

# Notice of Annual General Meeting

## Singapore Exchange Limited

Company Registration No. 199904940D  
(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that the Nineteenth Annual General Meeting of Singapore Exchange Limited (the "Company") will be held at Grand Mandarin Ballroom, Level 6, Main Tower, Mandarin Orchard Singapore, 333 Orchard Road, Singapore 238867 on Thursday, 20 September 2018 at 10.00 a.m. to transact the following business:

### ROUTINE BUSINESS

**Ordinary Resolution 1** To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2018 and the Auditor's Report thereon.

**Ordinary Resolution 2** To declare a final tax exempt dividend of 15 cents per share for the financial year ended 30 June 2018 ("Final Dividend"). (FY2017: 13 cents per share)

To re-elect the following directors who will be retiring by rotation under Article 97 of the Constitution of the Company and who, being eligible, offer themselves for re-election:

**Ordinary Resolution 3(a)** • Mr Kevin Kwok; and

**Ordinary Resolution 3(b)** • Mr Loh Boon Chye.

**Ordinary Resolution 4** To approve the sum of S\$930,000 to be paid to the Chairman as director's fees for the financial year ending 30 June 2019. (FY2018: S\$750,000 and a car with a driver)

**Ordinary Resolution 5** To approve the sum of up to S\$1,600,000 to be paid to all directors (other than the Chief Executive Officer) as directors' fees for the financial year ending 30 June 2019. (Same as for FY2018: up to S\$1,600,000 for all directors other than the Chief Executive Officer)

**Ordinary Resolution 6** To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company and to authorise the directors to fix its remuneration.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following resolutions, which will be proposed as Ordinary Resolutions:

**Ordinary Resolution 7** That Mr Ng Wai King be and is hereby appointed as a director of the Company pursuant to Article 103 of the Constitution of the Company.

**Ordinary Resolution 8** That Mr Subra Suresh be and is hereby appointed as a director of the Company pursuant to Article 103 of the Constitution of the Company.

**Ordinary Resolution 9** That authority be and is hereby given to the directors of the Company to:

- (a) (i) issue shares 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,

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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 total number of issued shares (excluding treasury shares and subsidiary holdings) (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 10 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings) (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 shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 bonus issue or consolidation or subdivision of shares,and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;
- (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 Constitution 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.

### Ordinary Resolution 10

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company ("Shares") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (i) market purchase(s) on the SGX-ST and/or any other securities exchange on which the Shares may for the time being be listed and quoted ("Other Exchange"); and/or
  - (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate may be exercised by the directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
  - (i) the date on which the next Annual General Meeting of the Company is held;
  - (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and
  - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- (c) in this Resolution:
 

“Average Closing Price” means the average of the closing market prices of a Share over the five consecutive trading days on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange, immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;

“date of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

“Maximum Percentage” means that number of issued Shares representing 10 per cent. of the total number of issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)); and

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed, whether pursuant to a market purchase or an off-market purchase, 105 per cent. of the Average Closing Price of the Shares; and
- (d) the directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

**Ordinary Resolution 11**

That:

- (a) a new share plan to be known as the “SGX Restricted Share Plan” (the “SGX RSP”), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which awards of fully paid-up Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected directors and employees of the Company and/or its subsidiaries, details of which are set out in the Letter to Shareholders dated 28 August 2018, be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised:
  - (i) to establish and administer the SGX RSP; and
  - (ii) to modify and/or alter the SGX RSP at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the SGX RSP, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the SGX RSP.

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### By Order of the Board

**Ding Hui Yun (Ms)**  
**Seah Kim Ming Glenn (Mr)**  
Company Secretaries  
Singapore Exchange Limited  
**28 August 2018**

### EXPLANATORY NOTES

#### Routine Business

**Ordinary Resolutions 3(a) & 3(b)** are to re-elect Mr Kevin Kwok and Mr Loh Boon Chye who will be retiring by rotation under Article 97 of the Constitution of the Company.

