

Notice of Annual General Meeting

Singapore Exchange Limited

Company Registration No. 199904940D

(Incorporated in the Republic of Singapore)



NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of Singapore Exchange Limited (the "Company") will be held at **NTUC Auditorium, One Marina Boulevard, Level 7, Singapore 018989** on Thursday, 20 September 2012 at 10.00 am to transact the following business:

A	Ordinary Business	Ordinary Resolution
1	To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 30 June 2012 and the Auditor's Report thereon.	Resolution 1
2	To declare a final tax exempt dividend amounting to 15 cents per share for the financial year ended 30 June 2012 ("Final Dividend"). (Same as for FY2011: 15 cents per share)	Resolution 2
3	To re-appoint Mr Robert Owen as a director of the Company pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore, to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.	Resolution 3
4	To re-elect Mr Liew Mun Leong, who will be retiring by rotation under Article 99A of the Company's Articles of Association (the "Articles") and who, being eligible, offers himself for re-election as a director of the Company.	Resolution 4
5	To re-elect Mr Ng Kee Choe, who will be retiring by rotation under Article 99A of the Articles, and who, being eligible, offers himself for re-election as a director of the Company. (Mr Loh Boon Chye and Ms Euleen Goh are retiring by rotation at the Thirteenth Annual General Meeting, and have decided not to offer themselves for re-election to office.)	Resolution 5
6	To approve (i) the sum of \$750,000 to be paid to the Chairman as director's fees, and (ii) the provision to him of a car with a driver, for the financial year ending 30 June 2013. (Same as for FY2012: \$750,000 and a car with a driver)	Resolution 6
7	To approve the sum of up to \$1,400,000 to be paid to all directors (other than the Chief Executive Officer) as directors' fees for the financial year ending 30 June 2013. (Same as for FY2012: up to \$1,400,000)	Resolution 7
8	To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company and to authorise the directors to fix their remuneration.	Resolution 8

B	Special Business	Ordinary Resolution
	To consider and, if thought fit, to pass with or without modifications, the following resolutions which will be proposed as Ordinary Resolutions:	
9	That Mr Kwa Chong Seng be and is hereby appointed as a director of the Company pursuant to Article 104 of the Articles.	Resolution 9
10	That Mr Kevin Kwok be and is hereby appointed as a director of the Company pursuant to Article 104 of the Articles.	Resolution 10
11	<p>That authority be and is hereby given to the directors of the Company to:</p> <p>a) i) issue shares in the capital of the Company (“shares”) whether by way of rights, bonus or otherwise; and/or</p> <p>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,</p> <p>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</p> <p>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,</p> <p>provided that:</p> <p>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) in the 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 10 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph 2) below);</p> <p>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) in the capital of the Company at the time this Resolution is passed, after adjusting for:</p> <p>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</p> <p>ii) any subsequent bonus issue or consolidation or subdivision of shares;</p> <p>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</p> <p>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.</p>	Resolution 11

C To Transact any other business as may properly be transacted at an Annual General Meeting

By Order of the Board

Ding Hui Yun (Ms)
Company Secretary
Singapore Exchange Limited
27 August 2012

Explanatory Notes

Ordinary Resolution 3 is to re-appoint Mr Robert Owen pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore, to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company, and if he is re-appointed, he will remain as the Chairman of the Regulatory Conflicts Committee and a member of the Risk Management Committee. Mr Owen is considered an Independent Director. Key information on Mr Owen is found on page 22 of the Annual Report.

Ordinary Resolution 4 is to re-elect Mr Liew Mun Leong who will be retiring by rotation under Article 99A of the Articles and if he is re-elected, he will remain as a member of the Audit Committee and Remuneration Committee. Mr Liew is considered an Independent Director. Key information on Mr Liew is found on page 21 of the Annual Report.

Ordinary Resolution 5 is to re-elect Mr Ng Kee Choe who will be retiring by rotation under Article 99A of the Articles and if he is re-elected, he will remain as the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Mr Ng is considered an Independent Director. Key information on Mr Ng is found on page 22 of the Annual Report.

