

HONG KONG EXCHANGES AND CLEARING LIMITED

MINUTES OF THE ANNUAL GENERAL MEETING OF HONG KONG EXCHANGES AND CLEARING LIMITED HELD AT THE HKEX CONNECT HALL ON THE 1ST FLOOR, ONE AND TWO EXCHANGE SQUARE, CENTRAL, HONG KONG ON WEDNESDAY, 24 APRIL 2019 AT 4:30 P.M.

- Directors : Ms Laura M Cha (Chairman)
Mr Apurv Bagri
Mr Ignatius T C Chan
Mr C H Cheah
Ms Anita Y M Fung
Mr Rafael Gil-Tienda
Dr Fred Z Hu
Mr Benjamin PC Hung (Absent)
Mrs Margaret M Y Leung
Mr Hugo P H Leung
Mr Charles X Li
Mr John M M Williamson
Mr Stephen K W Yiu
- Company Secretary : Mr Joseph K S Mau
- Shareholders : As per the attached attendance list
(As at 24 April 2019, a total of 1,258,108,353 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 John Killian (Group Chief Financial Officer)
Mr Colin Shaftesley (PricewaterhouseCoopers)
Mr Yip Tang (PricewaterhouseCoopers)
Ms Alexandra Bidlake (Linklaters)
Mr Gary Tsang (Linklaters)
Ms Tzeitel Fernandes (McLagan)
Ms Sharon Leung (McLagan)
Mr Bryant Wong (McLagan)
- Scrutineer : Mr Freeman Cheng BDO Limited
Mr Roger Lo 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. Notice and Quorum

The Chairman welcomed the shareholders present at the meeting (“Shareholders”). After noting that the Notice of Annual General Meeting (“Notice”) as contained in the circular dated 20 March 2019 (“Circular”) had been sent to HKEX’s shareholders and tabled at the meeting, and a quorum for the meeting was present, the Chairman 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 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, 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 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 2018, 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 2018 together with the Reports of the Directors and Auditor thereon be received.”

528,597,171 votes for (99.99%), and 27,530 votes against (0.01%), the Chairman declared that the Resolution 1 carried.

4. Election of Director

Shareholders were referred to the second item in the Notice. Mr Apurv Bagri, the incumbent Director would retire after the conclusion of the 2019 annual general meeting, and be eligible for re-appointment. The retiring Director was nominated by the Nomination and Governance Committee and recommended by the Board for re-appointment in accordance with Article 88(3)(a) of the Articles. The relevant information of the candidate was included in the Circular. As there was only one candidate standing for election to fill one vacancy, the candidate with over 50 per cent of votes cast in favour of him would become a Director of the Company. If the resolution could not be passed, the Board might, pursuant to Article 90 of the Articles, appoint an appropriate person to fill the relevant vacancy.

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

“THAT Mr Apurv Bagri be and is hereby appointed as a director of the Company with effect from the conclusion of the 2019 annual general meeting for a term of approximately three years expiring at the conclusion of the Company’s annual general meeting to be held in 2022.”

527,288,495 votes for (99.53%), and 2,508,412 votes against (0.47%), the Chairman declared that the Resolution 2 carried.

5. Re-appointment of Auditor

Shareholders were referred to the third item in the Notice. The Company’s financial statements for the year ended 31 December 2018 were audited by PricewaterhouseCoopers who would retire after the conclusion of the 2019 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 3 –

“THAT PricewaterhouseCoopers be re-appointed as the Company’s Auditor until the conclusion of the next annual general meeting to be held in 2020, and that the Board be authorised to fix the Auditor’s remuneration.”

527,578,039 votes for (99.48%), and 2,741,221 votes against (0.52%), the Chairman declared that the Resolution 3 carried.

6. General Mandate to Buy Back Shares

Shareholders were referred to the fourth 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 of the Company's issued shares as at the date of this resolution. The 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 4, as set out in the Notice be approved.”

528,614,333 votes for (99.72%), and 1,471,162 votes against (0.28%), the Chairman declared that the Resolution 4 carried.

7. General Mandate to Issue 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 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 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 5, as set out in the Notice be approved.”

507,969,785 votes for (95.83%), and 22,090,423 votes against (4.17%), the Chairman declared that the Resolution 5 carried.

