

BUILDING AN ENDURING MARKETPLACE

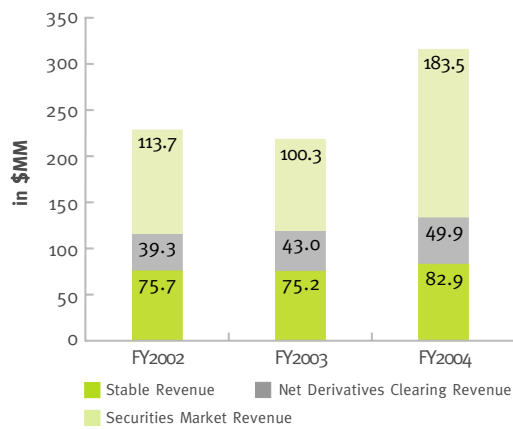
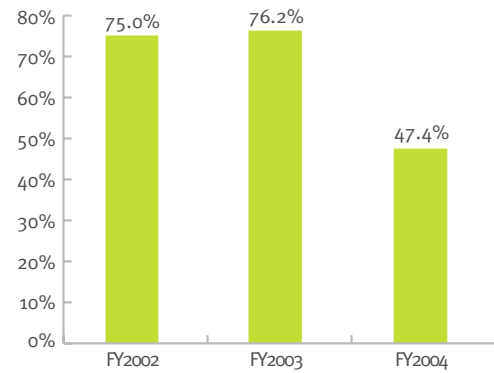
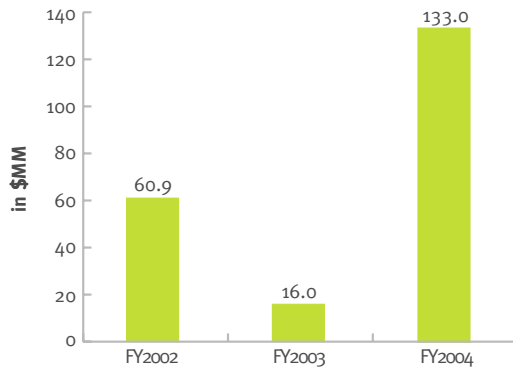
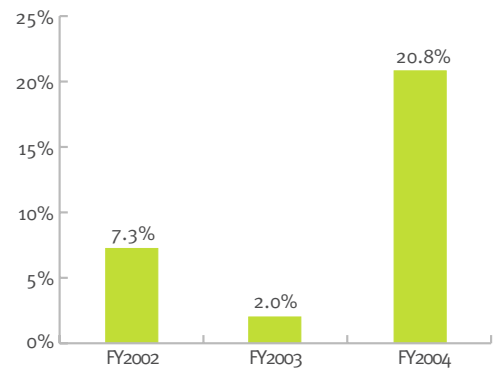
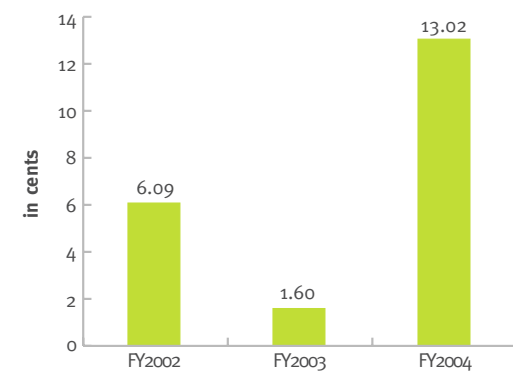
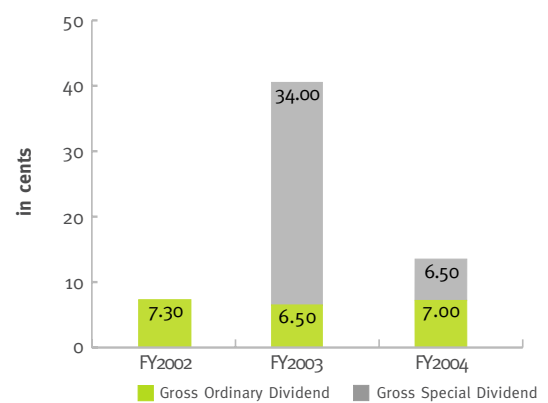
MISSION

SGX OFFERS A COMPREHENSIVE AND EFFICIENT INFRASTRUCTURE FOR RAISING CAPITAL, AND FOR INVESTORS TO TRANSACT AND CLEAR FINANCIAL PRODUCTS. AS A LEADING MARKETPLACE, WE STRIVE TO CONTINUALLY INNOVATE AND PROVIDE OUR CUSTOMERS WITH CONVENIENT ACCESS, QUALITY PRODUCTS AND THE BEST PRICE DISCOVERY AT A COMPETITIVE COST WHILE SEEKING TO CREATE VALUE FOR OUR SHAREHOLDERS.

GROUP FINANCIAL HIGHLIGHTS

In Singapore dollars

	FY2004	FY2003	FY2002
For the Year (in \$ million)			
Operating Revenue	316	219	229
Operating Expenses	150	166	171
EBITDA	185	50	101
Operating Profit	166	52	57
Non-Operating Revenue	0	25	20
Net Profit Attributable to Shareholders	133	16	61
Operating Cashflow Before Dividends Paid	189	56	79
At Year-End (in \$ million)			
Net Current Assets	418	585	566
Total Assets	1,004	1,183	1,220
Total Liabilities	363	383	382
Shareholders' Funds			
- Share Capital	10	10	10
- Reserves	630	789	827
Shares Issued (in million)	1,029	1,003	1,000
For the Year			
Revenue Growth	44.8%	(4.5%)	5.4%
Operating Profit Margin	52.6%	23.8%	25.0%
Net Profit Margin	42.0%	5.3%	23.4%
Cost-to-Income Ratio	47.4%	76.2%	75.0%
Return on Shareholders' Funds	20.8%	2.0%	7.3%
Per Share Data			
Operating Cashflow (in cents)	18.40	5.60	7.92
Basic Earnings (in cents)	13.02	1.60	6.09
Net Tangible Assets (in cents)	62.22	79.69	83.66
Dividend:			
(a) Gross Ordinary (in cents)	7.000	6.500	7.300
(b) Net Ordinary (in cents)	5.600	5.070	5.694
(c) Gross Special (in cents)	6.500	34.000	—
(d) Net Special (in cents)	5.200	26.520	—
Average Share Price (in \$)	1.67	1.22	1.19
Share Price at Financial Year-End (in \$)	1.68	1.37	1.16

Strong Stable Revenue Leveraged to Market Recovery**Improving Cost-to-Income Ratio****Record Earnings for FY2004****Strong Return on Shareholders' Funds for FY2004****Higher Basic Earnings Per Share for FY2004****Attractive Gross Dividend Per Share**

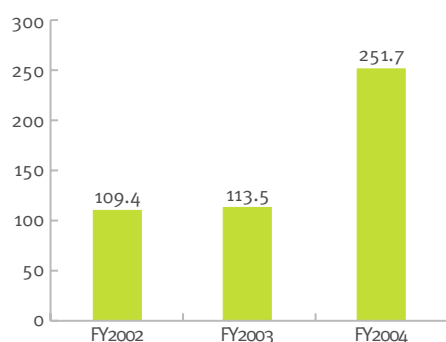
PERFORMANCE HIGHLIGHTS

In Singapore dollars

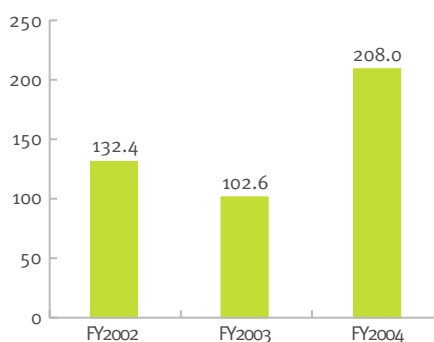
Securities Market

Performance in FY2004 Compared to FY2003 and FY2002

Trading Volume (billions of shares)



Turnover Value (\$ billion)



Accounts Held with The Central Depository (as at 30 June 2004)

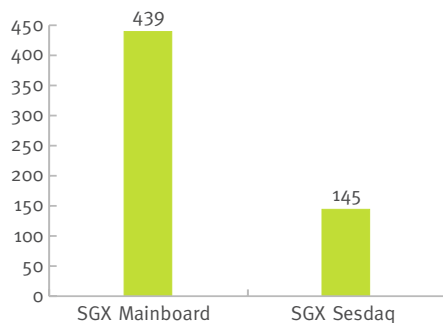
No. of accounts : 1.2 million
 No. of shares in accounts : 350.5 billion
 Value of shares in accounts : \$208.0 billion

New Listings in FY2004

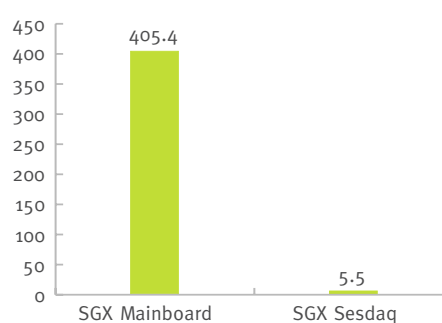
Number : 70
 Amount raised : \$1.8 billion

Listed Companies and their Market Capitalisation (as at 30 June 2004)

No. of Companies: 584



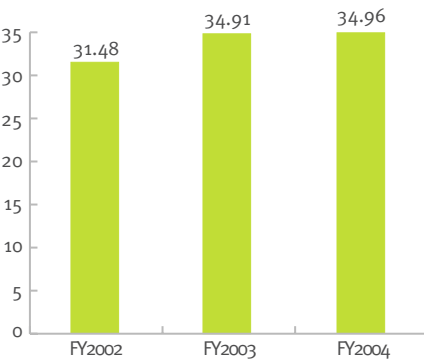
Market Capitalisation: \$410.9 Billion



Derivatives Market

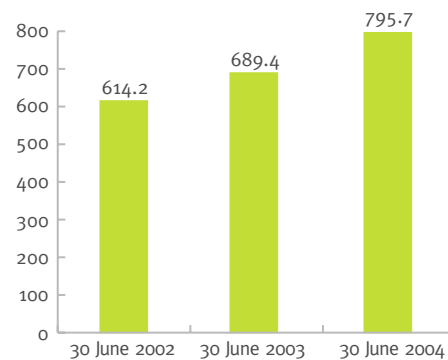
Trading Volume

Trading Volume (millions of contracts)

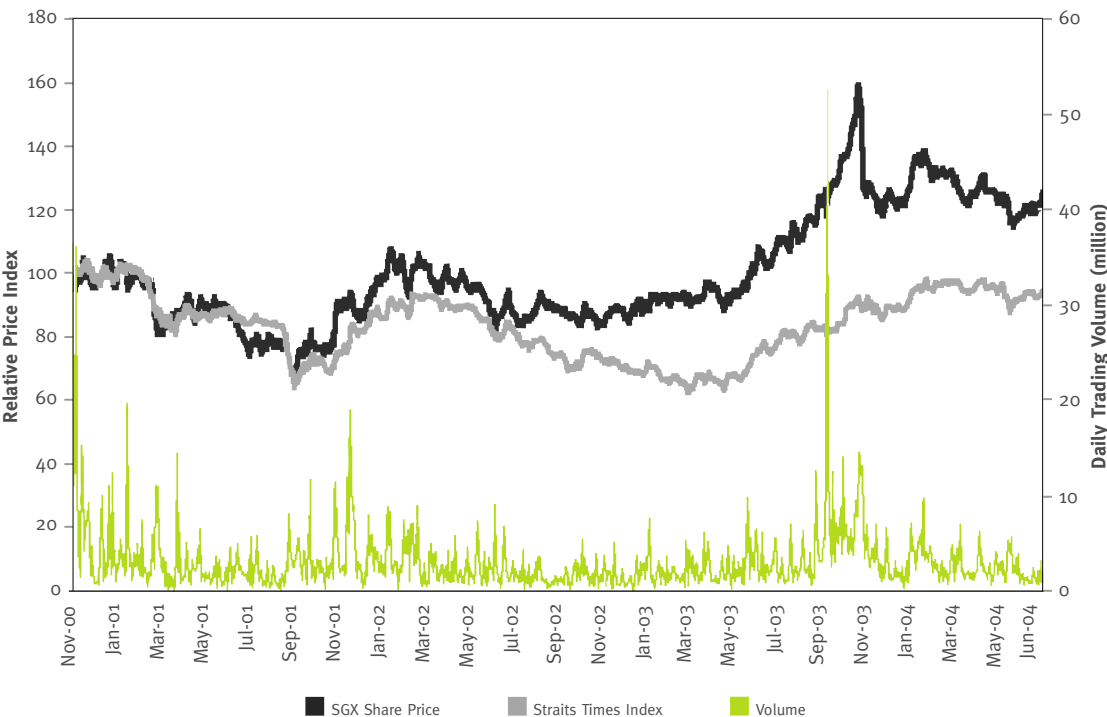


Open Interest

Open Interest (thousands of contracts)



SGX Share Performance



CHAIRMAN'S STATEMENT

The first full year under our new chief executive, Hsieh Fu Hua, resulted in a marked improvement in the ability of the organisation to address issues of strategy and implementation. Coincidentally, there was welcome buoyancy in the securities market in the first nine months of the year, which resulted in a sharp improvement in our financial fortunes.

