

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, 29 APRIL 2015 AT 4:30 P.M.

- Directors : Mr C K Chow (Chairman)
Mr Ignatius T C Chan
Mr Timothy Freshwater
Mr John B Harrison
Dr Fred Z Hu
Mr Stephen C C Hui
Dr Bill C P Kwok
Mr Vincent K H Lee
Mr Michael T H Lee
Mrs Margaret M Y Leung
Mr Charles X Li
Mr John M M Williamson
Mr Oscar S H Wong
- Company Secretary : Mr Joseph K S Mau
- Shareholders : As per the attached attendance list
(As at 29 April 2015, a total of 1,176,567,351 shares were in issue and entitled the holders of which to attend and vote at the annual general meeting)
- In Attendance : Mr Paul Kennedy (Group Chief Financial Officer)
Ms Marie-Anne Kong (PricewaterhouseCoopers)
Mr Polo Yu (PricewaterhouseCoopers)
Mr Craig Dally (Linklaters)
Mr Geoffrey Tang (Linklaters)
Mr Tzeitel Fernandes (McLagan)
Ms Sharon Leung (McLagan)
- Scrutineer : BDO Limited

Prior to commencement of the meeting, Ms Phyllis Lee 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 25 March 2015 (“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 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, the Notice, which had been duly given, was, with the Shareholders’ consent, taken as read.

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 2014, 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 2014 together with the Reports of the Directors and Auditor thereon be received.”

358,041,374 votes for (99.98%), and 72,743 votes against (0.02%), the Chairman declared that the Resolution 1 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 2014. The Board had recommended a final dividend of HK\$2.15 per share. Taking into account the interim dividend paid in September last year, the total dividend for 2014 would be HK\$3.98 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 (“SFC”) 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\$2.15 per share for the year ended 31 December 2014 be paid to shareholders whose names appeared in the Company’s register of members on 7 May 2015.”

358,977,946 votes for (99.99%), and 37,419 votes against (0.01%), the Chairman declared that the Resolution 2 carried.

5. Appointment of Directors

The Chairman referred the Shareholders to the third item in the Notice, and noted that 3 candidates were standing for election namely, Mr Chan Tze Ching, Ignatius, Dr Hu Zuli, Fred and Mr John Mackay McCulloch Williamson, the incumbent Directors who would retire after the conclusion of the 2015 annual general meeting, and be eligible for re-appointment. The 3 retiring Directors were nominated by the Nomination Committee and recommended by the Board in accordance with Article 88(3)(a) of the Articles. Relevant information of the 3 candidates was included in the Circular.

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

“THAT Mr Chan Tze Ching, Ignatius be and is hereby appointed as a Director of the Company with effect from the conclusion of the 2015 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 2018.”

355,699,929 votes for (99.32%), and 2,439,757 votes against (0.68%), the Chairman declared that the Resolution 3(a) carried.

The Chairman then proposed the Resolution 3(b)-

“THAT Dr Hu Zuli, Fred be and is hereby appointed as a Director of the Company with effect from the conclusion of the 2015 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 2018.”

357,721,328 votes for (99.89%), and 390,393 votes against (0.11%), the Chairman declared that the Resolution 3(b) carried.

The Chairman then proposed the Resolution 3(c)-

“THAT Mr John Mackay McCulloch Williamson be and is hereby appointed as a Director of the Company with effect from the conclusion of the 2015 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 2018.”

355,207,036 votes for (99.20%), and 2,879,070 votes against (0.80%), the Chairman declared that the Resolution 3(c) 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 2014 were audited by PricewaterhouseCoopers who would retire after the conclusion of the 2015 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 2016, and that the Board be authorised to fix the Auditor's remuneration."

356,327,805 votes for (99.25%), and 2,680,764 votes against (0.75%), the Chairman declared that the Resolution 4 carried.

7. General Mandate to Buy Back 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 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."

356,265,713 votes for (99.50%), and 1,773,175 votes against (0.50%), the Chairman declared that the Resolution 5 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 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."

354,656,998 votes for (99.04%), and 3,443,268 votes against (0.96%), the Chairman declared that the Resolution 6 carried.

9. Revised Directors' Remuneration

The Chairman referred the Shareholders to the seventh item in the Notice, which was a request for revising the Directors' remuneration. The proposed resolution 7(a) was to obtain shareholders' approval of the revised remuneration of the Chairman for serving on the Board, and proposed resolution numbered 7(b) was to obtain shareholders' approval of the revised remuneration of the Directors for serving on certain committees. Details of and reasons for the proposed changes were set out in the Circular. All Directors who were shareholders would abstain from voting on these resolutions.