Mr Kevin Kwok will, upon re-election, continue to serve as the Chairman of the Audit Committee, a member of the Nominating & Governance Committee and Risk Management Committee. Mr Loh Boon Chye will, upon re-election, continue to serve as the Chief Executive Officer. Mr Kwok is considered an independent director. Mr Loh is considered an executive non-independent director. Detailed information on these directors can be found under 'Board of Directors' in the Company's Annual Report 2018. Save as disclosed therein, there are no material relationships (including immediate family relationships) between each of these directors and the other directors or the Company.

Mr Ng Kok Song is also retiring from office by rotation, but has decided not to offer himself for re-election.

**Ordinary Resolution 4** is to seek approval for the payment of S\$930,000 to the Chairman as director's fees for undertaking duties and responsibilities as Chairman of the Board for the financial year ending 30 June 2019 ("FY2019") (S\$750,000 and a car with a driver for the preceding financial year). As in the preceding financial year, the sum of S\$930,000 does not include any director's fees payable for serving as chairman or member of any Board committee(s). However, there will be no other emoluments or separate attendance fees payable to the Chairman in conjunction with the revision to the structure of the Chairman's director's fees.

In arriving at the proposed Chairman's fee of S\$930,000, the Company took into account:

- (a) the significant leadership role played by the Chairman on the Board, and in providing clear oversight and guidance to management;
- (b) the amount of time the Chairman spends on Company matters, including providing input and guidance on strategy and supporting management in engaging with a wide range of other stakeholders such as partners, governments and regulators, as well as travelling to visit with industry global peers; and
- (c) comparable benchmarks from other large listed companies and peers in the financial industry in Singapore that have chairmen with similar roles and responsibilities, as well as benchmarks from global bourses.

Additional information on the role of the Chairman can be found under 'Corporate Governance' in the Company's Annual Report 2018.

If the new SGX RSP is approved under Ordinary Resolution 11, then approximately three-quarters of the Chairman's fee of S\$930,000 for FY2019 will be paid in cash and approximately one-quarter will be delivered in SGX shares in the form of a share award to be granted under the new SGX RSP, for the Chairman who, on the date of grant of the share award, has served for at least 12 months. All fees payable for serving as chairman or member of any Board committee(s) will be paid entirely in cash. The actual number of shares to be awarded will be determined by reference to the volume-weighted average price of a share on the Singapore Exchange Securities Trading Limited over the 14 trading days immediately following the date of the Nineteenth Annual General Meeting, rounded down to the nearest share. The award will consist of fully paid shares, with no performance conditions attached and no vesting period imposed, but it is currently intended that there will be a moratorium on the sale of such shares for a period of up to one year after the grant of the award (this will be lifted if the Chairman steps off the Board before the end of the moratorium period).

**Ordinary Resolution 5** is to seek approval for the payment of up to S\$1,600,000 to all directors (other than the Chief Executive Officer) as directors' fees for FY2019 (which is the same as that for the preceding financial year). The directors' fees are calculated based on, among other things, the number of Directors expected to hold office during the course of that year.

The fees for non-executive directors reflect the scope and extent of a director's responsibilities and obligations and are measured competitively against industry benchmarks. Although there is no increase in the absolute amount of the proposed fees from the preceding financial year, if approved, the basic fee and committee fee payable to directors will be increased to bring these fees in line with market norms, and to ensure that the Company is able to attract and retain the right calibre of directors necessary to contribute effectively to the Board in an ever-increasingly competitive market. With the revision to the basic fees, no attendance fees will be payable. The fee structure for the financial year ended 30 June 2018 ("FY2018") and the revised fee structure for FY2019 are set out below.

#### **FY2018 fee structure and revised fee structure for FY2019**

Non-Executive Director	FY2018	FY2019	Increase
Basic Fee – Member	S\$55,000	S\$75,000	S\$20,000
Audit Committee – Chairman	S\$40,000	S\$55,000	S\$15,000
Audit Committee – Member	S\$30,000	S\$40,000	S\$10,000
Risk Management Committee – Chairman	S\$30,000	S\$55,000	S\$25,000
Risk Management Committee – Member	S\$20,000	S\$40,000	S\$20,000
Other Committee – Chairman	S\$30,000	S\$40,000	S\$10,000
Other Committee – Member	S\$20,000	S\$25,000	S\$5,000
Meeting Attendance Fee	S\$1,500	Nil	N.A.