Operating profit rose to \$166.4 million from \$52.1 million, while net profit after tax rose to \$133.0 million from \$16.0 million. Admittedly, the previous year's results provided a fairly comfortable datum against which to measure progress. In that year, the securities market was listless, the cost of redundancies had to be absorbed, and a big hit was taken by the perceived fall in the fair-value of our office property. Still, management did apply a hawkish eye to costs, and seized opportunities to increase revenue without jeopardising competitiveness or the interests of investors and market participants.

SGX retains its grand design, initiated at its birth nearly five years ago, of forging alliances with like-minded exchanges and other businesses. Not all of them have proven to be successful. But patience eventually pays off. During the year, we started talks with Bursa Malaysia to try to replicate the co-trading link that was pioneered by SGX and the Australian Stock Exchange, in 2001. A similar success with Malaysia will provide a great fillip to investors and brokerages in Singapore, besides contributing to raising the profile of both exchanges.

Aside from the strengthening relationship with Bursa Malaysia, a string of Chinese companies have listed on our market, and we expect to soon see our first Indian listing.

On the derivatives side, some falling off of activity in the Eurodollar contract is balanced by stronger interest in Asian derivatives. The Exchange will work to promote those derivatives, as well as contracts in commodities, to maintain its steady pace of growth of 6% to 10% a year in the derivatives business. A possible joint venture with Nymex for energy contracts is under negotiation.

Meanwhile, SGX continues to strengthen its regulatory system in consultation with the Monetary Authority of Singapore. Great pains are taken to sift through the numerous IPO applications that were received during the year. While the guiding principle is caveat emptor, the regulatory authorities are nonetheless obliged to carefully scrutinise the bona fides of proposals, the issuers, and even the managers.

Internally, SGX is widening the role of its conflicts committee, and will soon establish a risk-management committee.

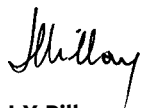
The previous year provided a bumper crop of gross dividends to shareholders, amounting to 40.5 cents per share, much of it flowing from the pool of excess cash. This year, it is not possible to again offer shareholders a munificent dividend. Nonetheless, the board recommends a gross final dividend of 4.075 cents and a gross special dividend of 6.5 cents, making a total of 13.5 cents for the year. This, excluding the special dividend the previous year, is greater than the trend.

This AGM, three directors are stepping down: Messrs Victor Liew, Goh Yew Lin, and Richard Gnodde. They have been on the board since inception. Their wise contributions in board deliberations have helped the company to retain an even keel, despite much

turbulence. I would like to thank them on behalf of the board and, no doubt, the shareholders, for their services to the company.

Replacing those three directors, subject to shareholder approval, are Mr Robert Owen, Mr Lee Hsien Yang, and Ms Olivia Lum Ooi Lin. I am confident that the incoming directors, with their interesting background and diverse experience, will help to widen the perspective of the board.

It remains for me to thank my fellow-directors, the CEO and his senior management team, our loyal staff, as well as all those we interact with, for their contributions to the success of the company. The CEO and his executive team have worked tirelessly to shape and discipline the organisation. Their efforts have to be sustained. We look forward to continued co-operation with all our constituencies in the years to come.



J Y Pillay

Chairman

29 July 2004

CEO'S MESSAGE

We began our journey last year ensuring that we attended to the core need of building a robust business. We restructured the organisation for efficiency and to address the needs of our customers. We also established a strong discipline of cost control and improved our capital management. In the year, we revamped our trading infrastructure to enable open connectivity for our members, and to provide our customers around the world with seamless access to our trading platform. These measures are crucial to building a strong foundation for our business.

Moving ahead, we will focus on building an enduring marketplace where SGX becomes the hub for foreign listings and Asian derivatives contracts. SGX is unique in our ability to attract foreign listings, which account for 25% of the total number of listed companies. We intend to continue our efforts to attract a diverse range of issuers and further fuel this growing appetite for foreign issues. Our Asian derivatives contracts have seen rising volumes and now contribute more than 50% of our total derivatives trading volume. This is an encouraging trend as we attempt to diversify our derivatives revenue which has largely depended on the Eurodollar contract.

We are transforming the organisation from a utility to a customer-oriented business which provides products to meet the needs of the marketplace. Our eventual goal is to create a hub for trading Asian products, and a gateway to access regional and international markets.

Ultimately, our focus is to achieve superior return on equity on which we will pay growing dividends to our shareholders. We have raised our base dividend

from 6.5 cents (gross) per share, to 7.0 cents (gross) per share which we aim to increase further in the years to come. This underlies our belief that SGX is a growing business.

As we continue to evolve, we are mindful of the need to inspire our people, the heart of our organisation, and to fulfill the demands of our customers, the core of our business.

To all our colleagues who gave of themselves, our customers who allowed us the opportunity to serve, our shareholders who believed in our promise and our Chairman and directors who led us, we are most grateful indeed.



Hsieh Fu Hua

Chief Executive Officer

29 July 2004

Board of Directors

J Y Pillay (Chairman)
 Hsieh Fu Hua (Chief Executive Officer)
 Richard Gnodde (Non-Executive Director)
 Goh Yew Lin (Non-Executive Director)
 Ho Tian Yee (Non-Executive Director)
 Victor Liew Cheng San (Non-Executive Director)
 Low Check Kian (Non-Executive Director)
 Wong Ngit Liong (Non-Executive Director)
 Tang Wee Loke (Non-Executive Director)
 Geoffrey Wong Ee Kay (Non-Executive Director)
 Ng Kee Choe (Non-Executive Director)
 Loh Boon Chye (Non-Executive Director)

Company Secretary

Joyce Fong Foong Chao

Audit Committee

Ho Tian Yee (Chairman)
 Goh Yew Lin
 Victor Liew Cheng San
 Loh Boon Chye
 Ng Kee Choe
 Tang Wee Loke
 Geoffrey Wong Ee Kay

Secretary: David Liew Kim Seng

Nominating Committee

Low Check Kian (Chairman)
 J Y Pillay
 Goh Yew Lin
 Ho Tian Yee
 Victor Liew Cheng San
 Ng Kee Choe

Secretary: Joyce Fong Foong Chao

Appeals Committee

J Y Pillay (Chairman)
 Victor Liew Cheng San
 Low Check Kian
 Tang Wee Loke
 Geoffrey Wong Ee Kay
 Colin Ng Teck Sim (Non Director)
 Lucien Wong Yuen Kuai (Non Director)

Secretary: Joyce Fong Foong Chao

Compensation and Management Development Committee

Wong Ngit Liong (Chairman)
 J Y Pillay
 Hsieh Fu Hua
 Richard Gnodde
 Low Check Kian
 Ng Kee Choe

Secretary: Joyce Fong Foong Chao

Strategy Committee

J Y Pillay (Chairman)
 Hsieh Fu Hua
 Goh Yew Lin

Ho Tian Yee
 Low Check Kian
 Loh Boon Chye
 Tang Wee Loke
 Geoffrey Wong Ee Kay
 Wong Ngit Liong

Secretary: Joyce Fong Foong Chao

Conflicts Committee

J Y Pillay (Chairman)
 Hsieh Fu Hua
 Wong Ngit Liong
 Joyce Fong Foong Chao (Non Director)
 Daniel Tan Bak Hiang (Non Director)

Secretary : Alan Joseph Shaw (up to 30 June 2004)
 Yeo Lian Sim (as of 1 July 2004)

Executive Committee

Hsieh Fu Hua (Chairman)
 Ang Swee Tian
 Peter Chia Chon Hian
 Gan Seow Ann
 Seck Wai Kwong
 Daniel Tan Bak Hiang
 Chew Hong Gian
 Linus Koh Kia Meng
 Alan Joseph Shaw (up to 30 June 2004)
 Yeo Lian Sim (as of 1 July 2004)

Secretary: Janice Kan Pui Yoke

Investor Relations

John Gollifer
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 Singapore 068804
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 Fax : (65) 6535 6994
<http://www.sgx.com>

Share Registrar

Lim Associates (Pte) Ltd
 10 Collyer Quay #19-08
 Ocean Building
 Singapore 049315

Person-in-charge: Sebastian Tan Cher Liang

Auditors

PricewaterhouseCoopers
 8 Cross Street #17-00
 PWC Building
 Singapore 048424

Partner-in-charge: Phillip Tan Eng Seong
 (appointed since 15 November 1999)

BOARD OF DIRECTORS

MR J Y PILLAY

Chairman

Singapore Exchange Limited

Mr Pillay is the Chairman of the SGX board and has served as the Chairman since 18 November 1999. Since 16 August 2001, Mr Pillay has served as an executive and non-independent director on the SGX board.

Mr Pillay now serves as Chairman of the Council on Corporate Disclosure and Governance, member of the Council of Presidential Advisers and of the Presidential Council for Minority Rights of the Republic of Singapore, Chairman of the Assisi Home and Hospice, director of the Mount Alvernia Hospital, Life Trustee of the Singapore Indian Development Association, member of the Investment Committee of the United Nations Pension Fund, and Chairman of Commonwealth Africa Investments Limited. Mr Pillay held a variety of positions in the government of Singapore (1961-1995), rising to permanent secretary in 1972. He served in the ministries of finance, defence and national development. Between 1985 and 1989, Mr Pillay was the Managing Director of the Monetary Authority of Singapore and of the Government of Singapore Investment Corporation. Mr Pillay served, in a non-executive capacity, as Chairman of the board of several government-linked companies, including: Singapore Airlines Ltd (1972-1996), Temasek Holdings (Private) Limited (1974-1986), Development Bank of Singapore Ltd (1979-1984), and Singapore Technologies Holdings (Private) Limited (1991-1994). Mr Pillay graduated with a first class B.Sc (Hons) degree from the Imperial College of Science & Technology, University of London in 1956.

Mr Pillay was last re-elected as a director at SGX's Annual General Meeting on 22 October 2003.

MR HSIEH FU HUA

Chief Executive Officer

Singapore Exchange Limited

Mr Hsieh Fu Hua has served as Chief Executive Officer and non-independent director on the SGX board since 1 March 2003. Mr Hsieh has many years of experience in merchant banking and capital markets in Asia. He was Managing Partner of PrimePartners which is an independent private equity firm in Singapore and was Group Managing Director of BNP Prime Peregrine Group in Hong Kong (the joint venture Asian investment banking arm of BNP founded by PrimePartners). Prior to forming PrimePartners in 1993, he was Chief Executive of Morgan Grenfell Asia Holdings Pte Ltd which he joined in 1974.

He had served as a non-executive director on boards of various Singapore and overseas companies including CapitaLand Ltd and East Asiatic Co. Ltd. He is Chairman of the Singapore Institute of Management, a member of the National University of Singapore council and the board of Government of Singapore Investment Corporation. He graduated in 1974 from the University of Singapore in Business Administration.

MR RICHARD GNODDE

President and Managing Director

Goldman Sachs (Asia) L.L.C

Mr Gnodde has served as an independent director on the SGX board since 18 November 1999. Mr Gnodde joined Goldman Sachs in London in 1987. He was appointed Managing Director of Goldman Sachs in 1996 and then President and Managing Director of Goldman Sachs (Asia) L.L.C. in late 1999. Mr Gnodde is a member of the Goldman Sachs Global Management

Committee. Immediately prior to his current responsibilities, Mr Gnodde served as President of Goldman Sachs (Singapore) Pte Ltd. Mr Gnodde holds a Bachelor of Commerce degree from the University of Cape Town and a Master of Arts degree in Law from the University of Cambridge.

Mr Gnodde was last re-elected as a director at SGX's Annual General Meeting on 22 October 2003.

MR GOH YEW LIN

Executive Director

G. K. Goh Holdings Limited

Mr Goh has served as an independent director on the SGX board since 20 July 2000. Mr Goh has worked at G. K. Goh, a regional securities group, since 1984. Since 1990, he has been an Executive Director of SGX-listed G. K. Goh Holdings Limited. Mr Goh is also an independent director in Boyer Allan Investment Management Ltd. He also serves on the board of the Singapore Symphonia Company Ltd, serves as a council member of the Nanyang Academy of Fine Arts and chairs the Yong Siew Toh Conservatory of Music. Mr Goh graduated from the Wharton School, University of Pennsylvania, with a Bachelor of Science degree in Economics.