8. Directors' Remuneration

Shareholders were referred to the sixth item in the Notice, which was a request for revising the Directors' remuneration. The proposed resolution numbered 6(a) was to obtain shareholders' approval for the revised remuneration of the Chairman and the other Non-executive Directors for serving on the Board, and the proposed resolution numbered 6(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 Non-executive Directors who were shareholders would abstain from voting on these resolutions.

A shareholder, at the Chairman's invitation, proposed –

“THAT the resolution numbered 6(a), as set out in the Notice be approved.”

527,542,920 votes for (99.63%), and 1,934,158 votes against (0.37%), the Chairman declared that the Resolution 6(a) carried.

At the Chairman's invitation, a shareholder proposed –

“THAT the resolution numbered 6(b), as set out in the Notice be approved.”

528,914,132 votes for (99.90%), and 518,215 votes against (0.10%), the Chairman declared that the Resolution 6(b) 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 4:50 p.m.



Chairman

**Annual General Meeting of Hong Kong Exchanges and Clearing Limited held on Wednesday,
24 April 2019 at 4:30 pm**

Shareholders Attendance List (based on the attendance list compiled by Hong Kong Registrars Limited)

A. In Person

| | | |
|---------------------------|----------------------|-------------------------|
| CHAN CHONG KWONG | HUNG SAU OI | POON PO FUN |
| CHAN KWOK LAU | IP CHIU KING | POON YEE MAN |
| CHAN MEI LING | KONG PO HAR | SETO JOHNSON |
| CHAN PAK SHING | KOO LING CHIU | SHEK TSUI LING |
| CHAN SIN FUN | KWAN KIT YING | SHING PING CHUE |
| CHAN SUK LING | LAI CHI TUNG | SIAUW NJAN DJONG |
| CHAN WING KUN | LAI KIT LAN | SO KWOK WAI |
| CHAN WONG YOKE FONG LINDA | LAI LAK KEUNG | & CHUNG SUET LAN CHELET |
| CHANG SHENG WING | LAM HONG CHING | SO OI HAR EVA |
| CHENG MAN KOK | & HUI LAI CHUN | SRIWULAN HELEN |
| CHENG YUK WAH | LAU MAN HO | TAM SIU SHAN PAUL |
| CHIU SIU KEUNG | LAU OI WAH AGNES | TO CHUN FUNG |
| CHIU WING LOK | LEE FONG FONG | TO KI CHOI |
| CHONG TAK OI ROSITA | LEE MEI YU ANNA | TO KI CHOW |
| CHONG TAK YUNG GEORGE | LEE REA SHAR | TSAI LIANG YEN |
| CHOW CHUI NGAN | LEE SHUI YING | TSANG FUNG MING |
| CHOW KIT HING | LEE SHUK YING | TSANG YEUNG KWONG |
| CHU OI WAN | LEUNG CHING HAR | TUEN YAU KUEN |
| CHUA SIOK CHOO | LEUNG HO KUEN | WONG KWAI CHUN |
| CHUI SHEK WAH | LEUNG TIM SHIN | WONG KWOK CHEUNG |
| CHUNG CHI CHING DIANA | LI NGA SHAN ALICE | WONG SO KWAN |
| FUNG WAH YIM | LI WING LEUNG | WONG YEE HAU |
| FUNG WAI YEE | LI XIAOJIA CHARLES | WONG YIN PING |
| GO SIOE HWA | MA JIN YUEN RODERICK | WONG YIU MING |
| HA SAI LIN | MAK CHUNG FAI | YAU SZE LAN |
| HO KA YEUNG FELIX | MAK MAN YUEN | YEUNG TSUI HAR |
| HO KAM TIM | MAU KAM SHING JOSEPH | YIP LAI HEUNG |
| HO KING YIN | NG KWAN MO PATRICK | YIP YUEN YAN |
| HO KWOK KEUNG | NG SHAU HUNG | YU YAM KIT |
| HO SUWANNEE | NGAN MING HO | YU YUK MUI |
| HO TING KAM | NIP WING KWAN | YUAN CHEN WAH |
| HO VAI FONG | PANG PEIU TAK | YUNG PING |
| HO WAI KUEN | PANG YIN | |
| HUI CHUN CHU | PO YIU KUEN | |

