

## Hong Kong Exchanges and Clearing Limited (“HKEX” or “Company”) Shareholders’ Guide

### PURPOSE

This Guide aims to set out the frequently asked questions of HKEX’s registered shareholders<sup>1</sup> (“Shareholders”) and the answers thereto with the objective of providing Shareholders with the necessary information about their share interest in the Company in order to enable them to exercise their rights in an informed manner.

### FREQUENTLY ASKED QUESTIONS AND ANSWERS

#### General

#### 1. Who is the Company’s share registrar and how can I contact it?

The Company’s registrar is Hong Kong Registrars Limited and its contact details can be found on the [Investor Relations \(Shareholder Services\) section](#) of the HKEX Group website.

#### 2. How can I buy and trade HKEX shares?

You can buy and sell HKEX shares through a stockbroker or a bank that offers a share dealing service in Hong Kong. The commission rates charged by stockbrokers and banks for buying and selling shares might vary.

#### Share Certificates

#### 3. What should I do if I lose my share certificate?

You should report the loss of any share certificate to the Company’s registrar and apply for the issue of a replacement share certificate as soon as possible. A replacement share certificate will be issued subject to compliance with such conditions as to evidence and indemnity as the Company may consider appropriate, and payment of the scrip fee and relevant administration costs involved.

Before a replacement share certificate is issued, the Company is obliged to follow the statutory procedures as prescribed in Sections 164 to 166 of the [Companies Ordinance](#) (Chapter 622 of the Laws of Hong Kong) in connection with the replacement of lost share certificates, which include, among other things, publication of a Notice of Intention to Issue New Certificate and a Notice of Cancellation of Original Share Certificate and Issue of New Certificate. The said notices are available on the [Investor Relations \(Shareholder Services\) section](#) of the HKEX Group website.

Depending on the value of the shares for which the replacement certificate to be issued, it may take 10 to 20 weeks to go through all statutory procedures as prescribed in the [Companies Ordinance](#).

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<sup>1</sup> Registered shareholders refer to such persons or companies whose names are entered in HKEX’s register of members in respect of their HKEX shares and they have share certificates evidencing their titles to the HKEX shares held.

#### **4. What should I do if I want to change my address?**

You should contact the Company's registrar to obtain an amendment form for updating your address.

#### Dividends

#### **5. What is HKEX's dividend policy?**

HKEX Board has adopted a policy of paying regular dividends with a normal target payout ratio of 90 per cent of the HKEX Group's profit of the year (excluding the financial results of HKEX Foundation Limited). More information about HKEX's dividend policy is set out in the Shareholder Information section of HKEX's [Annual Report](#). Information about dividend payments, amounts and key dates is set out on the [Investor Relations \(Dividend\) section](#) of the HKEX Group website.

#### **6. When are dividends paid and when are HKEX shares traded ex-dividend?**

HKEX currently pays dividends twice a year. Interim dividends are paid in September/October in respect of the six months ended 30 June and final dividends are paid in May/June in respect of the full year ended 31 December. Details for the dividend payment in respect of the current financial year, including the ex-dividend dates and the record dates of dividends, can be found on the [Investor Relations \(Financial Calendar\) section](#) of the HKEX Group website.

#### **7. What should I do if I want my dividends paid directly into my bank account?**

You need to complete and sign the "Dividend Instruction" printed on the counterfoil of the dividend warrant, and return it by mail or in person to the Company's registrar (not by fax or email). You can also contact the Company's registrar to obtain an amendment form for updating your dividend instruction.

#### **8. Does HKEX offer a scrip dividend alternative?**

The Group actively and regularly reviews and manages its capital structure. Having reviewed HKEX's corporate fund position, its expected capital requirements, projected operating cash flows, projected capital expenditures and strategic investment opportunities, the Board has decided not to offer scrip alternative for the interim dividend declared for the year ending 31 December 2020 and all subsequent dividends declared, until otherwise determined.

Information about the scrip dividend alternative offered by HKEX in the past is available in the [Regulatory Disclosure \(Circulars and Listing Document\)](#) and [Shareholder Information \(Dividend\)](#) under the Investor Relation section of the HKEX Group website.

#### **9. What is the treatment of unclaimed dividends?**

Pursuant to Article 126 of the Company's [Articles of Association](#), any dividend unclaimed after a period of 6 years from the date of payment of such dividend shall be forfeited and shall revert to HKEX. An announcement relating to forfeiture of any unclaimed dividends, which serves as a reminder to Shareholders to take necessary action, will be made approximately 6 weeks before the effective date of the forfeiture. A further announcement will be made upon the forfeiture of unclaimed dividends taking effect. Relevant announcements are available on the [Investor Relations \(Dividend\) section](#) of the HKEX Group website.