Mr Goh was last re-elected as a director at SGX's Annual General Meeting on 4 October 2002.

MR HO TIAN YEE

Executive Director

Pacific Asset Management (S) Pte Ltd

Mr Ho has served as an independent director on the SGX board since 15 November 1999. He is currently the Executive Director of Pacific Asset Management (S)

Pte Ltd. Mr Ho was previously the General Manager and Managing Director of Bankers Trust Company Singapore. Mr Ho also serves on the boards of Fraser and Neave Ltd, Great Eastern Holdings Ltd and Singapore Power Ltd. Mr Ho holds a Bachelor of Economics (Honours) from Portsmouth University in the United Kingdom.

Mr Ho was last re-elected as a director at SGX's Annual General Meeting on 4 October 2002.

MR VICTOR LIEW CHENG SAN

Corporate Advisor

Singapore Technologies Pte Ltd

Mr Liew has served as an independent director on the SGX board since 15 November 1999. Mr Liew is currently Corporate Advisor at Singapore Technologies Pte Ltd. He is also the Advisor of the Singapore Commodity Exchange Ltd. Previously, Mr Liew was the Chairman of OUB Bullion and Futures Ltd and Head of Treasury and Markets at OUB Ltd. Mr Liew has been actively involved in the development of Singapore International Monetary Exchange Ltd (SIMEX) since its inception in 1984. He has been a director of SIMEX since 1991 and Chairman from 1996 to 1999. He also served as a member of the Pro-Tem Committee overseeing the merger of Stock Exchange of Singapore and SIMEX. In addition, Mr Liew has been an active member of the Singapore Foreign Exchange Market Committee (SFEMC) representing Treasury markets since its inception in 1986. He was Chairman of SFEMC from 1996 to 1999 and alternate Chairman from 2000-2001. He graduated from the University of Singapore in 1973 with a degree of Bachelor of Social Sciences with Honours.

Mr Liew was last re-elected as a director at SGX's Annual General Meeting on 4 October 2002.

MR LOH BOON CHYE**Head Of Global Markets, Asia****Deutsche Bank AG, Singapore**

Mr Loh began his career as an Investment Officer with the Monetary Authority of Singapore in 1989 and joined the Singapore branch of the Morgan Guaranty Trust Co. of New York in 1992. Mr Loh then joined Deutsche Bank AG, Singapore in their Emerging Markets Division in Asia in 1995. He was appointed the Chief Executive of the Global Markets Division in Singapore and later the Head of Global Markets, Asia. Mr Loh served as the Chairman of the Capital Markets Working Group (1998), the Deputy President of ACI Singapore (1999) and as Chairman of the Debt Capital Markets Committee of the Singapore Investment Banking Association (2000). He currently chairs the Singapore Foreign Exchange Market Committee. Mr Loh holds a Bachelor of Engineering degree from the National University of Singapore.

Mr Loh was elected as a director at SGX's Annual General Meeting on 22 October 2003.

MR LOW CHECK KIAN**Chairman****NewsSmith Capital Partners (Asia) Pte Ltd**

Mr Low has served as an independent director on the SGX board since 20 July 2000. Mr Low was previously a Senior Vice-President and Member of the Executive Management Committee of Merrill Lynch & Co. as well as their Chairman for Merrill Lynch Asia Pacific. Prior to this, he was Head of Equities for Asia Pacific, Japan and Australia. Mr Low also sits on the boards of the Singapore Workforce Development Agency and the Infocomm Development Authority of Singapore, and is serving as the Chairman of their investment arm, Infocomm Investments Pte Ltd and the WDA Investment Committee respectively. He had also held several

advisory roles on various Singapore Government Committees including the Financial Centre Advisory Group. Mr Low graduated from the London School of Economics (LSE) with a B.Sc (Econ)(First Class Honours) in June 1983 and a M.Sc. (Econ) in June 1984. During his stay at the LSE, he was awarded the Allan Young Prize, the Baxter-Edey Award and the Henry Luce Foundation Award.

Mr Low was last re-elected as a director at SGX's Annual General Meeting on 4 October 2002.

MR NG KEE CHOE**Senior Adviser****Development Bank Of Singapore**

Mr Ng is Senior Adviser to the CEO of DBS Bank. He assumed the position on 1 July 2003 following his retirement as Vice Chairman of DBS Group Holdings on 30 June 2003.

A career DBS banker, Mr Ng joined DBS in 1970, and has since held various senior positions during his tenure. He was Executive Vice President in 1988, Deputy President in 1994, President and Chief Operating Officer in 1997 and Vice Chairman of DBS Bank in 2001. Prior to joining DBS, he was with the Singapore Government as a civil servant from 1967 to 1970. Mr Ng is Chairman of Singapore Power Limited, a Director of Singapore Airport Terminal Services, Wing Lung Bank, NTUC Income Cooperative, and also a Governor of the Singapore International Foundation. He is also a member of the Temasek Advisory Panel and the Advisory Council of China Development Bank. A citizen of the Republic of Singapore, Mr Ng holds a Bachelor of Science (Hons) degree from the University of Singapore. He was awarded the Public Service Star Award in August 2001.

Mr Ng was elected as a director at SGX's Annual General Meeting on 22 October 2003.

MR TANG WEE LOKE**Deputy Managing Director****UOB Kay Hian Pte Ltd**

Mr Tang has served as an independent director on the SGX board since 19 December 2002. Mr Tang is and has been the Deputy Managing Director of UOB Kay Hian Pte Ltd since 2001. He is a director and significant shareholder of the UOB-Kay Hian Group which, through its subsidiaries, is engaged in securities broking on the SGX securities market. Mr Tang is also a director of UOB-Kay Hian Holdings Ltd, shares of which are listed and quoted on the SGX Mainboard. He is also the Vice Chairman of the Securities Association of Singapore which represents the interests of SGX securities trading members in Singapore. Mr Tang holds a Bachelor of Business Administration.

Mr Tang was last re-elected as a director at SGX's Annual General Meeting on 22 October 2003.

MR GEOFFREY WONG EE KAY**Managing Director****UBS Global Asset Management**

Mr Wong is currently a Managing Director at UBS Global Asset Management, where he heads the global emerging markets and Asia ex Japan equity teams. He is also an executive director of UBS Global Asset Management (Singapore) Ltd. Prior to joining UBS in 1997, Mr Wong worked at Koeneman Capital Management. He has been in the fund management industry since 1989. Mr Wong graduated from the Massachusetts Institute of Technology with Master of Science and Bachelor of Science degrees in Electrical Engineering and Computer Science. He also holds a Master of Science degree in Management from the Sloan School of Management, MIT.

Mr Wong was elected as a director at SGX's Annual General Meeting on 22 October 2003.

MR WONG NGIT LIONG**Chairman & CEO****Venture Corporation Limited**

Mr Wong has served as an independent director on the SGX board since 15 November 1999. Mr Wong was instrumental in developing the business of Venture Group from the start-up phase. Prior to Venture, Mr Wong spent more than 12 years with Hewlett-Packard Company in various management positions at headquarters Palo Alto, Santa Clara and Cupertino Divisions, HP Singapore and HP Malaysia. Mr Wong is also an independent director on the boards of SIA Engineering Company Ltd, DBS Bank Ltd and International Enterprise Singapore. Mr Wong holds a first class honours degree in Electrical Engineering, and a Master of Science (Electrical Engineering) degree from the University of California at Berkeley where he was a Fulbright Scholar. He also holds a Master of Business Administration degree (with distinction) from McGill University under the Canadian Commonwealth Fellowship.

Mr Wong was last re-elected as a director at SGX's Annual General Meeting on 26 September 2001.

Present and Past Directorships as at 30 June 2004

Name of Director	Present Directorships	Past Directorships over the preceding three years
	(As at 30 June 2004)	(From 30 June 2001 - 29 June 2004)
Mr Joseph Yuvaraj Pillay	<ul style="list-style-type: none"> • Singapore Exchange Securities Trading Limited • Singapore Exchange Derivatives Trading Limited • The Central Depository (Pte) Limited • Singapore Exchange Derivatives Clearing Limited • SGXLink Pte Ltd • Singapore Indian Development Association (Life Trustee) • Commonwealth Africa Investments Limited (Chairman) • Investment Committee of the United Nations Pension Fund (Member) • Asia-Europe Foundation (Member, Board of Governors) • Financial Sector Development Fund Advisory Committee of the Monetary Authority of Singapore (Member) • Council of Presidential Advisers of the Republic of Singapore (Member) • Council on Corporate Disclosure and Governance (Chairman) • Assisi Home & Hospice (Chairman) • Mount Alvernia Hospital • Temasek Advisory Panel of the Temasek Holdings (Private) Limited (Member) • Presidential Council for Minority Rights (Member) • Singapore Hospice Council (Member) 	<ul style="list-style-type: none"> • Oversea-Chinese Banking Corporation Limited • Keppel Capital Holdings Ltd • KTB Limited (formerly known as Keppel Tatlee Bank Limited) • Asia Converge Pte Ltd (Chairman) • Singapore Exchange IT Solutions Pte Limited • Securities Clearing and Computer Services (Pte) Limited • SEL Holdings Pte Ltd
Mr Hsieh Fu Hua	<p>A) SGX Group</p> <ul style="list-style-type: none"> • Singapore Exchange Securities Trading Limited • SGXLink Pte Ltd • Singapore Exchange Derivatives Trading Limited • Singapore Exchange Derivatives Clearing Limited • The Central Depository (Pte) Limited • Singapore Exchange IT Solutions Pte Limited • Securities Clearing and Computer Services (Pte) Limited • Options Clearing Company (Pte) Limited • Macronet Information Pte. Ltd. • GlobalClear Pte Ltd • CDP Nominees Pte Ltd • CDP Nominees (II) Pte Ltd • AsiaClear Pte Ltd • American Stock Exchange-SGX Pte Ltd 	<ul style="list-style-type: none"> • Vitalway Global Limited • PT PrimePartners Indonesia • FusionActive.com Limited • Prime Asset Management Ltd • CapitaLand Residential Limited • Measurex Precision (II) Pte Ltd • ECS Holdings Limited • HBM Print Ltd • PT Tunas Baru Lampung TBK • Prime Geometric Fund Ltd • Prime Investment Global Inc • Wywy Office Solutions Pte Ltd • Wywy Office Solutions Sdn Bhd (formerly Central Display Sdn Bhd) • The East Asiatic Company Ltd A/S • PrimePartners Asset Management (HK) Ltd • CF Fund Holdings Ltd

Name of Director	Present Directorships	Past Directorships over the preceding
	(As at 30 June 2004)	three years
		(From 30 June 2001 - 29 June 2004)
Mr Hsieh Fu Hua (cont'd)	<p>B) PrimePartners Group</p> <ul style="list-style-type: none"> • PrimeFounders Inc. (formerly PPAC Inc) • PrimePartners Assets Inc. (formerly PrimePartners Asset Management Inc) • Wywy Office Solutions Group Pte Ltd (formerly Fiorina Pte Ltd) • Measurex Engineering Pte Ltd (in liquidation w.e.f. 22 March 2002) • Measurex Holdings Pte Ltd (in liquidation w.e.f. 22 March 2002) • PrimePartners Management Pte Ltd (in voluntary liquidation w.e.f. 18 April 2002) <p>C) Others</p> <ul style="list-style-type: none"> • Government of Singapore Investment Corporation Pte Ltd • S.I.M. International Pte Ltd (Alternate Director) • Singapore Institute of Management (Chairman) • National University of Singapore (Council Member) <p>D) Personal</p> <ul style="list-style-type: none"> • Sunshine Portfolio Sdn Bhd • Hogarth Limited • Binjai Inc. 	<ul style="list-style-type: none"> • PP Special Asset Limited (formerly PP Special Asset Management Ltd) • WhiteField Korean Fund (L) Limited (formerly Prime Seoul Fund (L) Limited) • Prime Dilmun Management Ltd • CF Holdings (II) Ltd • Nylex (M) Bhd • WhiteRock Management Company Ltd • WhiteRock Management I Ltd • WhiteRock Investments I Ltd • Rhodemark Development Sdn Bhd • WhiteRock Investment II Ltd • WhiteRock² Management Ltd • WhiteRock Investments III Ltd • PrimePartners Holdings Pte Ltd (formerly Matrix Asia Pte Ltd) • PrimePartners Asset Management Pte Ltd (formerly PrimePartners Asia Capital Pte Ltd) • W3 Infocomm Group Pte Ltd (formerly w3angels.com Pte Ltd) • CapitaLand Limited (formerly Pidemco Land Limited) • CapitaLand Financial Limited • Measurex Precision Pte Ltd • TP Innovation Holdings Pte Ltd • PrimePartners Direct Investment Limited • Asia Converge Pte Ltd • Singapore Technologies Endowment Programme Limited
Mr Low Check Kian	<ul style="list-style-type: none"> • Infocomm Development Authority of Singapore • Infocomm Investments Pte Ltd (Chairman) • Singapore Workforce Development Agency Board • Singapore Workforce Development Agency Investment Committee (Chairman) • NewSmith Capital Partners (Asia) Pte Ltd (Chairman) 	<ul style="list-style-type: none"> • Merrill Lynch Securities Philippines Inc. • Merrill Lynch Phatra Securities Co. Ltd • DSP Merrill Lynch Investment Managers Ltd • DSP Merrill Lynch Limited • Merrill Lynch (Singapore) Pte Ltd (CEO) • Merrill Lynch Asia Pacific (Chairman) • Merrill Lynch (Singapore) Nominees Pte Ltd • PT Merrill Lynch Indonesia (Commissioner, Board of Commissioners) • Smith Zain (Malaysia) Sdn Bhd (Alternate Director) • Singapore Art Museum (Member) [under the National Heritage Board]
Mr Goh Yew Lin	<ul style="list-style-type: none"> • G. K. Goh Holdings Limited • G. K. Goh Stockbrokers Pte Ltd • G. K. Goh Research Pte Ltd • GKG Investment Holdings Pte Ltd 	<ul style="list-style-type: none"> • Goh, Vickers Ltd • National Arts Council (Non-Executive Director) • Freesia Investments Pte Ltd

