggregate nominal amount of the Company's issued share capital 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.

As there were no questions from the floor, the Chairman proposed the Resolution 6-

“THAT the ordinary resolution numbered 6 in the Notice be approved.”

As more than 50 per cent of the votes were cast in favour of the Resolution 6, the Chairman declared the resolution carried.

9. Vote of Thanks

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 5:00 p.m.



Chairman

Annual General Meeting of Hong Kong Exchanges and Clearing Limited held at the Exchange Auditorium in the Exchange Exhibition Hall of The Stock Exchange of Hong Kong Limited on the 1st Floor, One and Two Exchange Square, Central, Hong Kong on Wednesday, 24 April 2013 at 4:30 p.m.

Attendance List (Individual shareholders, proxies and corporate representatives)

A. Names of Shareholders Present

(i) In Person

Au Kin Kwok	Fung Suet Han	Leung Siu Shan Susana
Chan Chong Kwong	Fung Wah Yim	Leung Tim Shin
Chan Chu	Go Sioe Hwa	Li Nga Shan Alice
Chan Kwok Lau	Ho Kam Tim	Li Xiaojia Charles
Chan Lai Ming Judy	Ho King Yin	Lo Leung Ling Kwan
Chan Wing Kun	Ho Tit Biu	Ma Lai Shan Edith
Chan Wong Yoke Fong Linda	Ho Lai Fong	Mat Kam Mei
Chan Yat Mei Sophie	Ho Yuk Yee Calvin	Mau Kam Shing Joseph
Chan Yee Man	Jim Wai Chun	Ng Mei Yung
Chang Sheng Wing	Kam Yip	Ngan Ming Ho
Chau Po Kau	Koo Ling Chiu	Ni Han Chung
Chen Ping Yuan	Kwan Yiu Chung	Nip Chiu Kai
Cheng Oi Yee Rosa	Lai Sau Ying	Po Yiu Kuen
Cheung Kai Man	Lai Siu Wah	Sze Chuen Chuen
Cheung Yat Chuen	Lam Ching Fai	Tai Chi Kin
Chin Mi Ying	Lam Shiu Bing	Tam Siu Shan Paul
Chin Wai Ying	Lam Yik Kwan	Tang Kwan Sin Mei Amy
Choi Yeung Shun Johnson	Lam Yuen Yee	To Chun Fung
Chow Chui Ngan	Lau Man Ho	Tong Yau Jink
Chow Suk Fan Christina	Lau May Yue Monica	Wong Kai Chiu
Chow Tim	Lee Chi Choi	Wong Kwong Wai
Chu Shun King	Lee Justin Anthony	Woo Hak Lun
Chui Shek Wah	Lee Kit Man	Yeung Tsz Fung
Chung Lai Yung	Lee Siu Ying	Yuan Chen Wah
Chuy Kit Ching	Leung Kit Man	Yuen Lee Kar Ling
Fong Amelia Ming Chun	Leung Po Ki	

(ii) By Proxy

Chan Chiu Ming	Lam Kai Keung	Sin Cheung Shing
Chan Pui Lun Paul	Lau Mei Wah	Soo Hung Sham
Chan Pui Yi Karen	Lee Bing Keung	Tang Brigitte
Chan Tsz Wai	Leung Chi Kin	Tong Suk Chun
Chan Wai Sum	Leung Chi Wai	Tsang Sung Chi Cissy
Chan Yin Ping Alice	Leung Ngai Bong	Tsang Sung Shan Willis
Cheung Ho Yan	Leung Ngai Man	Vong Fong Keng
Chio Ka Lan	Leung Wing Shan	Wocom Limited
Chung Chuen Yi	Leung Yuen Shan Sandy	Wocom Securities Limited
Chung Kam Hung	Lin Chia	Wong Fung Chi Rosa
Hui Yin Chi	Mak Woon Kwong	Wong Lai Fan
Kong Po Har	Ng Clemand	Yau Chow Man Winifred
Kwan Sin Man Siman	Ng Wing Yin	Yau Lap Kin
Kwok Wai Hing	Pang Yin	Yuen Man Shan
Lai Chi Kit	Shiu Man Ling	

(iii) By Corporate Representative

HKSCC Nominees Limited

B. Names of Proxies and Corporate Representatives

Chow Chung Kong *	Lai Cheuk Fan Agnes	Tam Shui Chun
Chan Choi Tin	Lai Ming Kin	Tang Chung Tung
Chan Chong Man	Lai Shiu Fan	Tang Siu Mei
Chan Kin Ting	Lam Kwok Chee	Tong Chuen To
Chan Kwok Lau	Lam May Sum Daisy	Tong Shuk Fun
Chan Kwok Wing Raphael Ambrose	Lee Siu Eng	Tong Shuk Yin
Chan Siow Yoon	Lee Wai Man	Tsang Chi Suen Trini
Chan Siu Lau	Leung Hon Lun	Tsang Kwong Fat
Cheng Hing Keung	Leung Kwok Ying	Tsang Yue Pang
Cheng Man Kok	Leung Kwong Wah	Tse Kin Wai
Cheng Yuk Wah	Leung Ning	Tsui Yin Chun
Cheung Wai King	Leung Yuk Shu	Wen Xiaolin
Chi Wuh Jian Joseph Duncan	Liu Yung Sang	Wong Kwok Wai
Chin Wai Ying	Lo Cheung Yun Fong	Wong Kwong Wai
Chu Sze Keung	Lo Lai Chu	Wong Mei Mei
Chung Lai Fong	Lung Cheuk Wah	Wong Sau Lan
Chung Yu Oi	Mak Mei Lin	Wong Shuk Wun
Fan Wah Cheung	Man Fung Yee Christina	Wong Tat Man
Fong Amelia Ming Chun	Mok Sung	Wong Wai Kwong
Fung Oi Chee	Ng Fung Yee	Wong Wing Wah
Ho Hin Kwai	Ng Mei Yung	Wong Yau Chun
Ho Lai Fong	Ng Shau Hung	Wu Pui Lim
Hui Chor Tin	Ng Shui Lun Alan	Yam Yee Kui Philip
Hui Shing	Ngai Wai Chu	Yau Chung Hing
Hung Pui Ching	Nip Chiu Kai	Yeung Fook Ching
Ko Siu Tung	Pang Shack Wai	Yeung Oi Ling
Ko Tian Su	Poon Kam Tong	Yeung Tsz Fung
Kong Kwai Heung	So Chui Wai Shun Elizabeth	Yiu Sau Lai
Kwan Yiu Chung	John Estmond Strickland	Yuen Kam Kin
Kwan Yue Yui	Su Yueh Guey	Yuen Yin Sheung
Kwok Chi Piu Bill	Tai Leung Po Lin	

* Chairman of the meeting