**10. What should I do if I don't receive my dividend warrant or my dividend warrant is out-of-date (ie, dividend warrants which have been issued for more than 6 months but not more than 6 years)?**

You should contact the Company's registrar and request for a replacement of the lost/out-of-date dividend warrant. In normal circumstances and subject to the completion of the necessary formalities, it takes approximately 3 to 4 weeks for the Company's registrar to process your request.

General Meetings

**11. When is an annual general meeting ("AGM") held?**

HKEX normally holds its AGM in April. The date of the AGM is usually announced in the final results announcement and set out in the Notice of AGM, both of which are normally posted on the HKEXnews website as well as the HKEX Group website in February/March every year. Information about AGM(s) held in the current year as well as in the past years is available on the [Investor Relations \(Shareholder Meetings\) section](#) of the HKEX Group website.

HKEX encourages all Shareholders to attend the AGM as it is an ideal venue for the interchange of ideas between the HKEX Board, the management and Shareholders.

**12. How can I vote at an AGM?**

Poll voting has been used for decision-making at Shareholders' meeting since 2003 to ensure that each share is entitled to one vote. Electronic voting system has been used since 2013, with the aim of enhancing efficiency and transparency in the vote counting process. Upon registration at the AGM, a hand-held voting device together with a personalised smart card will be given to you or your proxy to be used for the electronic poll voting. Instructions on how to use the voting device will be given before AGM commences.

With an electronic voting system, votes will be recorded instantly with the results to be displayed live on-screen. The poll results is subject to scrutiny by an independent scrutineer appointed for such purpose, and will be published on the HKEXnews website as well as the HKEX Group website after the AGM.

**13. What can I do if I would like to vote but cannot attend the AGM?**

If you are unable to attend the AGM in person, you may either authorise the AGM's chairman to exercise your votes on your behalf or appoint another person to attend the AGM and vote on your behalf. In that case, you must complete the proxy form, which accompanies the Notice of AGM sent to you, in accordance with the instructions as set out therein and return the proxy form at least 48 hours (no account is to be taken of any part of a day that is a public holiday) before the time appointed for holding the AGM. The proxy form is also available on the [Investor Relations \(Shareholder Meetings\) section](#) of the HKEX Group website for downloading.

#### **14. Can I make a request for including a resolution in the AGM?**

Pursuant to Section 615 of the [Companies Ordinance](#), Shareholder(s) may request the Company to give, to the Shareholders entitled to receive notice of the AGM, notice of a resolution that may properly be moved and is intended to be moved at the AGM. Details for the relevant requirements and procedures can be found on the [Corporate Governance \(Corporate Governance Practices\) section](#) of the HKEX Group website.

#### **15. Can I nominate a candidate to stand for election as a director at an AGM?**

Pursuant to Article 88(3) of the Company's [Articles of Association](#), if you wish to propose a person to stand for election as a director of the Company at the AGM, you should give a written notice of nomination to HKEX's Company Secretary within the 7-day period commencing the day after the despatch of the notice of the meeting (or such other period as may be determined and announced by the directors of HKEX from time to time). The relevant procedures are set out in the circular to Shareholders, which accompanies the HKEX Annual Report sent to you.

#### **16. Can I convene a general meeting?**

Pursuant to Section 566 of the [Companies Ordinance](#), Shareholder(s) representing at least 5% of the total voting rights of all Shareholders having a right to vote at general meetings may request the Company's directors to call a general meeting. Details for the relevant requirements and procedures can be found on the [Corporate Governance \(General Meetings\) section](#) of the HKEX Group website.

#### Interest in HKEX shares

#### **17. Is there any restriction on my shareholding in the Company?**

Pursuant to Section 61 of the [Securities and Futures Ordinance](#) ("SFO") (Chapter 571 of the Laws of Hong Kong), no person shall be or become a Minority Controller (ie, a person who, either alone or with any associated person or persons, is entitled to exercise, or control the exercise of, 5% or more of the voting power at any general meeting of HKEX) except with the approval in writing of the Securities and Futures Commission ("SFC") after consultation with the Financial Secretary of Hong Kong.