B. By Proxies / Corporate Representatives

(i) Names of Proxies

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|-------------------------------|--------------|---|
| LAURA MAY-LUNG CHA (Chairman) | REPRESENTING | CHAN CHI KEUNG, CHAN CHIU WAH, CHAN MAN WAI PATRICIA, CHAN PUI YI KAREN, CHAN SHIU KWONG, CHAN SUNG WING, CHAN SZE KEE CHRISTIE, CHAN WING SANG MICHAEL, CHAN YUK SHEUNG, CHEUNG YUET HING, CHO DAI KWAN, CHOI PUI FONG, CHU WING KI, DL BROKERAGE LTD, FUNG SUI HA, HAN YEUH NIANG, HARRISON MATTHEW JOHN MAURICE, HO CHEUK SAU, HUI YIN CHI, LAU CHAK MING, LAU CHUN HIN MINOS, LAU MEI WAH, LEE PUI LING GRACE, LEE SHUI YING, LEUNG KA KEI, LO WAI TIN VICTOR, MA JIN MING, MUI YING CHI, NG CLEMAND, NG SUI YEE & NG PO YI, NIP KEE FONG, NIP WING KWAN, PANG YIN, PO YIU KUEN, THAM YIU KWOK, TO CHUN FUNG, TONG SIU HUNG, TONG SUK CHUN, WAN YUEN HAN ANGELINE, WOCOM LIMITED, WOCOM SECURITIES LIMITED, WONG KWOK KUEN, YIP WING SUM |
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| AU SAU LING SALINA | REPRESENTING | TSANG YEUNG KWONG |
| CHAN CHEN YIN | REPRESENTING | CHAN WING YI |
| CHAN KA YING WINNIE | REPRESENTING | SHUM KWOK YEE KENNY & SHUM WING YEE WENDY & SHUM CHI YEE HENRY |
| CHAN PAK SHING | REPRESENTING | LUK KIT YIU |
| CHAN SHIAN KONG | REPRESENTING | PO YIU KUEN |
| CHAN WAH CHAN | REPRESENTING | NIP WING KWAN |
| CHAN WONG YOKE FONG LINDA | REPRESENTING | CHAN WING SANG MICHAEL, CHAN SHIU KWONG |
| CHAN YUN NUI | REPRESENTING | NG SUM YU PHYLLIS |
| CHAU SAU CHAK | REPRESENTING | LEE SHUI YING |
| CHENG KAM MING | REPRESENTING | PO YIU KUEN |
| CHOI PUI FUN REBECCA | REPRESENTING | CHOI PUI FONG |
| CHUI SHEK WAH | REPRESENTING | VONG IN PEK |
| FOK WAI FUN | REPRESENTING | YEUNG TSZ FUNG |
| HO KAI SHUN ANDREW | REPRESENTING | AU WAI YIN |
| KO SUM LIN | REPRESENTING | KO WAI |
| LAI FU RAN | REPRESENTING | LAI CHI TUNG |
| LAM SIM HING | REPRESENTING | NG SUM YU PHYLLIS |
| LAU KIN SING | REPRESENTING | LAU CHAK MING |
| LEE JOR HUNG DANNIS | REPRESENTING | DL BROKERAGE LTD |
| LEUNG CHING HAR | REPRESENTING | HONG YAU SHAN |
| LING WING SHIM | REPRESENTING | NG SUI YEE & NG PO YI |
| LO YIU WA | REPRESENTING | CHO DAI KWAN |
| LUI PO KI | REPRESENTING | LUI KA KIN COMPANY LIMITED |
| LUI TAK CHIU | REPRESENTING | PANG YIN |
| LUK KIN HAP | REPRESENTING | CHENG MAN KOK |
| POON TUNG WAI | REPRESENTING | PO YIU KUEN |
| SOO SHIU CHEUNG SIMON | REPRESENTING | HAN YEUH NIANG |
| TANG SHUI SUM | REPRESENTING | MA JIN MING |
| TING KAM TAI | REPRESENTING | MUI YING CHI |
| TONG SHIU TUNG | REPRESENTING | LEE SHUI YING |
| WAN LAI CHUEN | REPRESENTING | WAN YUEN HAN ANGELINE |
| WONG WAI LAM | REPRESENTING | LAU CHUN HIN MINOS |
| WU TAI WAN | REPRESENTING | PO YIU KUEN |
| YAN CHI KWONG | REPRESENTING | YAN SIU LAN NANCY |
| YAN NGAR LEE | REPRESENTING | CHAN SUNG WING |
| YAU TIN MAN NICHOLAS | REPRESENTING | SHEK BIK YUK CECILIA |
| YU MO YAN ESTHER | REPRESENTING | LEUNG KA KEI |
| YUEN MIU HAR | REPRESENTING | TSO HOI MING |
| YUEN YIN SHEUNG | REPRESENTING | CHEUNG HO YAN |