Name of Director	Present Directorships (As at 30 June 2004)	Past Directorships over the preceding three years (From 30 June 2001 - 29 June 2004)
Mr Goh Yew Lin (cont'd)	<ul style="list-style-type: none"> • Saliendra Pte Ltd • Singapore Symphonia Company Ltd • G. K. Goh Securities (H.K.) Ltd • G. K. Goh Securities (U.K.) Ltd • Boyer Allan Pacific Fund Inc • Boyer Allan Management Ltd • Nexgen Financial Holdings Ltd • Nexgen Risk Management Ltd • G. K. Goh Financial Holdings Ltd • G. K. Goh Strategic Holdings Pte Ltd • GohDirect Pte Ltd (in Members' Voluntary Liquidation) • Yong Siew Toh Conservatory of Music • Appeal Advisory Panel* (Member) • Arnica Investments Pte Ltd 	
* Constituted under the Securities and Futures Act (SFA), Financial Advisers Act (FAA) and Insurance Act (IA)		
Mr Richard Gnodde	<ul style="list-style-type: none"> • Goldman Sachs (Asia) L.L.C. (President, Managing Director) • Goldman Sachs (Asia Pacific) L.L.C. • Goldman Sachs (Asia) Securities Limited • Goldman Sachs (Asia) Finance • Goldman Sachs Futures (Asia) Limited • Goldman Sachs (China) L.L.C. • Goldman Sachs (India) L.L.C. • Goldman Sachs (India) Pvt. Limited • Goldman Sachs (Mauritius) L.L.C. • Goldman Sachs (Japan) Ltd • Kotak Mahindra Capital Company Limited • Hull Trading Asia Ltd • Goldman Sachs Global Management Committee (member) • Securities and Futures Commission, HK (member of Advisory Committee) 	<ul style="list-style-type: none"> • Goldman Sachs Australia Pty Limited • Goldman Sachs Australia Nominees Pty Limited • Goldman Sachs Australia Holdings Pty Limited (formerly Goldman Sachs Australia Metals) • Goldman Sachs Australia Securities Pty Limited
Mr Ho Tian Yee	<ul style="list-style-type: none"> • Hexa-Team Planners Pte Ltd • Pacific Asset Management (S) Pte Ltd • Fraser and Neave Ltd • The Overseas Assurance Corporation Limited • Times Publishing Ltd • Great Eastern Holdings Ltd • The Great Eastern Life Assurance Company Ltd • Singapore Power Limited • SP PowerAsset Ltd 	<ul style="list-style-type: none"> • SPP Ltd • Tuan Sing Holdings Ltd • Singapore MRT Ltd • SMRT Corporation Limited • SAVER Premium Fund, Ministry of Defence (Member of the Board of Trustees) • Singapore Power International Pte Ltd

Name of Director	Present Directorships	Past Directorships over the preceding
	(As at 30 June 2004)	three years
		(From 30 June 2001 - 29 June 2004)
Mr Victor Liew Cheng San	<ul style="list-style-type: none"> • CapitaLand Financial Ltd • Valuesearch.com Pte Ltd • Nexgen Re Limited • Markono Logistics Pte Ltd • Nexgen Financial Holdings Limited • SGX-DT Compensation Fund (Trustee) • SGX-DT Fidelity Fund (Member) • Savers-Premium Fund-Board of Trustees (Ministry of Defence) (Member) • Jurong Town Council (Member) • ST Treasury Services Ltd • Appeal Advisory Panel* (Member) • Singapore Commodity Exchange Ltd (Advisor) • Dornier MedTech GmbH (Shareholder Board Member) • Singapore Precision Industries 2000 Pte Ltd 	<ul style="list-style-type: none"> • OUB Bullion & Futures Ltd (Chairman) • Overseas Union Bank Trustees Ltd • AF (Indonesia) Pte Ltd • Singapore Commodity Exchange Ltd (Chairman) • PrismLight Pte Ltd (Chairman)
	* Constituted under the SFA, FAA and IA	
Mr Wong Ngit Liong	<ul style="list-style-type: none"> • Venture Corporation Limited • Multitech Systems Pte Ltd • Ventech Data Systems Pte Ltd • Cebelian Holdings Pte Ltd • Advanced Products Corporation Pte Ltd • Innovative Trek Technology Pte Ltd • VS Electronics Pte Ltd • EAS Security Systems Pte Ltd • VIPColor Technologies Pte Ltd • SIA Engineering Company Ltd • NLW Pte Ltd • Venture Electronics Solutions Pte Ltd • Technocom Systems Sdn Bhd • Pintarmas Sdn Bhd • Syarikat Perusahaan Sing Mee (Johore) Sdn Bhd • VM Services, Inc. • PT Venture Electronics Indonesia • Ventech Investment Ltd • Venture Electronics Spain, S.L. • Venture Electronics (Europe) B.V. • International Enterprise Singapore • Venture Hungary kff • Univac Precision Engineering Pte Ltd • Venture Electronics Services (Malaysia) Sdn Bhd • Venture Electronics mexico S.A. de C.V. • Asia Business Council (Member) • INSEAD East Asia Council (Member) 	<ul style="list-style-type: none"> • Keppel Tatlee Bank Limited • Keppel Capital Holdings Ltd • k1 Ventures Limited • Venture Meto International Pte Ltd • Venture International Marketing Ltd • Venture Manufacturing (Singapore) Ltd • Venture Electronics (Shanghai) Co Ltd • VIPColor Technologies USA, Inc • Venture Electronics International, Inc • Economic Development Board (Singapore)

Name of Director	Present Directorships (As at 30 June 2004)	Past Directorships over the preceding three years (From 30 June 2001 - 29 June 2004)
Mr Wong Ngit Liong (cont'd)	<ul style="list-style-type: none"> Action Community for Entrepreneurship (ACE) (Member) Ministry of Education - Quality Assurance Framework for Universities (QAFU) (Member) DBS Bank Ltd Hewlett-Packard Alumni, Singapore (President) 	
Mr Tang Wee Loke	<ul style="list-style-type: none"> UOB-Kay Hian Holdings Limited Kay Hian Holdings Limited UOB Kay Hian Private Limited (formerly known as Kay Hian Private Limited) UOB Kay Hian Nominees Pte Ltd UOB Kay Hian Research Pte Ltd UOB Kay Hian Trading Pte Ltd UOB Kay Hian Overseas Limited (Non-Executive Director) UOB Kay Hian Overseas Finance Limited (Non-Executive Director) UOB Kay Hian (BVI) Limited (Non-Executive Director) Trans-Pacific Credit Private Limited Thong & Kay Hian Securities Sdn Bhd (Non-Executive Director) PT UOB Kay Hian Securities (Non-Executive Director) UOB Kay Hian Securities (Thailand) Co Ltd (Non-Executive Director) UOB Kay Hian Securities (Philippines) Inc. (Non-Executive Director) Bonham Nominees Pte Ltd 	<ul style="list-style-type: none"> Stock Exchange of Singapore Limited Securities Clearing and Computer Services (Pte) Limited UOB Kay Hian (M) Holdings Sdn Bhd
Mr Geoffrey Wong Ee Kay	<ul style="list-style-type: none"> UBS Global Asset Management (Singapore) Ltd 	Nil
Mr Ng Kee Choe	<ul style="list-style-type: none"> Singapore Power Ltd Singapore Airport Terminal Services Ltd Wing Lung Bank Ltd Singapore International Foundation (Governor) NTUC Income Cooperative 	<ul style="list-style-type: none"> DBS Bank Ltd DBS Group Holdings Ltd Temasek Advisory Panel of Temasek Holdings (Private) Limited
Mr Loh Boon Chye	<ul style="list-style-type: none"> Gym & Sports Pte Ltd BC Capital Pte Ltd IBF Council 	<ul style="list-style-type: none"> BondsinAsia Limited BondsinAsia (Singapore) Pte Ltd Deutsche Bank International Asia Ltd Deutsche Securities India (Pte) Ltd

PROPOSED DIRECTORS

MR LEE HSIEN YANG

President and CEO

Singapore Telecommunications Limited

Mr Lee joined SingTel in April 1994 and has been the President and CEO of SingTel since May 1995. Prior to joining SingTel, he served in a variety of command and staff appointments in the Singapore Armed Forces. Mr Lee chairs the Republic Polytechnic's Board of Governors and is a member of the Land Transport Authority Board and the Board of Directors of INSEAD, France. A President's Scholar and an SAF Scholar, Mr Lee has a first class honours degree in engineering from Cambridge University and an MSc in Management Science from Stanford University.

MS OLIVIA LUM OOI LIN

Group CEO and President

Hyflux Ltd

Ms Lum began her career as a Chemist with Glaxo (S) Pte Ltd in 1986. In 1989, she started Hyflux Ltd, a company specializing in water and waste water treatment. Currently, Ms Lum holds directorships in Yeo Hiap Seng Limited, Matex International Ltd and Hyflux Ltd. Ms Lum graduated from the National University of Singapore in 1986 with a Bachelor of Science (Honours).

MR ROBERT OWEN

Senior Adviser

Nomura International (Hong Kong) Ltd.

Mr Owen is Senior Adviser of Nomura International (Hong Kong) Ltd., based in Hong Kong. He is also non-executive Chairman of Crosby Ltd (listed on the AIM market in London), Chairman of the International Securities Consultancy Ltd (unlisted) and a non-executive director of Sunday Communications Ltd (listed in Hong Kong and on NASDAQ) and a number of investment funds. Mr Owen began his career in the U.K. Foreign Office. He later worked for Morgan Grenfell and Lloyds Bank. In 1988, Mr Owen was appointed Adviser on Securities Markets and Commissioner for Securities by the Hong Kong Government to implement reforms to the regulation and operation of Hong Kong's securities and futures markets. In 1989, he became Executive Chairman of the Securities and Futures Commission. Mr Owen is a member of the Regulatory Council of the Dubai Financial Services Authority and was a Member of the Council and Regulatory Board of Lloyds of London from 1993 to 1995. He is also a Governor of Repton School. Mr Owen graduated with first class honours from Oxford University in 1961.