If the new SGX RSP is approved under Ordinary Resolution 11, then approximately three-quarters of the basic fee for FY2019 will be paid in cash and approximately one-quarter will be delivered in SGX shares in the form of share awards to be granted under the new SGX RSP, for the non-executive directors (other than Mr Thaddeus Beczak and Ms Lim Sok Hui) who, on the date of grant of the share awards, have served for at least 12 months. All fees payable for serving as chairman or member of any Board committee(s) will be paid entirely in cash. The actual number of shares to be awarded will be determined by reference to the volume-weighted average price of a share on the Singapore Exchange Securities Trading Limited over the 14 trading days immediately following the date of the Nineteenth Annual General Meeting, rounded down to the nearest share. The award will consist of fully paid shares, with no performance conditions attached and no vesting period imposed, but it is currently intended that there will be a moratorium on the sale of such shares for a period of up to one year after the grant of the award (this will be lifted if the non-executive director steps off the Board before the end of the moratorium period). The following persons will receive all of their directors' fees for FY2019 in cash (calculated on a pro-rated basis): (i) Mr Ng Kok Song, who is retiring from office by rotation at the Nineteenth Annual General Meeting but will not be offering himself for re-election, (ii) Mr Ng Wai King and Mr Subra Suresh, who are proposed to be appointed as additional directors at the Nineteenth Annual General Meeting, and (iii) any other non-executive director who steps down from the board before the date of grant of the share awards. The directors' fees for FY2019 for Mr Thaddeus Beczak and Ms Lim Sok Hui will be paid in cash to their respective employers, Old Peak Investments Ltd and DBS Bank Ltd.

The exact amount of director's fees received by each director for FY2018 is disclosed in full in the Company's Annual Report 2018.

#### **Special Business**

**Ordinary Resolution 7** is to appoint Mr Ng Wai King as an additional director pursuant to Article 103 of the Constitution of the Company. Mr Ng will be considered an independent director. Detailed information on Mr Ng can be found under 'Board of Directors' in the Company's Annual Report 2018. Save as disclosed therein, there are no material relationships (including immediate family relationships) between Mr Ng and the other directors or the Company.

**Ordinary Resolution 8** is to appoint Mr Subra Suresh as an additional director pursuant to Article 103 of the Constitution of the Company. Mr Suresh will be considered an independent director. Detailed information on Mr Suresh can be found under 'Board of Directors' in the Company's Annual Report 2018. Save as disclosed therein, there are no material relationships (including immediate family relationships) between Mr Suresh and the other directors or the Company.

**Ordinary Resolution 9** is to empower the directors to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings) (the "50% Limit"), with a sub-limit of 10 per cent. for issues other than on a *pro rata* basis to shareholders. The sub-limit of 10 per cent. for non *pro rata* issues is lower than the 20 per cent. sub-limit allowed under the Listing Manual of the SGX-ST. The Company believes that the lower limit sought for the issue of shares made on a non *pro rata* basis to shareholders is adequate for the time being and will review this limit annually. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Ordinary 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 Ordinary Resolution 9 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. As at 1 August 2018 (the "Latest Practicable Date"), the Company had 1,535,769 treasury shares and no subsidiary holdings.

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**Ordinary Resolution 10** is to renew the mandate to allow the Company to purchase or otherwise acquire Shares, on the terms and subject to the conditions set out in the Resolution.

The Company intends to use its internal sources of funds to finance its purchase or acquisition of its Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on whether the Shares are purchased or acquired out of capital and/or retained profits of the Company, the number of Shares purchased or acquired, the consideration paid for such Shares and whether the Shares purchased or acquired are held as treasury shares or cancelled.

Based on the existing issued Shares (excluding treasury shares) as at the Latest Practicable Date, and assuming that on or prior to the Annual General Meeting (i) no further Shares are issued or repurchased, or held by the Company as treasury shares, and (ii) no Shares are held as subsidiary holdings, the purchase by the Company of up to the maximum limit of 10 per cent. of its issued Shares (excluding treasury shares) will result in the purchase or acquisition of 107,010,663 Shares.