Ordinary Resolution 6 is to seek approval for (i) the payment of \$750,000 to the Chairman as directors' fees for undertaking duties and responsibilities as Chairman of the Board, and (ii) the provision to him of a car with a driver, for the financial year ending 30 June 2013 (which is the same as that approved for the preceding financial year). As in the preceding financial year, the sum of \$750,000 does not include any directors' fees payable for serving as chairman or member of any Board committee(s) or attendance fees for any Board committee meetings.

Ordinary Resolution 7 is to seek approval for the payment of up to \$1,400,000 to all directors (other than the Chief Executive Officer) as directors' fees for the financial year ending 30 June 2013 (same as the

amount of up to \$1,400,000 for the preceding financial year). The exact amount of director's fees received by each director for the financial year ended 30 June 2012 is disclosed in full in the Annual Report.

The directors' fees are calculated based on, amongst other things, the number of expected Board and Board committee meetings for the financial year ending 30 June 2013 and the number of directors expected to hold office during the course of that year, at the fee rates shown on page 44 of the Annual Report, as well as any unforeseen circumstances, for example, the appointment of an additional director or additional ad hoc unscheduled Board and/or Board Committee meetings. There are no changes to the rates of fees for the directors.

Ordinary Resolution 9 is to appoint Mr Kwa Chong Seng as an additional director pursuant to Article 104 of the Articles. Key information on Mr Kwa is found on page 24 of the Annual Report.

Ordinary Resolution 10 is to appoint Mr Kevin Kwok as an additional director pursuant to Article 104 of the Articles. Key information on Mr Kwok is found on page 24 of the Annual Report.

Ordinary Resolution 11 is to empower the directors to issue shares in the capital of the Company 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) in the capital of the Company (the "50% Limit"), with a sub-limit ("Sub-Limit") of 10 per cent for issues other than on a pro rata basis to shareholders. 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) in the capital of the Company at the time that Ordinary Resolution 11 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 11 is passed,

and (b) any subsequent bonus issue or consolidation or sub-division of shares.

Although the Listing Manual of the SGX-ST enables the Company to seek a mandate to permit its directors to issue shares up to the 50% Limit if made on a pro rata basis to shareholders, and up to a Sub-Limit of 20 per cent if made other than on a pro rata basis to shareholders, the Company is nonetheless only seeking a Sub-Limit of 10 per cent. The Company believes that the lower limit sought for the issue of shares made other than on a pro rata basis to shareholders is adequate for the time being and will review this limit annually.

Books Closure Date and Payment Date for Final Dividend

Subject to the approval of the shareholders for the Final Dividend being obtained at the Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed from 5.00 pm on 28 September 2012 (Friday) up to (and including) 1 October 2012 (Monday), for the purpose of determining shareholders' entitlements to the proposed Final Dividend. The Register of Members and the Transfer Books will re-open on 2 October 2012 (Tuesday).

Duly completed transfers in respect of ordinary shares in the capital 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 pm on 28 September 2012 (Friday) will be registered before entitlements to the proposed Final Dividend are determined. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 pm on 28 September 2012 (Friday) will rank for the proposed Final Dividend.

The Final Dividend, if approved by shareholders at the Annual General Meeting, will be paid on 12 October 2012 (Friday).

Notes:

- 1) The Chairman of the Annual General Meeting will be exercising his right under Article 66(a) of the Articles of the Company to demand a poll in respect of each of the resolutions to be put to the vote of members at the Annual General Meeting and at any adjournment thereof. Accordingly, each resolution at the Annual General Meeting will be voted on by way of a poll.
- 2) 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.
- 3) A proxy need not be a member of the Company.
- 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 office of Broadridge (Singapore) Private Limited at 8 Robinson Road #09-00, ASO Building, Singapore 048544 at least 48 hours before the time appointed for holding the Annual General Meeting.