Present and Past Directorships as at 30 June 2004

Name of Director	Present Directorships	Past Directorships over the preceding three years
	(As at 30 June 2004)	(From 30 June 2001 - 29 June 2004)
Mr Lee Hsien Yang	<p>A) SingTel Companies</p> <ul style="list-style-type: none"> • Singapore Telecommunications Limited • Singapore Post Limited • Singapore Telecom International Pte Ltd • STEL Information Technology (Shanghai) Co. Ltd. • NCS Pte Ltd • Singapore Telecom Mobile Pte Ltd • SingTel Optus Pty Limited • Singapore Telecom Australia Investment Pty Limited <p>B) Others</p> <ul style="list-style-type: none"> • Kwa Geok Choo Pte Ltd • Land Transport Authority • MediaCorp Press Ltd • Republic Polytechnic 	<ul style="list-style-type: none"> • Defence Science & Technology Agency • Telecom Equipment Pte Ltd. • SingNet Pte Ltd. • KA Land Pte Ltd. • Mercurix Pte Ltd. • Singapore Telecom America, Inc. • SingTel USA, Inc. • SingTel Asian Investments Pte Ltd. • SingTel Strategic Investments Pte Ltd. • Singapore Telecom Paging Pte Ltd. • SingTel Global Services (Pte) Ltd. • SingTel Ventures (Singapore) Pte Ltd. • SingaSat Pte Ltd. • Virgin Mobile (Asia) Pte Ltd. • Virgin Mobile Holdings Pte Ltd. • Virgin Mobile (Singapore) Pte Ltd. • SingTel Investments Pte Ltd. • Sesami Inc. • Singapore Telecom Europe Limited • Singapore Science Centre
Ms Olivia Lum Ooi Lin	<ul style="list-style-type: none"> • Yeo Hiap Seng Limited • Matex International Ltd • Hyflux Ltd 	<ul style="list-style-type: none"> • Nil
Mr Robert Owen	<ul style="list-style-type: none"> • Crosby Capital Partners Inc (Cayman) • Crosby Ltd (Hong Kong) • Crosby Capital Partners Ltd (UK) • Crosby Asset Management Ltd (Hong Kong) • The Dubai Financial Services Authority • Nomura International (Hong Kong) Ltd. • Sunday Communications Ltd (Hong Kong) • ECK & Partners Ltd (Hong Kong) • International Securities Consultancy Ltd (Jersey and Hong Kong) • CMEC GE Capital China Industrial Holdings Ltd (Hong Kong) • Nirvana Capital Ltd (Cayman) • Repton School (UK) • Repton Preparatory School (UK) • Sir John Port's Charity (UK) 	<ul style="list-style-type: none"> • Techpacific Capital Ltd (Hong Kong) • European Capital Co. Ltd (UK)

SUMMARY FINANCIAL STATEMENTS

For the financial year ended 30 June 2004

IMPORTANT

The Summary Financial Statements as set out on pages 21 to 39 contain only a summary of the information in the directors' report and financial statements of the Company's Annual Report. It does not contain sufficient information to allow for a full understanding of the results and the state of affairs of the Company and the Group. For further information, the full financial statements, the auditors' report on those statements and the directors' report in the Annual Report should be consulted. Shareholders may request for a copy of the Annual Report at no cost. Please use the Request Form at the end of this Summary Annual Report.

Summary Directors' Report

The directors present their report to the shareholders together with the audited financial statements of the Company ("SGX") and of the Group for the financial year ended 30 June 2004.

Directors

The directors of the Company at the date of this report are:

J Y Pillay	(Chairman)
Hsieh Fu Hua	(Chief Executive Officer)
Richard Gnodde	
Goh Yew Lin	
Ho Tian Yee	
Victor Liew Cheng San	
Loh Boon Chye	(appointed on 22 October 2003)
Low Check Kian	
Ng Kee Choe	(appointed on 22 October 2003)
Tang Wee Loke	
Geoffrey Wong Ee Kay	(appointed on 22 October 2003)
Wong Ngit Liong	

Principal Activities

The principal activities of the Company are those of investment holding, treasury management, provision of management and administrative services to related corporations and sale of software and other computer services.

Principal Activities (cont'd)

The principal activities of the subsidiaries in the Group are:

- Conducting securities and derivatives exchanges
- Providing clearing, counterparty guarantee, depository and related services for securities transactions
- Providing clearing, counterparty guarantee and related services for derivatives transactions
- Providing computer services and maintenance, and software maintenance
- Providing corporate share registration and custody-related services
- Providing facilities for the registration of options and the maintenance of margin for the options relating to securities
- Facilitate cross-border linkage trade of selected securities listed on Singapore Exchange Securities Trading Limited (“SGX-ST”) and Australian Stock Exchange Limited

There have been no significant changes in the principal activities of the Company and its subsidiaries during the financial year.

Arrangements to Enable Directors to Acquire Shares and Debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of an acquisition of shares in, or debentures of, the Company or any other body corporate, other than as disclosed under “Share Options” in this report.

Directors’ Interests in Shares or Debentures

- (a) According to the register of directors’ shareholdings, none of the directors holding office at the end of the financial year had any interest in the share capital of the Company and related corporations, except as follows:

	Number of ordinary shares of \$0.01 each registered in <u>name of director or nominee at</u>		Number of ordinary shares of \$0.01 each in which a director <u>is deemed to have an interest at</u>	
	<u>30.06.2004</u>	<u>01.07.2003</u>	<u>30.06.2004</u>	<u>01.07.2003</u>
<u>The Company</u>				
J Y Pillay	—	262,000	262,000	—
Hsieh Fu Hua	—	430,000	800,000	—
Goh Yew Lin	—	—	1,900,000	2,500,000

There was no change in any of the abovementioned interests in the Company or in related corporations between the end of the financial year and 21 July 2004.

Directors' Interests in Shares or Debentures (cont'd)

- (b) According to the register of directors' shareholdings, certain directors holding office at the end of the financial year had interests in the options to subscribe for ordinary shares of the Company granted pursuant to the SGX Share Option Plan as set out below and in the paragraphs on "Share Options".

	Number of unissued ordinary shares of \$0.01 each under options held by a director at	
	<u>30.06.2004</u>	<u>01.07.2003</u>
Hsieh Fu Hua	4,000,000	—

Directors' Contractual Benefits

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than as disclosed in the consolidated financial statements or in this report) by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member or with a company in which he has a substantial financial interest.

Share Options

(a) SGX Share Option Plan (the "Scheme")

The Scheme is administered by the Compensation and Management Development Committee which comprises the following SGX directors:

Wong Ngit Liong (Chairman)
 J Y Pillay
 Hsieh Fu Hua
 Richard Gnodde
 Low Check Kian
 Ng Kee Choe

The Scheme was approved at the Extraordinary General Meeting ("EGM") of SGX on 1 November 2000.

Scheme for Group Employees (as defined in the rules of SGX Share Option Plan ("Rules"))

Under the Scheme, options granted to Group Employees may be exercised two years after the date of the grant and will have a term of no longer than seven years from the date of grant.

Scheme for Non-Executive Directors and Associated Company Employees (both as defined in the Rules)

Options granted to Non-Executive Directors or Associated Company Employees with subscription prices which are equal to, or higher than, the Market Price of SGX shares may be exercised one year after the date of the grant. Options granted will have a term no longer than five years from the date of grant.

Share Options (cont'd)

(a) SGX Share Option Plan (the “Scheme”) (cont'd)

Restrictions

The aggregate nominal amount of new SGX shares over which options may be granted under the Scheme on any date, when added to the nominal amount of new SGX shares issued and issuable in respect of all options granted under the Scheme shall not exceed 15% of SGX's issued share capital on the day preceding the relevant date of grant. The terms and conditions of the options granted are in accordance with the Scheme duly approved by the SGX shareholders at the EGM and as modified by the Committee from time to time. The subscription price of an option will be equal to or more than the Market Price. Market Price is the average of the closing prices of SGX's ordinary shares on Singapore Exchange Securities Trading Limited (“SGX-ST”) over five consecutive market days immediately preceding the date of grant of that option.

Options granted under the Scheme

During the financial year, the following options were granted to the Group Employees under the Scheme:

<u>Date of grant</u>	<u>Exercise period</u>	<u>Number of ordinary shares granted under options</u>	<u>Subscription price</u>
27.01.2004	28.01.2006 to 27.01.2011	18,997,500	\$1.83

Options granted included 4,000,000 options to an executive director, Hsieh Fu Hua. Options granted to Hsieh Fu Hua are subject to the Rules of the SGX Share Option Plan, except that the share options will be exercisable through the seventh anniversary date of the grant should he leave the Company at the end of his 3-year contract.

No options were granted to Non-Executive Directors and Associated Company Employees since the commencement of the Scheme.

The exercise price of all options granted under the Scheme have been set at Market Price.

(b) Former Chief Executive Officer's Employment Contract (the “Contract”)

Options granted under the Contract

Aggregate number of ordinary shares granted under options since commencement of Contract to end of the financial year under review	15,000,000*
Aggregate number of ordinary shares granted under options exercised since commencement of Contract to end of the financial year under review	(15,000,000)
Aggregate number of ordinary shares granted under options outstanding as at end of the financial year under review	—

Share Options (cont'd)

(b) Former Chief Executive Officer's Employment Contract (the "Contract") (cont'd)

* The breakdown of the number of ordinary shares of SGX granted under the options since the commencement of the Contract to the end of the financial year is as follows:

<u>Date of grant</u>	<u>Exercise period</u>	<u>Number of ordinary shares granted under options</u>	<u>Subscription price</u>
24.04.2000	25.04.2001 to 24.04.2010	5,000,000	\$1.10
24.04.2000	25.04.2001 to 24.04.2010	5,000,000	\$1.65
24.04.2001	25.04.2002 to 24.04.2011	2,500,000	\$1.17
24.04.2002	25.04.2003 to 24.04.2012	2,500,000	\$1.32
		<u>15,000,000</u>	

(c) Unissued Shares Under Options

The details of the unissued shares under options to subscribe for ordinary shares of \$0.01 each of SGX granted are as follows:

<u>Date of grant</u>	<u>Balance as at 01.07.2003 or date of grant, if later</u>	<u>Lapsed</u>	<u>Variation of exercise period*</u>	<u>Options exercised</u>	<u>Balance as at 30.06.2004</u>	<u>Number of option holders as at 30.06.2004</u>	<u>Exercise price**</u>	<u>Fair value as at 30.06.2004@@</u>	<u>Exercise period</u>
24.04.2000	4,480,000	—	—	(4,480,000)	—	—	\$1.10	N.A.	25.04.2001 to 24.04.2010
24.04.2000	5,000,000	—	—	(5,000,000)	—	—	\$1.65	N.A.	25.04.2001 to 24.04.2010
20.11.2000	4,375,000	(56,000)	—	(3,800,000)	519,000	45	\$0.92	\$0.77	21.11.2002 to 20.11.2007
20.11.2000	161,000	(24,000)	—	(137,000)	—	—	\$0.92	N.A.	20.11.2002 to 20.11.2003
20.11.2000	60,000	—	—	(60,000)	—	—	\$0.92	N.A.	20.11.2002 to 13.03.2004
20.11.2000	134,000	(12,000)	—	(122,000)	—	—	\$0.92	N.A.	20.11.2003 to 29.06.2004
20.11.2000	350,000	—	—	(350,000)	—	—	\$0.92	N.A.	20.11.2002 to 29.06.2005
24.04.2001	2,500,000	—	—	(2,500,000)	—	—	\$1.17	N.A.	25.04.2002 to 24.04.2011
03.12.2001	5,996,000	(196,000)	(125,000)	(3,122,000)	2,553,000	190	\$1.01	\$0.70	04.12.2003 to 03.12.2008
03.12.2001	588,000	(22,000)	—	(566,000)	—	—	\$1.01	N.A.	06.05.2003 to 29.06.2004
03.12.2001	525,000	—	—	(525,000)	—	—	\$1.01	N.A.	06.05.2003 to 29.06.2005
03.12.2001	104,000	—	—	(104,000)	—	—	\$1.01	N.A.	22.05.2003 to 29.06.2004
03.12.2001	4,000	—	—	(4,000)	—	—	\$1.01	N.A.	30.05.2003 to 29.06.2004
03.12.2001	36,000	—	—	(36,000)	—	—	\$1.01	N.A.	10.06.2003 to 29.06.2004

Share Options (cont'd)

(c) Unissued Shares Under Options (cont'd)

Date of grant	Balance as at 01.07.2003 or date of grant, if later	Lapsed	Variation of exercise period*	Options exercised	Balance as at 30.06.2004	Number of option holders as at 30.06.2004	Exercise price**	Fair value as at 30.06.2004@@	Exercise period
03.12.2001	157,000	–	–	(127,000)	30,000	12	\$1.01	\$0.67	04.12.2003 to 03.12.2004
03.12.2001	–	–	125,000	(100,000)	25,000	1	\$1.01	\$0.67	30.09.2003 to 29.09.2004
15.01.2002	175,000	–	–	–	175,000	1	\$1.08	\$0.65	16.01.2004 to 15.01.2009
24.04.2002	2,500,000	–	–	(2,500,000)	–	–	\$1.32	N.A.	25.04.2003 to 24.04.2012
01.10.2002	14,379,000	(645,000)	(1,175,000)	–	12,559,000	504	\$0.97	\$0.74	02.10.2004 to 01.10.2009
01.10.2002	715,000	(18,000)	–	(697,000)	–	–	\$0.97	N.A.	06.05.2003 to 29.06.2004
01.10.2002	1,075,000	–	–	(1,075,000)	–	–	\$0.97	N.A.	06.05.2003 to 29.06.2004
01.10.2002	96,000	–	–	(96,000)	–	–	\$0.97	N.A.	22.05.2003 to 29.06.2004
01.10.2002	8,000	–	–	(8,000)	–	–	\$0.97	N.A.	30.05.2003 to 29.06.2004
01.10.2002	74,000	–	–	(74,000)	–	–	\$0.97	N.A.	10.06.2003 to 29.06.2004
01.10.2002	131,000	–	–	–	131,000	2	\$0.97	\$0.70	02.10.2004 to 01.10.2005
01.10.2002	–	–	250,000	–	250,000	1	\$0.97	\$0.71	30.09.2003 to 29.09.2004
01.10.2002	–	–	350,000	(350,000)	–	–	\$0.97	N.A.	01.02.2004 to 31.01.2005
01.10.2002	–	–	400,000	(400,000)	–	–	\$0.97	N.A.	16.01.2004 to 15.01.2006
01.10.2002	–	–	175,000	(175,000)	–	–	\$0.97	N.A.	16.01.2004 to 15.01.2009
27.01.2004	18,997,500	(250,000)	(601,000)	–	18,146,500	539	\$1.83	\$0.38	28.01.2006 to 27.01.2011
27.01.2004	–	–	121,000	–	121,000	1	\$1.83	\$0.08	01.02.2004 to 31.01.2005
27.01.2004	–	–	305,000	–	305,000	1	\$1.83	\$0.16	28.01.2004 to 27.01.2006
27.01.2004	–	–	175,000	–	175,000	1	\$1.83	\$0.30	28.01.2004 to 27.01.2009
	62,620,500	(1,223,000)	–	(26,408,000)	34,989,500				

* The exercise period for these options were approved for amendments by the Compensation & Management Development Committee as provided for under the Scheme.