Noting that there were no questions from the floor, a shareholder, at the Chairman's invitation, proposed-

"THAT the resolution numbered 7(a), as set out in the Notice be approved."

352,354,841 votes for (99.76%), and 846,320 votes against (0.24%), the Chairman declared that the Resolution 7(a) carried.

At the Chairman's invitation, a shareholder proposed-

"THAT the resolution numbered 7(b), as set out in the Notice be approved."

352,401,878 votes for (99.78%), and 770,331 votes against (0.22%), the Chairman declared that the Resolution 7(b) carried.

10. 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.

11. Close of meeting

There being no other business, the Chairman declared the meeting closed at about 4:55 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, 29 April 2015 at 4:30 pm

Attendance List (Individual shareholders, proxies and corporate representatives)

A. Names of Shareholders Present

(i) In Person

Au Wai Yin	Hung Sau Oi	Ng Luen Kiu
Chan Chong Kwong	Jim Wai Chun	Ng Shau Hung
Chan Chu	Kan Yiu Kwan &	Ng Wai Ying Jinny
Chan Chun Chun Alice	Chui Ka Ling	Pin Cheung Lam
Chan Kwok Lau	Ko Tian Su	Po Yiu Kuen
Chan Lai Ming Judy	Kong Ping Wan &	Poon Yee Wing
Chan Shuk Han	Gong Tse Ying Wan	Shu Biu
Chan Wing Hing Barry	Kwok Wing Wah	Siu Lai Lin
Chan Wing Kun	Lai Chi Tung	Siu Leung Tuen &
Chan Wong Yoke Fong Linda	Lai Hon Hung John	Tam Mei Kuen
Chang Sheng Wing	Lai Yin Fong Betty	Siu Miu Ling
Chau Po Kau & Ho Mi Ling	Lau Hau Yuen	Siu Oi Chun
Cheng Oi Yee Rosa	Lau Lai Mui	Suen Chi Shing
Cheung Chi Shing	Lau Wai Fung	Sze Chuen Chuen
Cheung Kai Choi	Lau Yu Chow	Tam Mei Yi May
Cheung Kai Man	Law Ching Kai	Tam Siu Shan Paul
Cheung Wai Kwan Eliza &	Law Hang Yan &	To Chun Fung
Mok Chi Po	Mok Fung Ping	Tong Shuk Fun
Chin Wai Ying	Lee Choi Ping	Tong Yau Jink
Chong Chak Chung	Lee Fong Fong	Tse Tit Kin David
Chow Lai Wah	Lee Kit Ping	Wong Fung Lin &
Chu Koon Chee	Lee Shui Ying	Fung Yet Ting
Chu Mei Chun	Lee Shuk Ying	Wong Kit Yin
Chui Shek Wah & Vong In Pek	Leung Ching Har	Wong Kwai Chun
Chung Miu Chi	Leung Mei Ling	Wong Kwok Cheung
Fok Hoi Wah	Leung Ping Lam	Wong Leung Lai Wan
Fong Amelia Ming Chun	Leung Tim Shin	Wong Pui Ying Philip
Fung Suet Han	Li Chow To	Wong Suk Chun
Fung Wah Yim	Li Ho Ming	Wong Yin Ping
Go Sioe Hwa	Li Nga Shan Alice	Wong Yuen Wah
Gong Tse Ying Wan	Li Xiaojia Charles	Woo Chih Wai
Ha Sai Lin	Liu Chi Oi Kairin	Wu Wai Lam
Ho Kam Tim	Liu Yuk King	Yeung Sau Lan
Ho Kwai Fong Priscilla	Lo Bun Leung	Yeung Siu Hung
Ho Siu Lun	Lo Tak Man	Yu Chor
Ho Wai Kuen	Loo Yik	Yu Yam Kit
Huen Shiu Wah	Ma Jin Yuen Roderick	Yuan Chen Wah
Hung Fung Ying	Mau Kam Shing Joseph	Yuan Chen Wah &
		Yuen Lee Kar Ling

