

# **HKEx Group 2012 Results Announcement**

27 February 2013

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# Launched commodities strategy through transformational acquisition of LME

Set up JV among HKEx, Shanghai Stock Exchange and Shenzhen Stock Exchange and successfully launched first cross border index

Launched RMB equities, ETFs and currency futures

Migrated to the new data centre

Funded LME acquisition through US\$1 billion share placement and US\$500 million Convertible Bond issue

# Strategic Plan 2010-2012: Recap



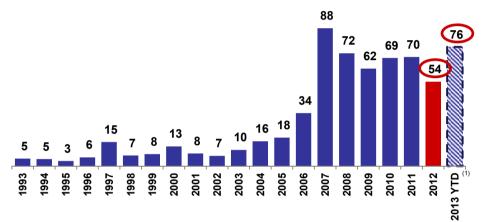
Key Themes	Milestone Achieved	Tasks to Be Considered Over Time
Grow the Core Business	<ul> <li>No. 1 IPO in 2010-11</li> <li>International Listings</li> <li>Streamline Listing Process</li> <li>No. 1 in Structured Products Turnover</li> <li>Growth in Stock Options</li> </ul>	Position Limit
Enhance Global Competitiveness	<ul> <li>AMS/3.8</li> <li>TKO Data Centre</li> <li>Launch Orion Platform</li> <li>Hosting Services</li> <li>Risk Management Reform</li> </ul>	<ul> <li>Further Market Micro Structure Reform</li> <li>Next Gen Systems</li> </ul>
Asset Class & Geographic Expansion	<ul> <li>✓ RMB Infrastructure</li> <li>✓ RMB Products (IPOs, Equity Add-on's, ETFs, Futures)</li> <li>✓ Acquisition of the LME</li> <li>✓ Market Data WOFE</li> <li>✓ CESC<sup>(1)</sup> JV</li> <li>✓ OTC Clearing</li> <li>✓ BRICS Alliance</li> </ul>	<ul> <li>Mutual Market Access with Mainland</li> </ul>

SP 2010-2012 laid the foundation for transformation under SP 2013-2015

# 2012: Subdued Markets, But Improving Momentum



#### Securities ADT (HK\$ billion)



#### **Total Funds Raised (HK\$ billion)**

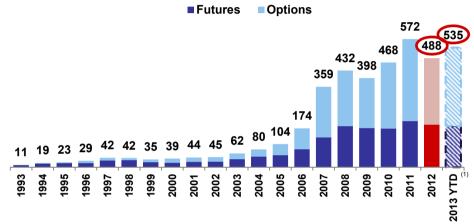


Source: Company information

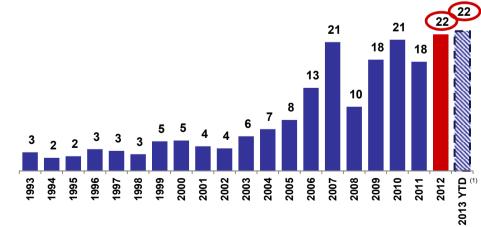
(1) 2013 YTD as of 22 February 2013

(2) Cash markets only

#### **Derivatives ADV ('000 contracts)**



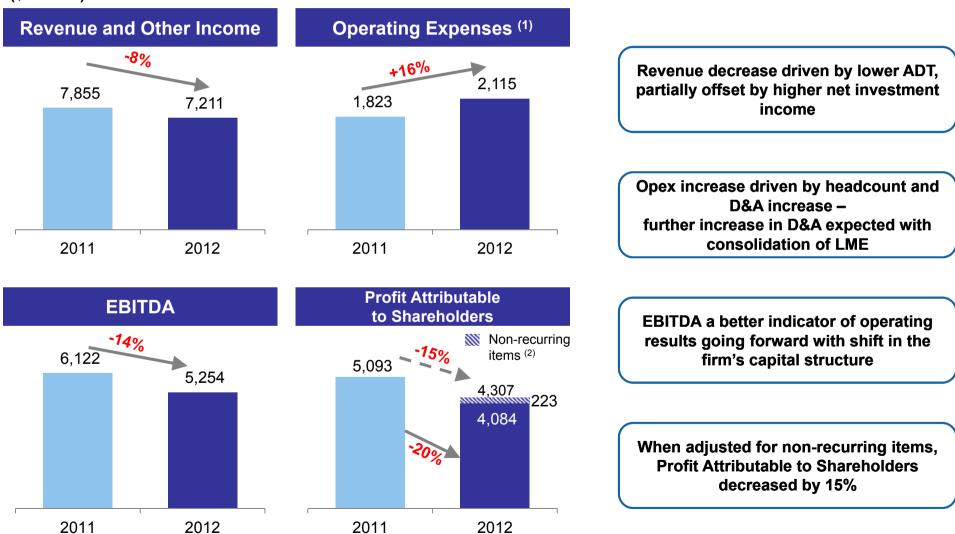
#### Market Cap of HKEx Markets <sup>(2)</sup> (HK\$ trillion)