** The exercise price is stated after adjustment for a special dividend paid in 2003.

Share Options (cont'd)

(c) Unissued Shares Under Options (cont'd)

@@ The fair value of options granted is estimated using the Cox-Ross-Rubinstein (1979) binomial tree model on the basis of the following assumptions on dividend yield, risk-free interest rate, expected volatility and time to maturity:

<u>Date of grant</u>	<u>Exercise period</u>	<u>Number of unissued shares under options</u>	<u>Fair value of options</u>	<u>Exercise price</u>	<u>Dividend yield %</u>	<u>Risk-free interest rate %</u>	<u>Volatility rate %</u>	<u>Time to maturity Years</u>
20.11.2000	21.11.2002 to 20.11.2007	519,000	\$0.77	\$0.92	2.97	1.71	28.80	3.39
03.12.2001	04.12.2003 to 03.12.2008	2,553,000	\$0.70	\$1.01	2.97	2.14	28.80	4.43
03.12.2001	04.12.2003 to 03.12.2004	30,000	\$0.67	\$1.01	2.97	0.76	28.80	0.43
03.12.2001	30.09.2003 to 29.09.2004	25,000	\$0.67	\$1.01	2.97	0.75	28.80	0.25
15.01.2002	16.01.2004 to 15.01.2009	175,000	\$0.65	\$1.08	2.97	2.19	28.80	4.54
01.10.2002	02.10.2004 to 01.10.2009	12,559,000	\$0.74	\$0.97	2.97	2.46	28.80	5.25
01.10.2002	02.10.2004 to 01.10.2005	131,000	\$0.70	\$0.97	2.97	0.98	28.80	1.25
01.10.2002	30.09.2003 to 29.09.2004	250,000	\$0.71	\$0.97	2.97	0.75	28.80	0.25
27.01.2004	28.01.2006 to 27.01.2011	18,146,500	\$0.38	\$1.83	2.97	2.90	28.80	6.58
27.01.2004	01.02.2004 to 31.02.2005	121,000	\$0.08	\$1.83	2.97	0.77	28.80	0.59
27.01.2004	28.01.2004 to 27.01.2006	305,000	\$0.16	\$1.83	2.97	1.05	28.80	1.58
27.01.2004	28.01.2004 to 27.01.2009	175,000	\$0.30	\$1.83	2.97	2.20	28.80	4.58

The options granted by SGX do not entitle the holders of the options, by virtue of such holdings, to any right to participate in any share issue of any other company.

As at 30 June 2004, executives and employees, including executive directors, who have been granted 5% or more of the total options available under the Scheme are as follows:

	<u>Options granted for financial year ended 30.06.2004</u>	<u>Aggregate options granted since commencement of the Scheme to 30.06.2004</u>	<u>Aggregate options exercised since commencement of the Scheme to 30.06.2004</u>	<u>Aggregate options outstanding as at 30.06.2004</u>
Options granted on 27.01.2004 (exercisable from 28.01.2006 to 27.01.2011)				
Hsieh Fu Hua	4,000,000	4,000,000	—	4,000,000

Audit Committee


The Audit Committee comprises independent non-executive directors as follows:

Ho Tian Yee (Chairman)
Goh Yew Lin
Victor Liew Cheng San
Loh Boon Chye
Ng Kee Choe
Tang Wee Loke
Geoffrey Wong Ee Kay

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act, including a review of the financial statements of the Company and of the Group for the financial year and the auditors' report thereon.

The Audit Committee has nominated PricewaterhouseCoopers for re-appointment as auditors of the Company at the forthcoming Annual General Meeting.

The Summary Financial Statements set out on pages 21 to 39 were approved by the Board of Directors and signed on its behalf by:



J Y Pillay
Director



Hsieh Fu Hua
Director

29 July 2004

AUDITORS' STATEMENT TO THE SHAREHOLDERS OF SINGAPORE EXCHANGE LIMITED

We have examined the Summary Financial Statements set out on pages 21 to 39.

In our opinion, the Summary Financial Statements are consistent with the full financial statements and directors' report of Singapore Exchange Limited for the financial year ended 30 June 2004 from which they were derived, and comply with the requirements of Section 203A of the Companies Act, and regulations made thereunder, applicable to Summary Financial Statements.

For a better understanding of the company's financial position and the results of its operations for the financial year and of the scope of our audit, the Summary Financial Statements should be read in conjunction with the financial statements from which the Summary Financial Statements were derived.

We have issued our audit report dated 29 July 2004 on the full financial statements of Singapore Exchange Limited and its subsidiaries for the financial year ended 30 June 2004. The audit report is as follows:

"Auditors' Report to the Shareholders of Singapore Exchange Limited

We have audited the financial statements of Singapore Exchange Limited and the consolidated financial statements of the Group for the financial year ended 30 June 2004 set out on pages # to #. These financial statements are the responsibility of the Company's directors. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Singapore Standards on Auditing. Those Standards require that we plan and perform our audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion,

- (a) the accompanying financial statements of the Company and consolidated financial statements of the Group are properly drawn up in accordance with the provisions of the Singapore Companies Act, Cap 50 ("the Act") and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Company and of the Group at 30 June 2004, the results and changes in equity of the Company and of the Group, and the cash flows of the Group for the financial year ended on that date, and
- (b) the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act."



PricewaterhouseCoopers
Certified Public Accountants

Singapore, 29 July 2004

The page numbers are as stated in the Auditors' Report dated 29 July 2004 included in Singapore Exchange Limited's Annual Report for the financial year ended 30 June 2004.

BALANCE SHEETS

As at 30 June 2004

Notes	The Group		The Company	
	2004 \$'000	2003 \$'000	2004 \$'000	2003 \$'000
Current assets				
Cash and cash equivalents	452,251	221,478	171,767	16,838
Trade and other debtors	281,356	338,332	4,504	5,624
Securities clearing funds	35,734	34,602	—	—
Available-for-sale investments	2 7,498	356,524	—	340,463
Tax recoverable	—	694	—	476
	9 776,839	951,630	176,271	363,401
Non-current assets				
Property, plant and equipment	222,917	225,513	38,318	45,923
Club memberships	582	720	582	720
Investments in subsidiaries	—	—	392,340	392,340
Investment in joint venture	204	278	—	—
Deferred tax assets	3,536	4,800	—	—
	227,239	231,311	431,240	438,983
Total assets	1,004,078	1,182,941	607,511	802,384
Current liabilities				
Trade and other creditors	299,649	334,834	148,821	52,017
Securities clearing members' contributions to clearing funds	10,734	9,602	—	—
Provision for surplus leased premises and unutilised leave	3 5,119	6,220	3,655	4,605
Taxation	43,747	16,375	10,923	—
	9 359,249	367,031	163,399	56,622
Non-current liabilities				
Provision for surplus leased premises	3 2,581	5,675	2,033	4,434
Deferred tax liabilities	1,230	10,153	507	9,129
	3,811	15,828	2,540	13,563
Total liabilities	363,060	382,859	165,939	70,185
Net assets	641,018	800,082	441,572	732,199
Equity				
Share capital	10,294	10,030	10,294	10,030
Share premium	340,844	308,858	340,844	308,858
Clearing fund reserve	25,000	25,000	—	—
Translation reserve	—	8	—	—
Hedging reserve	612	965	—	—
Retained profits	176,609	161,082	3,345	119,930
Proposed dividends	87,089	293,381	87,089	293,381
Shareholders' equity	640,448	799,324	441,572	732,199
Minority interests	570	758	—	—
	641,018	800,082	441,572	732,199

INCOME STATEMENTS

For the financial year ended 30 June 2004

	Notes	The Group		The Company	
		2004 \$'000	2003 \$'000	2004 \$'000	2003 \$'000
Operating revenue					
Securities clearing fees		141,423	66,925	—	—
Net derivatives clearing revenue		49,863	43,034	—	—
Access and terminal fees		32,899	31,054	—	—
Account maintenance and processing fees		42,102	33,326	9,391	4,952
Listing and membership fees		21,184	17,071	—	—
Price information fees		13,642	12,767	—	—
Sale of software and other computer services		7,037	7,224	2,215	1,936
Management fees from subsidiaries		—	—	70,202	76,275
Other operating revenue		8,158	7,103	1,932	1,650
Total operating revenue		316,308	218,504	83,740	84,813
Operating expenses					
Staff costs		68,884	70,075	43,734	42,331
Occupancy costs		14,995	17,390	10,847	10,144
Depreciation		18,438	22,192	10,445	10,320
System maintenance and rental		18,337	20,995	5,478	8,761
Provision for surplus leased premises		(4,400)	3,000	(3,476)	2,976
Other operating expenses	4	33,634	32,756	14,121	13,155
Total operating expenses		149,888	166,408	81,149	87,687
Profit/(Loss) from operating activities	5	166,420	52,096	2,591	(2,874)
Net non-operating (loss)/revenue		(334)	25,406	(1,509)	22,364
Exceptional item – impairment loss on properties		—	(50,000)	—	(5,000)
Profit before tax and minority interests		166,086	27,502	1,082	14,490
Share of results of joint venture		(74)	(90)	—	—
		166,012	27,412	1,082	14,490
Tax		(33,236)	(14,606)	(230)	(4,725)
Profit after tax and before minority interests		132,776	12,806	852	9,765
Minority interests		188	3,195	—	—
Profit after tax and minority interests		132,964	16,001	852	9,765

INCOME STATEMENTS (cont'd)

For the financial year ended 30 June 2004

	The Group and The Company	
	2004	2003
	\$'000	\$'000
Interim gross dividends of 2.925 cents per share net of tax at 20% paid (2003: 3.000 cents net of tax at 22%)	24,040	23,416
Proposed final gross dividends of 4.075 cents per share net of tax at 20% (2003: 3.500 cents net of tax at 22%)	33,559	27,382
Proposed special gross dividends of 6.500 cents per share net of tax at 20% (2003: 34.000 cents net of tax at 22%)	53,530	265,999
	111,129	316,797

Gross dividend per ordinary share (cents)	13.50	40.50
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	The Group	
	2004	2003
Basic earnings per share (cents)		
- Before exceptional item	13.02	6.60
- After exceptional item	13.02	1.60
Diluted earnings per share (cents)		
- Before exceptional item	12.94	6.59
- After exceptional item	12.94	1.60

Weighted average number of ordinary shares in issue for basic earnings per share ('000)	1,020,916	1,000,335
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Adjustment for assumed conversion of share options ('000)	6,750	1,708
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Weighted average number of ordinary shares for diluted earnings per share ('000)	1,027,666	1,002,043
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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 30 June 2004

