

**SINGAPORE EXCHANGE LIMITED**

A SUMMARY OF THE PROCEEDINGS AT THE TENTH ANNUAL GENERAL MEETING ("AGM") OF SINGAPORE EXCHANGE LIMITED HELD ON 13 OCTOBER 2009 AT SGX AUDITORIUM, 2<sup>ND</sup> LEVEL, SGX CENTRE 1, 2 SHENTON WAY, SINGAPORE 068804.

**1. Resolutions Passed**

All resolutions tabled at the AGM were passed.

**2. CEO's Strategy If He Was Chairman**

2.1 A shareholder asked CEO what his strategy would be if he was Chairman.

2.2 CEO replied that he does not see the role of the board as formulating strategy; rather, that is management's role. It is for the board to approve or reject the proposed strategy. Chairman added that the SGX's Chairman and the SGX's CEO do not have separate company strategies.

**3. Regulation of the Marketplace**

3.1 A shareholder complained that a company which had made a profit of \$1 million did not pay any dividends to shareholders, but directors were, nevertheless, paid \$200,000 in directors' fees. He suggested that an independent body be set up to scrutinise payments of directors' fees.

3.2 Head of Risk Management & Regulation Group, Ms Yeo Lian Sim responded. Ms Yeo said that the directors' fees are approved by shareholders and not by the regulators. Other independent bodies who could set benchmarks could be the Singapore Institute of Directors and Securities Investors Association of Singapore.

3.3 The shareholder complained about the number of companies suspended from trading. He said that he had 10 suspended counters in his portfolio.

3.4 Ms Yeo said that suspensions occur for a good reason in accordance with the Listing Rules, which provides one framework for an orderly, informed and transparent marketplace.

**4. Scrip Dividend**

4.1 A shareholder asked the board to consider offering scrip dividend in lieu of cash dividend, and for the scrip dividend to be offered at a discount to the prevailing market price.

4.2 The Chairman thanked the shareholder for his interest in re-investing his dividend and suggests that he purchase SGX's shares from the market with the cash dividend.

5. **More Female Representation**

A shareholder commented that she would like to see more female representation on the board and in the management team.

6. **Chairman's and Director's Fees**

- 6.1 The same shareholder also opposed the Chairman's and Director's fees. She said that board pay should reduce in line with the reduction in SGX's profits, and in line with the reduction in staff bonuses, as a sign of solidarity with shareholders and staff. Further, she said that HKEX's Chairman received only one seventh of the SGX's Chairman's fees, while the SIA's Chairman received less than half.
- 6.2 The lead independent Director, Mr Low Check Kian said that the Chairman of SGX served full-time, while the chairman of other companies do not. He does not hold any other directorships of listed companies. Given the Chairman's experience, credentials and the commitment, the board does not consider the fees excessive. Further, the board takes the view that non-executive director fees should not be linked to short-term corporate performance.
- 6.3 Mr Ng Kee Choe, the chairman of the Remuneration Committee, said that as non-executive director, Mr Pillay had already suffered a big drop in his remuneration, despite putting in the same effort he did when he was executive chairman. Previously, when Mr Pillay was executive chairman, he had been paid a fixed salary and a bonus. Since relinquishing his role to become a non-executive chairman, he no longer receives a bonus.

The meeting ended at 11.50 a.m.