In the case of both market purchases and off-market purchases by the Company, assuming that the Maximum Price is S\$7.88 for one Share (being the price equivalent to 5 per cent. above the Average Closing Price of the Shares immediately preceding the Latest Practicable Date), having regard to the Company's share capital and cash and cash equivalents of approximately S\$429,236,000 and S\$413,012,000 respectively, the maximum number of Shares the Company is able to purchase or acquire out of capital to be held as treasury shares or to be cancelled for the duration of the proposed Share Purchase Mandate is 52,412,690 Shares representing 4.90 per cent. of the total number of issued Shares (excluding treasury shares) as at the Latest Practicable Date.

In the case of both market purchases and off-market purchases by the Company, assuming that the Maximum Price is S\$7.88 for one Share (being the price equivalent to 5 per cent. above the Average Closing Price of the Shares immediately preceding the Latest Practicable Date), having regard to the Company's retained profits and cash and cash equivalents of approximately S\$376,534,000 and S\$413,012,000 respectively, the maximum number of Shares the Company is able to purchase or acquire out of retained profits to be held as treasury shares or to be cancelled for the duration of the proposed Share Purchase Mandate is 47,783,503 Shares representing 4.47 per cent. of the total number of issued Shares (excluding treasury shares) as at the Latest Practicable Date.

The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Company and the Group for the financial year ended 30 June 2018 based on the assumptions set out above are set out in paragraph 2.7 of the Letter to Shareholders dated 28 August 2018.

**Ordinary Resolution 11** is to approve the new SGX RSP. Shareholders' approval is required for the new SGX RSP pursuant to Rule 843(3)(a) of the Listing Manual of the SGX-ST. The aggregate number of new Shares which may be allotted and issued pursuant to the new SGX RSP and the existing SGX Performance Share Plan 2015 (and/or any share schemes then in force) cannot exceed 10 per cent. of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time. In order to minimise shareholders' concerns against dilution, the current intention is that Shares which are to be delivered upon the vesting of awards will either be delivered by way of treasury shares or, where new Shares are to be issued, out of the non *pro rata* sub-limit under any valid general share issue mandate which may be in place at the relevant time. If approved, approximately one-quarter of the basic fee and Chairman's fee for FY2019 may be paid in Shares to be delivered in the form of share awards to be granted under the new SGX RSP (see the explanatory notes to Ordinary Resolutions 4 and 5 above). Please refer to the Letter to Shareholders dated 28 August 2018 for more details.



## NOTES

- (1) Each of the resolutions to be put to the vote of members at the Annual General Meeting (and at any adjournment thereof) will be voted on by way of a poll.
- (2)
  - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
  - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

- (3) A proxy need not be a member of the Company.
- (4) Completion and return of the instrument appointing a proxy or proxies by a member will not prevent him/her from attending, speaking and voting at the Annual General Meeting if he/she so wishes. The appointment of the proxy(ies) for the Annual General Meeting will be deemed to be revoked if the member attends the Annual General Meeting in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy or proxies to the Annual General Meeting.
- (5) 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, if sent personally or by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 or, if submitted by electronic communication (where the member has signed up for the electronic service provided by the Company to its members to receive notices of meetings, annual reports and other shareholder communications electronically, for online proxy appointment and for the access and use of an SGX-designated website (collectively "Electronic Service") and where such service has been made available), be received via the online proxy appointment process through the Electronic Service, in either case not less than 72 hours before the time appointed for holding the Annual General Meeting.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## NOTICE OF BOOKS CLOSURE

**NOTICE IS ALSO HEREBY GIVEN** that, subject to the approval of shareholders for the Final Dividend being obtained at the Nineteenth Annual General Meeting, the Transfer Books and Register of Members of the Company will be closed from 5.00 p.m. on 28 September 2018 (Friday) up to (and including) 1 October 2018 (Monday) for the preparation of dividend warrants. Duly completed registrable transfers of ordinary shares of the Company received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 28 September 2018 (Friday) will be registered to determine shareholders' entitlements to the proposed Final Dividend. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with ordinary shares of the Company at 5.00 p.m. on 28 September 2018 (Friday) will be entitled to the proposed Final Dividend. Payment of the Final Dividend, if approved by shareholders at the Nineteenth Annual General Meeting, will be made on 5 October 2018 (Friday).