# **2012 Annual Results**



(\$ million)



(1) Excludes costs relating to the acquisition of the LME Group, finance costs, fair value loss on derivative component of convertible bonds and share of loss of a joint venture (2) Non-recurring items include costs relating to proposed acquisition of LME Group, fair value loss on derivative component of convertible bonds, and HK\$30 million of one-off financing costs





**HKEx Group Business Review** 

**HKEx Group Financial Review** 



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**LME Business Review** 

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HKEx Group Strategic Plan 2013-2015

Appendix



# **Financial Highlights – Income Statement**



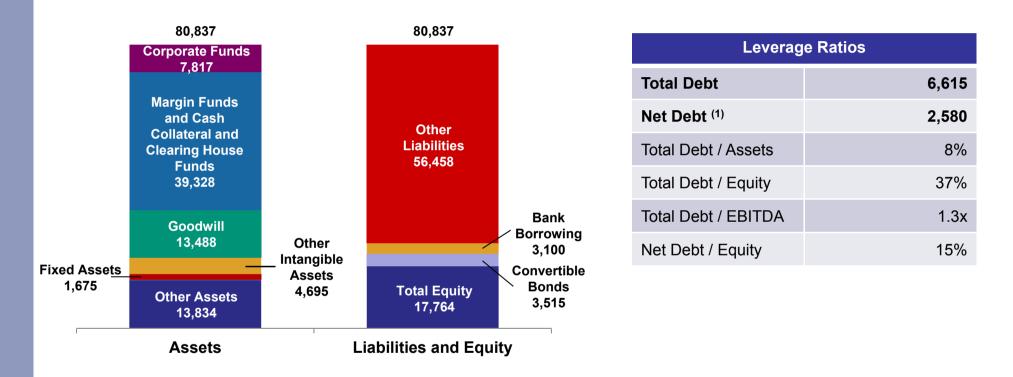
(\$ million, unless stated otherwise)	2012	% of revenue & other income	2011	% of revenue & other income	Y-o-Y Change
Results					
Revenue and other income	7,211	100%	7,855	100%	-8%
Operating expenses	(2,115)	(29%)	(1,823)	(23%)	+16%
Operating profit	5,096	71%	6,032	77%	-16%
EBITDA	5,254	73%	6,122	78%	-14%
Costs relating to proposed acquisition of LME Group	(138)	(2%)	-	-	N/A
Finance costs	(55)	(1%)	-	-	N/A
Fair value loss on derivative component of convertible bonds	(55)	(1%)	-	-	N/A
Share of loss of a joint venture	(3)	(0%)	-	-	N/A
Profit before taxation	4,845	67%	6,032	77%	-20%
Taxation	(761)	(10%)	(939)	(12%)	-19%
Profit attributable to shareholders	4,084	57%	5,093	65%	-20%
Adjusted profit attributable to shareholders <sup>(1)</sup>	4,307	60%	5,093	65%	-15%
Basic earnings per share	\$3.75		\$4.71		-20%
Diluted earnings per share	\$3.74		\$4.70		-20%
Interim dividend per share	\$1.85		\$2.16		-14%
Final dividend per share	\$1.46		\$2.09		-30%
Total dividend per share	\$3.31		\$4.25		-22%
Dividend payout ratio	90%		90%		-
Average daily turnover of Cash Market	\$53.9 billion		\$69.7 billion		-23%
Сарех	1,097		743		+48%

(1) Excluding non-recurring items, including Costs relating to proposed acquisition of LME Group, fair value loss on derivative component of convertible bonds, and HK\$30 million of one-off financing costs

# Financial Highlights – Balance Sheet



(\$ million, except %)



