

THE STOCK EXCHANGE OF HONG KONG LIMITED
(the “Company”)

TERMS OF REFERENCE AND MODUS OPERANDI
OF
CASH MARKET CONSULTATIVE PANEL
(“Panel”)

Membership

1. The Panel’s composition and its members’ term of service shall be subject to the Nomination Policy for Appointment of Members to the Cash Market Consultative Panel as determined by the board of directors of the Company (“Board”).
2. The chairman and alternate chairman of the Panel shall be appointed by the Board and shall be senior executives of Hong Kong Exchanges and Clearing Limited (“HKEX”) who oversee cash market related matters. The secretary of the Panel shall be appointed by the chairman of the Panel.

Frequency and proceedings of meetings

3. The Panel should meet at least once a year. Additional meetings should be held as the work of the Panel demands or at the discretion of the chairman / alternate chairman.
4. The meeting(s) shall be attended by the chairman and/ or the alternate chairman of the Panel and representatives as assigned by the Panel Members from time to time.
5. Other market participants may also be invited to attend the meeting(s).
6. Proceedings of meetings of the Panel shall be governed by the provisions of Article 93 of the Articles of Association of the Company.

Duties, powers and functions

7. The duties, powers and functions of the Panel shall be:
 - (a) to provide market expertise and advice to the Board on international trends, the needs of intermediaries, issuers, investors and other market

participants, technology challenges and new product opportunities relating to the cash market;

- (b) to consider such other topics and matters relating to the cash market as may be requested by the Board and to report back thereon;
- (c) generally, to act as a sounding board for policy recommendations, strategic initiatives and major investments in relation to the cash market; and
- (d) to discuss, formulate and advise the Board on the foregoing matters in accordance with the request of the Board from time to time.

Review

- 8. These terms of reference shall be subject to the Board's review, as it considers necessary.

Reporting Procedures

- 9. The Panel should report to the HKEX's Board Executive Committee and Board of the Company on a regular basis, and in any case at least on an annual basis, about the work and findings of the Panel during the year. Updates to the Panel members' list shall also be provided to HKEX's Board Executive Committee for reference.

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