The Group

	Share capital \$'000	Share premium* \$'000	Clearing fund reserve* \$'000	Translation reserve* \$'000	Hedging reserve* \$'000	Retained profits \$'000	Proposed dividends \$'000	Total \$'000
Balance at 1 July 2003	10,030	308,858	25,000	8	965	161,082	293,381	799,324
Gain on hedging								
- unrealised	-	-	-	-	138	-	-	138
- transfer to income statement	-	-	-	-	(491)	491	-	-
Currency translation differences transferred to income statement	-	-	-	(8)	-	8	-	-
Net profit before realisation of hedging and currency translation reserve	-	-	-	-	-	132,465	-	132,465
Total recognised gains for the financial year	-	-	-	(8)	(353)	132,964	-	132,603
Dividends paid								
- Final and special dividends - Financial year 2003	-	-	-	-	-	-	(299,689)	(299,689)
- Interim dividends - Financial year 2004	-	-	-	-	-	(24,040)	-	(24,040)
- Underprovision of final and special dividends - Financial year 2003	-	-	-	-	-	(6,308)	6,308	-
Proposed dividends								
- Final dividends - Financial year 2004	-	-	-	-	-	(33,559)	33,559	-
- Special dividends - Financial year 2004	-	-	-	-	-	(53,530)	53,530	-
Issue of ordinary shares	264	31,986	-	-	-	-	-	32,250
Balance at 30 June 2004	10,294	340,844	25,000	-	612	176,609	87,089	640,448
Balance at 1 July 2002	10,000	305,537	25,000	16	(147)	461,878	34,289	836,573
Gain on hedging								
- unrealised	-	-	-	-	1,323	-	-	1,323
- transfer to income statement	-	-	-	-	(211)	211	-	-
Net profit before realisation of hedging reserve	-	-	-	-	-	15,790	-	15,790
Net profit for the financial year	-	-	-	-	1,112	16,001	-	17,113
Currency translation differences recognised directly in shareholders' equity	-	-	-	(8)	-	-	-	(8)
Total recognised gains for the financial year	-	-	-	(8)	1,112	16,001	-	17,105
Dividends paid								
- Final dividends - Financial year 2002	-	-	-	-	-	-	(34,289)	(34,289)
- Interim dividends - Financial year 2003	-	-	-	-	-	(23,416)	-	(23,416)
Proposed dividends								
- Final dividends - Financial year 2003	-	-	-	-	-	(27,382)	27,382	-
- Special dividends - Financial year 2003	-	-	-	-	-	(265,999)	265,999	-
Issue of ordinary shares	30	3,321	-	-	-	-	-	3,351
Balance at 30 June 2003	10,030	308,858	25,000	8	965	161,082	293,381	799,324

* Non-distributable reserves are not available for distribution as cash dividends to the shareholders of the Company.

STATEMENT OF CHANGES IN EQUITY

For the financial year ended 30 June 2004

The Company

	Share capital \$'000	Share premium* \$'000	Retained profits \$'000	Proposed dividends \$'000	Total \$'000
Balance at 1 July 2003	10,030	308,858	119,930	293,381	732,199
Net profit - total recognised gains for the financial year	–	–	852	–	852
	10,030	308,858	120,782	293,381	733,051
Dividends paid					
- Final and special dividends - Financial year 2003	–	–	–	(299,689)	(299,689)
- Interim dividends - Financial year 2004	–	–	(24,040)	–	(24,040)
- Underprovision of final and special dividends - Financial year 2003	–	–	(6,308)	6,308	–
Proposed dividends					
- Final dividends - Financial year 2004	–	–	(33,559)	33,559	–
- Special dividends - Financial year 2004	–	–	(53,530)	53,530	–
Issue of ordinary shares	264	31,986	–	–	32,250
Balance at 30 June 2004	10,294	340,844	3,345	87,089	441,572
Balance at 1 July 2002	10,000	305,537	426,962	34,289	776,788
Net profit - total recognised gains for the financial year	–	–	9,765	–	9,765
	10,000	305,537	436,727	34,289	786,553
Dividends paid					
- Final dividends - Financial year 2002	–	–	–	(34,289)	(34,289)
- Interim dividends - Financial year 2003	–	–	(23,416)	–	(23,416)
Proposed dividends					
- Final dividends - Financial year 2003	–	–	(27,382)	27,382	–
- Special dividends - Financial year 2003	–	–	(265,999)	265,999	–
Issue of ordinary shares	30	3,321	–	–	3,351
Balance at 30 June 2003	10,030	308,858	119,930	293,381	732,199

* Non-distributable reserves are not available for distribution as cash dividends to the shareholders of the Company.

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 30 June 2004

	2004 \$'000	2003 \$'000
Cash flows from operating activities		
Profit before tax and share of results of joint venture	166,086	27,502
Adjustments for:		
- Depreciation	18,438	22,192
- Provision for surplus leased premises	(4,400)	3,000
- Impairment of club memberships	138	–
- Impairment (reversal)/charge on plant and equipment	(55)	410
- Exceptional item – impairment loss on properties	–	50,000
- Net loss/(gain) on investments	3,643	(22,336)
- Write-off of property, plant and equipment	321	2,405
- Gain on disposal of property, plant and equipment	(179)	(234)
- Interest income	(3,421)	(3,067)
Operating cash flow before working capital change	180,571	79,872
Change in operating assets and liabilities		
- Trade and other receivables	56,611	(22,505)
- Trade and other payables	(34,931)	18,610
Cash generated from operations	202,251	75,977
Income tax paid	(12,878)	(19,772)
Dividends paid	(323,729)	(57,705)
Net cash used in operating activities	(134,356)	(1,500)
Cash flows from investing activities		
Payments for retention sum of properties	–	(21,175)
Payments for property, plant and equipment	(16,214)	(18,464)
Proceeds from disposal of property, plant and equipment	285	237
Payment for club memberships	–	(20)
Interest received	3,433	3,049
Proceeds from sale/redemption of investments	345,383	–
Receipt from Financial Sector Development Fund (“FSDF”) for property, plant and equipment purchased	–	285
Net cash from/(used in) investing activities	332,887	(36,088)
Cash flows from financing activities		
Net proceeds from issue of ordinary shares	32,250	3,351
Contributions from minority interests	–	2,675
Net cash from financing activities	32,250	6,026
Net increase/(decrease) in cash and cash equivalents held	230,781	(31,562)
Cash and cash equivalents at the beginning of the financial year	221,478	253,048
Effects of exchange rate changes on cash and cash equivalents	(8)	(8)
Cash and cash equivalents at the end of the financial year	452,251	221,478

NOTES TO SUMMARY FINANCIAL STATEMENTS

For the financial year ended 30 June 2004

1. Accounting Policies

Pursuant to the Singapore Companies (Amendment) Act 2002, with effect from financial year commencing on or after 1 January 2003, Singapore-incorporated companies are required to prepare and present their statutory accounts in accordance with the Singapore Financial Reporting Standards (“FRS”). Hence, these financial statements, including the comparative figures, have been prepared in accordance with FRS.

Previously, the Company and the Group prepared its statutory accounts in accordance with Singapore Statements of Accounting Standard. The adoption of FRS does not have material impact on the accounting policies and figures presented in the statutory accounts for financial year ended 30 June 2003.

2. Available-For-Sale Investments

	<u>The Group</u>		<u>The Company</u>	
	2004	2003	2004	2003
	\$'000	\$'000	\$'000	\$'000
Amounts under fund management	—	340,463	—	340,463
Other investments	7,498	16,061	—	—
	7,498	356,524	—	340,463

3. Provision for Surplus Leased Premises and Unutilised Leave

(a) Current

	<u>The Group</u>		<u>The Company</u>	
	2004	2003	2004	2003
	\$'000	\$'000	\$'000	\$'000
Provision for surplus leased premises	3,019	4,325	2,360	3,435
Provision for unutilised leave	2,100	1,895	1,295	1,170
	5,119	6,220	3,655	4,605

(b) Non-current

Provision for surplus leased premises	2,581	5,675	2,033	4,434
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(c) Surplus leased premises

Provision is made for surplus leased premises which are currently leased under non-cancellable operating leases and are expected to be sub-let for lower rentals than it is presently obliged to pay under the existing lease.

The provision has been calculated on the basis of absolute dollar which the Group has to pay the landlord after deducting any rental received or expected to be received from subletting the surplus leased premises from the rent which the Group is obliged to pay under the original lease agreements with the landlord.

4. Other Operating Expenses

	The Group		The Company	
	2004 \$'000	2003 \$'000	2004 \$'000	2003 \$'000
Professional charges	7,048	5,320	4,070	2,964
Marketing and travelling	3,588	3,155	1,342	821
Communication charges	2,830	3,412	1,685	2,078
Fees to MAS for transfer of participant supervision function	2,300	—	2,300	—
Specific allowance for doubtful debts	445	98	—	—
Bad debts written off	24	43	—	—
Net foreign exchange loss/(gain)	324	100	6	(1)
Write-off of property, plant and equipment	321	2,405	29	28
Gain on disposal of property, plant and equipment	(179)	(234)	(5)	(117)
Cost of sales	12,966	9,582	1,575	1,365
Provision for SGX-MAS Market Development Scheme	—	3,750	—	—
Impairment (reversal)/charge on plant and equipment	(55)	410	—	—
Others	4,022	4,715	3,119	6,017
	33,634	32,756	14,121	13,155

5. Profit/(Loss) from Operating Activities

	The Group		The Company	
	2004 \$'000	2003 \$'000	2004 \$'000	2003 \$'000
<u>Profit/(Loss) from operating activities is arrived at after:</u>				
<i>Charging:</i>				
Audit services by auditors of the Company				
- current year	396	487	120	150
- (over)/underprovision in prior year	(86)	(49)	(10)	17
Other services by auditors of the Company	294	209	187	89
Depreciation of property, plant and equipment				
- Freehold building	265	265	265	265
- Leasehold land and buildings	2,217	2,823	—	—
- Leasehold improvements	5,289	4,665	5,079	4,508
- Furniture, fittings and office equipment	576	623	132	141
- Computers	9,938	13,624	4,816	5,221
- Motor vehicles	153	192	153	185
Rental expenses - operating leases	8,577	10,712	6,490	8,003
Provision for unutilised leave	300	117	125	—
Impairment of club memberships	138	—	138	—
<i>And crediting:</i>				
Write-back of provision for unutilised leave	95	87	—	87

6. Directors and Employees Information

- (a) The number of employees of the Group as at 30 June 2004 was 650 (2003: 809), including nil (2003: 68) employees of Asia Converge Pte Ltd.

(b) Remuneration of directors

Directors' remuneration included fees, salary, bonus, commission and other emoluments (including benefits-in-kind) computed based on the cost incurred by the Group and the Company, and where the Group or Company did not incur any costs, the value of the benefit is included. The directors' remuneration is as follows:

	<u>The Group</u>		<u>The Company</u>	
	2004	2003	2004	2003
	\$'000	\$'000	\$'000	\$'000
Directors' fees				
- of the Company	490	370	490	370
Directors' remuneration				
- of the Company	4,247	2,896	4,247	2,896
- of the subsidiaries	2,275	3,735	—	—
	7,012	7,001	4,737	3,266

7. Related Party Transactions

Certain directors are also directors of securities broking or derivatives broking companies. The Group, in the ordinary course of business, enters into transactions under prevailing commercial terms and conditions with corporations with which these directors are either related or employed.

8. Interested Person Transactions

	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)		Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)	
	2004	2003	2004	2003
	\$'000	\$'000	\$'000	\$'000
Robert Stein (Adelphi Capital Partners - consultancy fees)	299	—	299	—

9. Net Current Assets

	<u>The Group</u>		<u>The Company</u>	
	2004	2003	2004	2003
	\$'000	\$'000	\$'000	\$'000
Total current assets	776,839	951,630	176,271	363,401
Total current liabilities	(359,249)	(367,031)	(163,399)	(56,622)
Net current assets	417,590	584,599	12,872	306,779

STATISTICS OF SHAREHOLDINGS

As at 27 July 2004

Authorised Share Capital : \$1,000,000,000
 Issued and Paid-up Capital : \$10,298,560
 Class of Shares : Ordinary Shares \$0.01 each
 Voting Rights : One vote per share

Distribution of Shareholdings

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 999	57	0.29	18,444	0.00
1,000 - 10,000	15,845	79.79	66,734,822	6.48
10,001 - 1,000,000	3,917	19.73	206,493,504	20.05
1,000,001 and above	38	0.19	756,609,230	73.47
Total	19,857	100.00	1,029,856,000	100.00

Twenty Largest Shareholders

No.	Name	No. of Shares	%
1	SEL Holdings Pte Ltd ¹	249,991,184	24.27
2	Raffles Nominees Pte Ltd	132,863,691	12.90
3	DBS Nominees Pte Ltd	119,964,003	11.65
4	HSBC (Singapore) Nominees Pte Ltd	50,417,204	4.90
5	Citibank Nominees Singapore Pte Ltd	48,964,982	4.75
6	United Overseas Bank Nominees Pte Ltd	25,804,487	2.51
7	UOB Kay Hian Pte Ltd	14,720,906	1.43
8	Phillip Securities Pte Ltd	13,312,145	1.29
9	DBS Vickers Securities (S) Pte Ltd	9,571,000	0.93
10	DB Nominees (Singapore) Pte Ltd	7,145,053	0.69
11	Oversea-Chinese Bank Nominees Pte Ltd	6,999,840	0.68
12	Citicorp Investment Bank (Singapore) Limited	6,000,000	0.58
13	Citigroup Global Markets Singapore Securities Pte Ltd	5,927,272	0.58
14	OCBC Securities Private Ltd	5,486,000	0.53
15	Leong Khuen Nyeon	4,930,000	0.48
16	Kim Eng Securities Pte Ltd	4,567,196	0.44
17	Morgan Stanley Asia (Singapore) Securities Pte Ltd	4,391,897	0.43
18	Nomura Securities Singapore Pte Ltd	3,859,000	0.37
19	Wong Kong Choo	3,610,000	0.35
20	G K Goh Stockbrokers Pte Ltd	3,596,635	0.35
	Total	722,122,495	70.11

Based on information available to the Company as at 27 July 2004, approximately 99.71% of the issued ordinary shares of the Company is held by the public and, therefore, Rule 723 of the Listing Manual issued by the Singapore Exchange Securities Trading Limited is complied with.