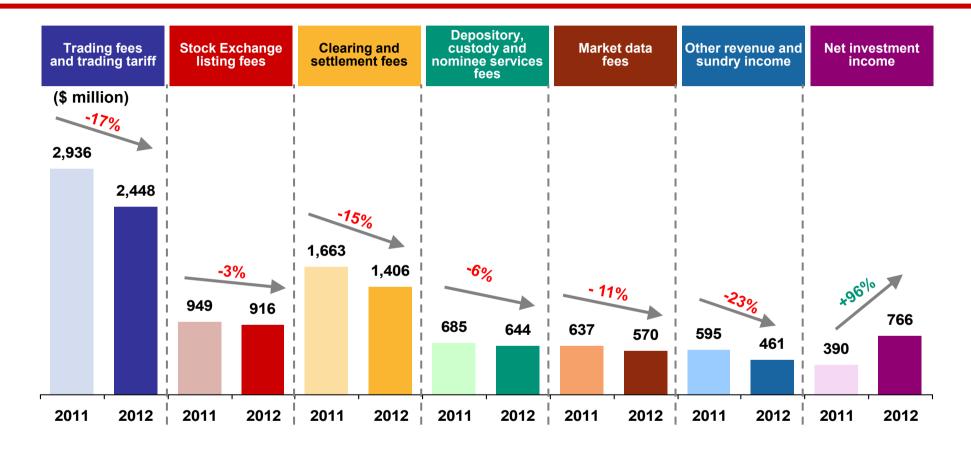
#### Acquisition of the LME has created Goodwill on Balance Sheet. Leverage ratios well within targeted ranges

(1) Net Debt equals total borrowings minus cash and cash equivalents of Corporate Funds



# 2012 Annual Results - Revenue and Other Income



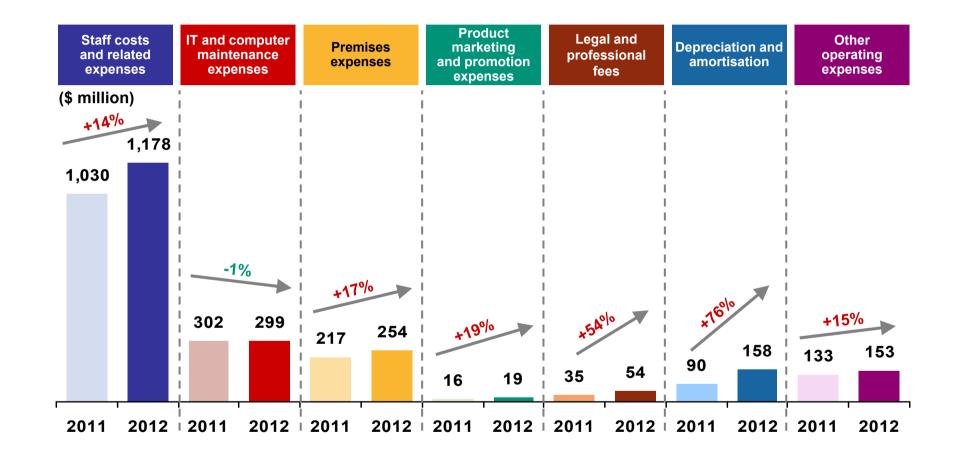


- Trading and clearing fees decreased on account of decrease in market activity
- Market data revenue declined due to lower per-quote fees
- Other revenue and sundry income decreased due to decrease in forfeiture of unclaimed dividends held by HKSCC Nominees
- Net investment income increased due to higher fair value gains and higher bank deposit rates



## 2012 Annual Results - Operating Expenses

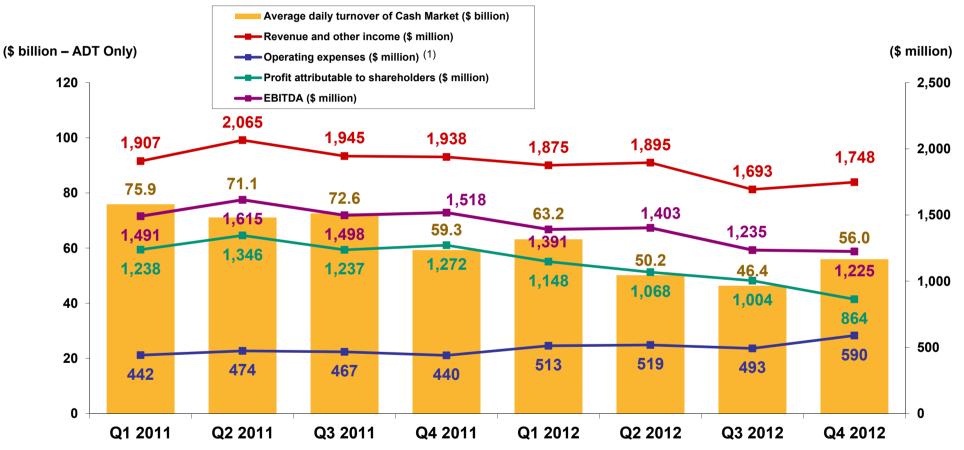




**Operating costs increased due to implementation of strategic initiatives** 







(1) Excluding costs relating to acquisition of LME Group, finance costs and fair value loss on derivative component of convertible bonds