(ii) Names of Corporate Representatives

Representatives of HKSCC Nominees Limited:

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|---------------------------|-----------------------|-----------------------|
| AU LAI KEUNG | LAM BO LING | SIU CHING |
| CHAN KWAI LIN | LAM CHUI KOK | SIU HOI NING |
| CHAN KWAI YAU | LAM CHUNG WAI | SIU WING KEUNG |
| CHAN MAN HUEN | LAM KWAI FONG | SO YAN KIT |
| CHAN SHU TIN | LAM KWAI FONG | TAI CHIT |
| CHAN SHUK LING | LAM MO CHING | TANG CHIH SHAN |
| CHAN SUI YUNG | LAM YAT SI | TANG CHOI CHU |
| CHENG OI CHUN | LAM YEE HA | TANG CHUNG |
| CHENG TAK | LAU SUK CHEONG PEGGIE | TANG KONG WAN |
| CHEUNG CHEE CHING | LAU TING KONG | TANG LAI NGOR |
| CHEUNG CHING | LEE FUNG YIU | TANG MIU KIT |
| CHEUNG KAU WAN | LEE KAM SHOK KIT | TANG SO YIU |
| CHEUNG TAT LUN | LEE LONG KIN | TANG YIU CHI BRIGHT |
| CHEUNG WEI PONG | LEE WAH | TANG YUET OI |
| CHIU SIU KEUNG | LEE WAI MAN | TSANG KWAI TONG |
| CHOI PIK CHAU | LEE YUET HING | TSANG TANG YUNG MUI |
| CHONG CHING MAN | LEUNG CHI KEUNG | TSANG WAI LUNG |
| CHONG KUT LAM | LEUNG CHIU PING | TSE SAU FONG |
| CHONG LAI YUNG ADA | LEUNG KOK OY | TSE SAU KING |
| CHU KAI KAN | LEUNG TAK YUEN | TSUI LAI YING |
| CHUNG KWO YUEN | LEUNG WAI TAT | TSUNG HO YAT HOWARD |
| CHUNG LAI FONG | LEUNG YAN FUNG | WAN CHI PING |
| CHUNG MUT YUNG | LEUNG YAU KIN NING | WAN LUEN HING |
| FUNG CHI TO | LI SHU CHI | WEN MOI CHEE |
| FUNG OI CHEE | LIU KIT LING | WONG CHE FUNG |
| FUNG SIU WAH | LIU SHING | WONG CHOI WAN |
| FUNG YIM WAH TENNY | LIU SIN CHEUNG | WONG CHUNG YING DAISY |
| HEIN CLEMENT MARIE GERARD | LO LAI CHU | WONG MEI SEUNG |
| HO MAN CHING | LO SHAU WAH | WONG WAI YUI |
| HO MAN LING | LO WING KEE | WONG YIU CHO |
| HO MEE LING | LO YIU KEUNG | WONG YIU CHUNG |
| HO YUK KAM | MA JUI LIN | WONG YUET FONG RITA |
| HUEN HANG FONG | MONG SHOUN FANG | WONG YUET NGOR |
| HUI CHOR TIN | MOU KAM SHEUNG | WONG YUK HAN |
| HUI YUK TING | MUI MEI LING | WOO WAI HUNG |
| IP CHING HAN JOYCE | MUI SIU LING | WU BIK HUEI |
| JOHN ESTMOND STRICKLAND | MUI YUK LING | WU ZISHAN |
| KOK ROSITA | NG SAO MAN | YEUNG CHOI HA |
| KWAN LING LIN | NG SUK MEI | YEUNG OI LIN |
| KWAN YEE TAK | NG WAI YING JINNY | YIP KI SUN |
| KWOK TAI CHOY | NG WAN FAT | YIP LILY |
| KWONG CHIU WOOD | OU CHIN LAN | YIP MOON YIN |
| LAI CHAN CHU | POK KWOK YIM | YIP YIM KWONG |
| LAI HING WING | POON SHUI LIN | YIP YING YING ANISSA |
| LAI KIT CHU | POON WING SING | YUEN KAM KIN |
| LAI PUI KUEN | POON WOON MAN | |
| LAI SAU FUN | SIN TING PONG | |