Moreover, Article 53(4) of the Company's [Articles of Association](#) provides that when a person becomes HKEX's Minority Controller, he shall forthwith provide written notice to HKEX stating whether he has obtained the SFC's approval under the [SFO](#).

More information can be found on the [Corporate Governance \(Limitation on Shareholding\) section](#) of the HKEX Group website.

## **18. Where can I access HKEX's regulatory disclosure?**

HKEX's regulatory disclosure (including HKEX's regulatory announcements and corporate communications) are available on the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) and HKEX Group website ([www.hkexgroup.com](http://www.hkexgroup.com)) for viewing or downloading. Shareholders/investors who would like to be alerted when HKEX publishes its regulatory disclosure on the HKEXnews website can register for alerts in the [Market Data \(News Alerts\) section](#) on the HKEX Market website ([www.hkex.com.hk](http://www.hkex.com.hk)).

## **19. How does HKEX supply its corporate communications to Shareholders?**

Pursuant the relevant rules and regulations, and HKEX's [Articles of Association](#), HKEX may supply its corporate communications to its Shareholders by electronic means or by posting them on the HKEX Group website if Shareholders agree or are deemed to agree to this form of communication.

HKEX writes to all Shareholders to ascertain their preference in receiving future corporate communications either (i) in printed English and/or Chinese version(s) ("Printed Version") or (ii) by electronic means through the HKEX Group website ("Electronic Version"). Shareholders are requested to advise us of their choice of communication channel or language(s) by completing and returning a reply form. If a Shareholder does not return the reply form before the indicated deadline, such Shareholder will be deemed to have elected the Electronic Version.

For those Shareholders who have elected (or are deemed to have elected) the Electronic Version, HKEX will, on the same day when the Printed Version is mailed, notify the relevant Shareholders of the publication of such corporate communication on the HKEX Group website (i) by email (if email address is provided in the reply form), or (ii) by post (if no email address is provided).

## **20. Can I still request a printed copy after I have elected (or is deemed to have elected) to receive HKEX's corporate communications by electronic means?**

Yes, if you for any reason have difficulty in accessing the relevant corporate communication electronically, or wish to receive printed copies, the Company's registrar will, upon receiving your request, send you the relevant document in printed form free of charge.

## **21. How can I change the way of receiving HKEX's corporate communications?**

You may notify the Company's registrar at any time to change your choice of language or means of receipt of the Company's corporate communications free of charge. You may download and complete the Corporate Communication Request Form ([registered shareholders](#) / [non-registered shareholders](#)) and return it by mail to Company's registrar or by email to [hkex.ecom@computershare.com.hk](mailto:hkex.ecom@computershare.com.hk).

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<sup>2</sup> Corporate communication refers to any document issued or to be issued by HKEX for the information or action of holders of any of its securities, including, but not limited to, the directors' report and annual accounts together with a copy of the auditor's report, the interim report, a notice of meeting, a listing document, a circular and a proxy form.

## 22. What should I do if I did not receive HKEX's corporate communications?

You should contact the Company's registrar. The relevant corporate communications will be sent to you free of charge within 21 days (if the document requires an action to be taken by a Shareholder, within 7 days) after receiving your notification of non-receipt of corporate communications.

## ACCESS OTHER AVAILABLE INFORMATION

Shareholders are invited to access the HKEX Group website ([www.hkexgroup.com](http://www.hkexgroup.com)) for up-to-date information about HKEX Group. Shareholders are invited in particular to read the [Shareholders Communication Policy](#) under the Corporate Governance (Download List) section of the HKEX Group website. Shareholders/investors who are interested in receiving the latest information about HKEX Group may subscribe to the [HKEX Group Email Alert Services](#) on the HKEX Group website, and upon successful registration, will receive alerts when HKEX publishes the relevant information on the HKEX Group website, free of charge.

## QUERIES ON THIS GUIDE

Shareholders who have any query or suggestion on this Guide or other questions about the Company may contact HKEX's Group Company Secretary or the Company's registrar and whose details are as follows:

The Group Company Secretary  
Hong Kong Exchanges and Clearing Limited  
8/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong  
Email: [ssd@hkex.com.hk](mailto:ssd@hkex.com.hk)

The Company's registrar  
Hong Kong Registrars Limited  
17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong  
Enquiries: [www.computershare.com/hk/en/online\\_feedback](http://www.computershare.com/hk/en/online_feedback)  
Tel: (852) 2862 8555  
Fax: (852) 2865 0990 / (852) 2529 6087

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