¹ Pursuant to Section 11(2)(b) of the Exchanges (Demutualisation & Merger) Act 1999 (the "Merger Act"), SEL Holdings Pte Ltd ("SEL"), being the special purpose company set up under the Merger Act to hold the SGX shares for the benefit of the Financial Sector Development Fund, shall not exercise or control the exercise of votes attached to the SGX shares. Owing to the restriction in the exercise of votes attached to the shares, SEL is not regarded as a substantial shareholder of SGX.

NOTICE OF ANNUAL GENERAL MEETING AND BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of Singapore Exchange Limited will be held at 2 Shenton Way SGX Centre 1, 2nd Level SGX Auditorium, Singapore 068804 on 17 September 2004 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions which will be passed as Ordinary Resolutions:

A) Ordinary Business

Resolution 1

To receive and adopt the Directors' Report and the Audited Accounts for the year ended 30 June 2004 with the Auditors' Report thereon.

Resolution 2

To re-appoint Mr Joseph Yuvaraj Pillay pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore, as a Director of the Company to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.

Resolution 3

To re-elect the following Directors retiring by rotation under Article 99 of the Company's Articles of Association (the "Articles") and who, being eligible, offer themselves for re-election:

- (a) Mr Ho Tian Yee
- (b) Mr Wong Ngit Liong

Resolution 4

To appoint the following Directors pursuant to Article 104 of the Articles to hold office as Directors of the Company:

- (a) Mr Lee Hsien Yang
- (b) Ms Olivia Lum Ooi Lin
- (c) Mr Robert Owen

To note:

- (i) the retirement of Mr Goh Yew Lin and Mr Victor Liew Cheng San as Directors, who will retire by rotation pursuant to Article 99 of the Articles
- (ii) the resignation of Mr Richard Gnodde as a Director with effect from the close of the Fifth Annual General Meeting

The biodata of Mr Lee Hsien Yang, Ms Olivia Lum Ooi Lin, and Mr Robert Owen are found in the "Proposed Directors" section of the Annual Report.

Resolution 5

To approve the sum of \$489,900 as Directors' fees for the financial year ended 30 June 2004.

Resolution 6

To declare a final gross dividend of \$0.04075 per share less income tax of 20% for the financial year ended 30 June 2004.

Resolution 7

To declare a special gross dividend of \$0.065 per share less income tax of 20% for the financial year ended 30 June 2004.

Resolution 8

To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration.

B) Special Business

Resolution 9

That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent consolidation or subdivision of shares;

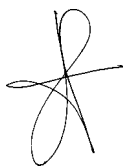
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the Monetary Authority of Singapore) and the Articles for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Resolution 10

That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the SGX Share Option Plan and to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the SGX Share Option Plan, provided that the aggregate number of new shares to be issued pursuant to the SGX Share Option Plan shall not exceed 15 per cent of the total issued share capital of the Company from time to time.

C) To Transact Any Other Business

By Order Of The Board



Joyce Fong Foong Chao (Ms)
Company Secretary
Singapore Exchange Limited
23 August 2004

Statement Pursuant To Article 59 Of The Company's Articles of Association

Ordinary Resolution 9 is to empower the Directors to issue ordinary shares in the capital of the Company and to make or grant Instruments (such as warrants or debentures) convertible into ordinary shares, and to issue ordinary shares in pursuance of such Instruments, up to an amount not exceeding in 50 per cent of the issued share capital of the Company, with a sub-limit of 20 per cent for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of ordinary shares that may be issued, the percentage of issued share capital shall be based on the issued share capital of the Company at the time that Resolution 9 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 9 is passed, and (b) any subsequent consolidation or subdivision of shares.

Ordinary Resolution 10 is to empower the Directors to offer and grant options, and to issue shares in the capital of the Company, pursuant to the SGX Share Option Plan which was approved by shareholders at the Extraordinary General Meeting on 1 November 2000 and as modified by the Committee from time to time, provided that the aggregate number of new shares to be issued shall not exceed 15 per cent of the total issued share capital of the Company from time to time.

NOTES:

- 1) An ordinary shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote on his behalf.
- 2) A proxy need not be a member of the Company.
- 3) The instrument appointing a proxy or proxies (together with the power of attorney, if any, under which it is signed or a certified copy thereof) must be deposited at the registered office of the Company, at 2 Shenton Way #19-00 SGX Centre 1 Singapore 068804 not less than 48 hours before the time appointed for holding the Annual General Meeting.

Notice Of Books Closure Date And Payment Date For Final And Special Dividends

The Company gives notice that, subject to the approval of the shareholders to the final dividend and special dividend at the Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed from 24 September 2004 after 5.00 p.m. to 26 September 2004, both dates inclusive, for the preparation of dividend warrants. The Register of Members and the Transfer Books will re-open on 27 September 2004. Duly completed registered transfers of ordinary shares of \$0.01 each in the capital of the Company received by the Company's Share Registrar, Lim Associates (Pte) Ltd, at 10 Collyer Quay #19-08 Ocean Building, Singapore 049315 before 5.00 p.m. on 24 September 2004, will be registered in the Register of Members and the Transfer Books of the Company to determine shareholders' entitlements to the final dividend and special dividend. In respect of ordinary shares in securities accounts with The Central Depository (Pte) Limited ("CDP"), the final dividend and special dividend will be paid by the Company to CDP which will, in turn distribute the entitlements to the final dividend and special dividend to CDP account holders in accordance with its normal practice.

The final dividend and special dividend, if approved by shareholders, will be paid on 6 October 2004.

Copies Of Summary Annual Report And Annual Report

The Summary Annual Report containing this Notice of Annual General Meeting will be despatched to all SGX shareholders on 23 August 2004. Shareholders who wish for a copy of the full Annual Report may request for it by a pre-paid request form found in the Summary Annual Report.

The Annual Report will be available on SGX's website www.sgx.com

1. For investors who have used their CPF moneys to buy shares in the capital of Singapore Exchange Limited, this report is forwarded to them at the request of their CPF Approved Nominees and is sent FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purportedly to be used by them.

PROXY FORM

I/We, _____ [Name] of _____
_____ [Address] being a *member/members of **SINGAPORE EXCHANGE LIMITED** (the “Company”) hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)
*and/or			

or failing *him/her, the Chairman of the Annual General Meeting (“AGM”) of the Company, as *my/our *proxy/proxies, to attend and to vote for *me/us on *my/our behalf, at the AGM of the Company to be held at 2 Shenton Way, SGX Centre 1, 2nd Level SGX Auditorium, Singapore 068804 on 17 September 2004 at 10.00 a.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion, as *he/she/they will on any other matter arising at the AGM and at any adjournment thereof. If no person is named in the above boxes, the Chairman of the AGM shall be *my/our *proxy/proxies to vote, for or against the Resolutions to be proposed at the AGM as indicated hereunder, for *me/us and on *my/our behalf at the AGM and at any adjournment thereof.

* delete as appropriate

No.	Ordinary Resolutions	For	Against
1	To adopt the Directors’ Report and the Audited Accounts		
2	To re-appoint Mr Joseph Yuvaraj Pillay as a Director, pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore		
3(a)	To re-elect Mr Ho Tian Yee who retires by rotation under Article 99 as a Director		
3(b)	To re-elect Mr Wong Ngit Liong who retires by rotation under Article 99 as a Director		
4(a)	To appoint Mr Lee Hsien Yang as a Director pursuant to Article 104		
4(b)	To appoint Ms Olivia Lum Ooi Lin as a Director pursuant to Article 104		
4(c)	To appoint Mr Robert Owen as a Director pursuant to Article 104		
5	To approve Directors’ fees of \$489,900		
6	To declare a final dividend		
7	To declare a special dividend		
8	To re-appoint Auditors and authorise Directors to fix their remuneration		
	SPECIAL BUSINESS		
9	Authority to issue and allot shares and Instruments		
10	Authority to offer and grant options and issue shares under the SGX Share Option Plan		

Dated this _____ day of _____ 2004

Signature(s) of Member(s)/ Common Seal

Total number of
Shares held

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Affix Postage
Stamp

THE COMPANY SECRETARY
Singapore Exchange Limited
2 Shenton Way #19-00
SGX Centre 1
Singapore 068804

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Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. The instrument appointing a proxy or proxies (together with the power of attorney, if any, under which it is signed or a certified copy thereof) must be deposited at the registered office of the Company, at 2 Shenton Way #19-00 SGX Centre 1 Singapore 068804 not less than 48 hours before the time appointed for the Annual General Meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
6. A corporation which is a member may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument of a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

REQUEST FORM

23 August 2004

Dear Shareholder

This notice accompanies a copy of the Summary Annual Report ("SAR") of Singapore Exchange Limited ("SGX") for the financial year ended 30 June 2004 ("FY2004"). The SAR contains a review of the SGX and its group of companies ("Group") for FY2004. It also contains a summary of the audited financial statements of SGX and the Group for FY2004.

The Directors' Report and the full financial statements of SGX and of the Group for FY2004 are set out in a separate report called Annual Report ("AR") 2004. This report is available to all registered SGX shareholders at no cost upon request.

We will continue to send you a copy of the SAR for as long as you are a SGX shareholder unless you indicate otherwise.

For shareholders who wish to receive a copy of the AR for FY2004, please complete the request form below accordingly, and return it to us, not later than **30 August 2004**.

For shareholders who are receiving this SAR for the first time, or who did not respond previously, if you wish to receive a copy of the AR for FY2004 and for future financial years for as long as you are a shareholder, please complete the request form below by ticking the appropriate box and returning it to us by **30 August 2004**. If we do not receive your request form, it would indicate that you do not wish to receive copies of the AR for FY2004 and for future financial years.

For shareholders who have indicated to us previously that you wish to receive the AR for as long as you are a shareholder, you may change your wishes by ticking the relevant box in the request form below and returning it to us by **30 August 2004**. If we do not receive your request form, it would indicate that there is no change to your wishes.

Your latest request will supersede the earlier requests received by us.

Please note that the AR for FY2004 will also be available on SGX's website www.sgx.com

Yours faithfully
for Singapore Exchange Limited



Joyce Fong Foong Chao (Ms)
Company Secretary

To **Singapore Exchange Limited**

N.B. Please tick only one box. Incomplete or incorrectly completed forms will not be processed.

- ☐ I/We wish to receive the Annual Report for FY2004
- ☐ *I/We do not wish to receive the Annual Report for FY2004, and the Summary Annual Report and Annual Report for future financial years for as long as I am/we are a shareholder(s) of Singapore Exchange Limited
- ☐ *I/We wish to receive the Annual Report for FY2004, and the Summary Annual Report and Annual Report for future financial years for as long as I am/we are a shareholder(s) of Singapore Exchange Limited

Name of Shareholder(s): _____ NRIC/Passport Number: _____

The shares are held by me under or through:

☐ CDP Securities Account Number

1	6	8	1	-					-				
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☐ CPFIS Account

☐ Physical scrips

Address: _____ Postcode: _____

Signature(s): _____ Date: _____

*Please note that this option is not available if your shares are deposited in a CPFIS Account.

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THE COMPANY SECRETARY
Singapore Exchange Limited
c/o The Central Depository (Pte) Limited
4 Shenton Way, #02-01
SGX Centre 2
Singapore 068807

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Singapore Exchange Limited

Company Registration No. 199904940D

2 Shenton Way
#19-00 SGX Centre 1
Singapore 068804
Website: www.sgx.com