SGX

SGXNet Announcement

20 September 2018

Outcome of the Nineteenth Annual General Meeting held on 20 September 2018

Singapore Exchange Limited ("the Company" or "SGX") is pleased to announce, pursuant to Rule 704(16) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), that all items of business set out in the Notice of Annual General Meeting ("AGM") dated 28 August 2018 were put to, and duly passed, by poll vote at the AGM held on 20 September 2018.

(a) Breakdown of all valid votes cast at the AGM

The results of the poll on each of the resolutions put to the vote at the AGM are set out below:-

		For		Against	
Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Routine Business					
Ordinary Resolution 1 Adoption of the Directors' Statement, the Audited Financial Statements and the Auditor's Report.	312,162,358	311,443,323	99.77%	719,035	0.23%
Ordinary Resolution 2 Declaration of a final dividend.	311,972,457	311,940,107	99.99%	32,350	0.01%
Ordinary Resolution 3(a) Re-election of Mr Kevin Kwok as a Director.	312,538,957	310,235,179	99.26%	2,303,778	0.74%
Ordinary Resolution 3(b) Re-election of Mr Loh Boon Chye as a Director.	312,324,157	312,220,407	99.97%	103,750	0.03%

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		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolution 4 Approval of Chairman's fees for the financial year ending 30 June 2019.	312,471,857	310,566,679	99.39%	1,905,178	0.61%
Ordinary Resolution 5 Approval of Directors' fees for the financial year ending 30 June 2019.	312,279,857	311,376,107	99.71%	903,750	0.29%
Ordinary Resolution 6 Re-appointment of Messrs PricewaterhouseCoopers LLP as Auditor of the Company.	311,450,757	305,357,535	98.04%	6,093,222	1.96%
Special Business					
Ordinary Resolution 7 Appointment of Mr Ng Wai King as a Director.	311,256,957	311,163,407	99.97%	93,550	0.03%
Ordinary Resolution 8 Appointment of Mr Subra Suresh as a Director.	311,008,076	310,933,326	99.98%	74,750	0.02%
Ordinary Resolution 9 Authority for Directors to issue shares and instruments convertible into shares.	310,903,876	291,502,678	93.76%	19,401,198	6.24%
Ordinary Resolution 10 Renewal of the Share Purchase Mandate.	311,038,276	309,023,706	99.35%	2,014,570	0.65%
Ordinary Resolution 11 Adoption of the SGX Restricted Share Plan.	310,687,476	177,851,138	57.24%	132,836,338	42.76%

(b) Details of parties who were required to abstain from voting on any resolution(s)

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 249,991,184 ordinary shares in the Company for the benefit of the Financial Sector Development Fund, shall not exercise or control the exercise of votes attached to such shares. Owing to the restriction in the exercise of votes attached to the shares, SEL did not vote on any of the resolutions at the AGM.

Mr Kwa Chong Seng, Chairman and an Independent Non-Executive Director and also a shareholder of the Company holding 20,000 ordinary shares in the Company, abstained from voting on Ordinary Resolutions 4, 5 and 11. Mr Loh Boon Chye, the Chief Executive Officer and also a shareholder of the Company holding 134,032 ordinary shares in the Company, abstained from voting on Ordinary Resolutions 3(b), 5 and 11. Mr Kevin Kwok, an Independent Non-Executive Director and also a shareholder of the Company holding 70,000 ordinary shares in the Company, abstained from voting on Ordinary Resolutions 3(a), 5 and 11. Mr Lim Chin Hu, a Non-Independent Non-Executive Director holding

20,000 ordinary shares in the Company through OCBC Securities Private Limited, abstained from voting on Ordinary Resolutions 5 and 11.

All other SGX Group directors and employees who are eligible to participate in the new SGX RSP, and who are also shareholders of the Company, abstained from voting on Ordinary Resolution 11.

(c) Name of firm appointed as scrutineer

BDO Corporate Services Pte Ltd was appointed as the scrutineer for the AGM.

(d) Appointment of Directors

Mr Ng Wai King and Mr Subra Suresh were appointed as Directors of the Company at the AGM. Mr Ng and Mr Suresh are each considered an Independent Non-Executive Director.

Details of their appointments as required under Rule 704(7) of the Listing Manual of the SGX-ST are set out in separate announcements dated 27 August 2018.

Mr Ng and Mr Suresh have each submitted to the Company, their undertakings in compliance with the requirement under Rule 720(1) of the Listing Manual of the SGX-ST.

(e) Re-appointment of Director to Audit Committee

Mr Kevin Kwok, who was re-elected as a Director of the Company at the AGM, remains as the Chairman of the Audit Committee ("AC"). There is no change to the composition of the AC, whose members are as follows:-

AC Chairman
Mr Kevin Kwok

AC Members
Ms Jane Diplock AO
Mr Liew Mun Leong

The Board considers Mr Kevin Kwok and Ms Jane Diplock AO as independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Mr Liew is deemed non-independent, solely on account of having completed nine consecutive years of service on the Board. All members of the AC are Non-Executive Directors of the Company.

(f) Note of Appreciation to Retiring Director

The Board of Directors would like to record its appreciation to Mr Ng Kok Song, who retired from the Board upon the conclusion of the AGM today, for his invaluable contributions, insightful advice and guidance to the SGX Group and wish him all the best for the future.

Details of Mr Ng's cessation of appointment as required under Rule 704(7) of the Listing Manual of the SGX-ST are set out in a separate announcement dated 27 August 2018.

Issued By

Singapore Exchange Limited