(ii) By Proxy

Au Wai Yin	Ho Siu Ying	Tang Wong Hing
Chan Chiu Ming	Hong Yau Shan	To Chun Fung
Chan Kwok Leung Lawrence &	Hui Ka Hee	To So Chun
Cheung Wing Man	Hui Yin Chi	Tong Siu Hung
Chan Peggy	Ko Tian Su	Wocom Limited
Chan Shiu Kwong Geoffrey	Lai Chi Tung	Wocom Securities Limited
Chan Wai Wai	Lau Sum Yee Sharon	Wong Chuk Kin
Chan Wai Yee	Lee Tak Lam	Wong Kai York
Chan Yin Ping Alice	Leung Kit Wan	Wong Kon
Chee Man Heng	Lo Wai Kuen	Yeung Sit Lae
Cheng Wai Tung	Ma Jin Ming	Yuan Chen Wah &
Cheung Ho Yan	Ma Jin Yung Kathy	Yuen Lee Kar Ling
Cheung Kai Man	Ng Clemand	Yun Chun Hung
Chio Ka Lan	Pang Yin	Yung Kwok Pui
Choi Ying	Po Yiu Kuen	
Chung Kam Hung	Tang Brigitte	

(iii) By Corporate Representative
HKSCC Nominees Limited

B. Names of Proxies and Corporate Representatives

Chow Chung Kong *	Kan Ching Kwai	Ngai Hon Shing
Chai On Yee	Ko Pak Long	Peng Jianguo
Chan Chu	Kwik Hui Jia Elizabeth	Poon Chun Pong
Chan Kam Lee	Lai Fu Ran	Poon Lam Shik Yee
Chan Kin Ting	Lai Ming Kin	Poon Man Sang
Chan Kwok Hing	Lai Shiu Fan	Shek Jing Tak Zeta
Chan Kwok Lau	Lam Mei Har	Sin Suk Fong Bonnie
Chan Kwok Wing Raphael Ambrose	Lau Kam Por	Siu Leung Chu
Chan Mo Wah	Lau Kwing Man	Siu Pui Yue
Chan Wing	Lau Lai Mui	So Chui Wai Shun Elizabeth
Chan Wing Kun	Lau Lui Po-Ying Polly	So Lai Ying
Chan Wong Yoke Fong Linda	Lee Shui Ying	So Siu Lin
Chang Kar Cheung	Leung Ching Har	So Wo Tai
Cheng Man Kok	Leung Kwok Ying	John Estmond Strickland
Cheng Tsz Chung	Leung Wai Fong	Sze Chuen Chuen
Cheung Chi Kwong	Li Fuk Kau	Sze Mei Ming
Cheung Kau Wan	Li Oi Ying	Szeto Tsun Pok
Cheung Lai Fong	Li Wai Ching	Tang Chih Shan
Cheung Wai Ching	Liu Chi Oi Kairin	Tang Chung
Cheung Yuet Ying	Liu Shiyang	Tang Chung Tung
Chiang Pui Hing	Lo Chik Ching Min	Tang Shui Tong
Chin Wai Ying	Lo Lai Chu	Tao Suet Man
Chin Wan Lan Margaret	Loo Yik	Tong Kwan Dai
Chong Chak Cheung	Lui Mei Mei	Tong Shiu Tung
Chong Lui Ying Lily	Lui Tak Chiu	Tong Shuk Yin
Chu Sai Lown	Lui Wai Kin	Tsai Hsin Hsin
Chu Wai Yan	Luk Kin Hap	Tsang Chi Suen Trini
Chung Chi Kin	Ma Jin Yuen Roderick	Tsang Kwai Tong
Chung Lai Fong	Ma Tai Wing	Tsang Kwong Fat
Chung Woon Ying	Ma Tsui Hing	Tsang Tang Yung Mui
Chung Yu Oi	Susana C Mactal	Wong Siu Sheung
Fong Amelia Ming Chun	Mak Kong Ling	Wong Wai Ying
Fung Kam Cheung	Mak Kwok Wo David	Wu Tai Wan
Fung Kam Sum	Mak Sui Lin	Wu Zhibin
Fung Oi Chee	Man Fung Yee Christina	Yau Kan
Ho Hin Kwai	Mok Haw Yue	Yeung Yong Yau
Ho Sin Man	Ng Chui May	Yip Chung Ping
Ho Wai Ping Clara	Ng Fung Yee	Yu Wah Chiu
Hung Hin Hang	Ng Shui Lun Alan	Yuen Kam Kin
Hung Ling Bong	Ng Wing Yiu Billy	Yuen Yin Sheung

* Chairman of the meeting