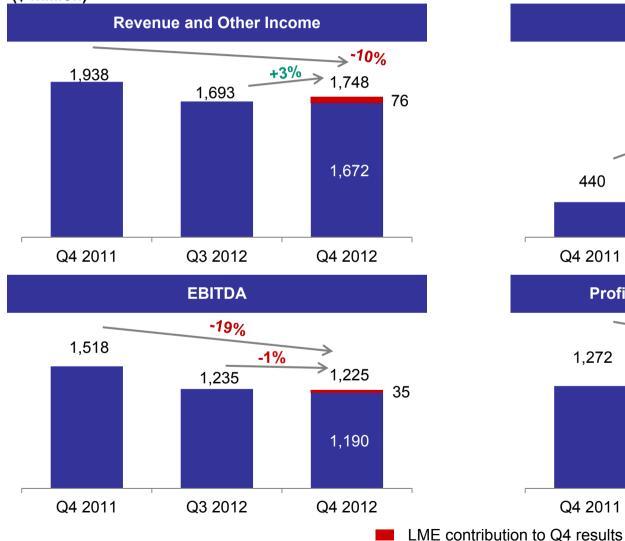
ADT rebound in Q4 2012 has gained momentum in Q1 2013. Q4 2012 opex increase mainly due to consolidation of LME opex, D&A of Next Generation Data Centre and other costs

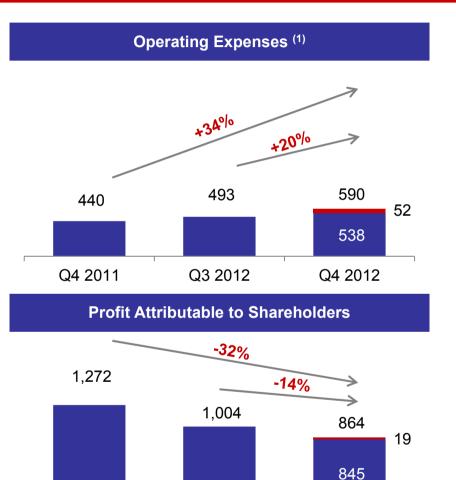


# **Q4 2012 Financial Results**



(\$ million)





Q3 2012

Q4 2011

(1) Excluding costs relating to acquisition of LME Group, finance costs and fair value loss on derivative component of convertible bonds

Q4 2012





HKEx Group Business Review

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**HKEx Group Financial Review** 

### LME Business Review

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HKEx Group Strategic Plan 2013-2015

Appendix



# **LME Maintains Leading Market Position**

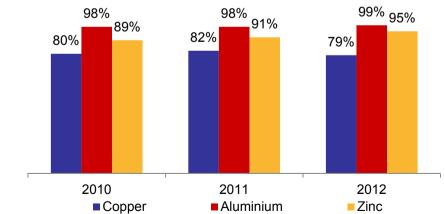


#### The LME Sets the Global Standard

- ✓ World's largest base metals futures market with 83%<sup>(1)</sup> of all base metals forwards/futures contracts in 2012, up from 80% in 2011
- World's price formation venue with prices discovered on the LME used as the global benchmark and basis for physical trading
- Global network with worldwide network of 765 LME-approved warehouses across 36 locations in 14 countries
- 93 members representing globally leading financial institutions, futures brokers, metals traders, producers and consumers



#### Market Share of Open Interest <sup>(1)</sup>



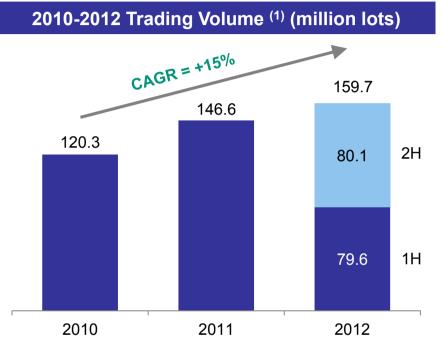
#### Source: Company information, Forwards/Futures

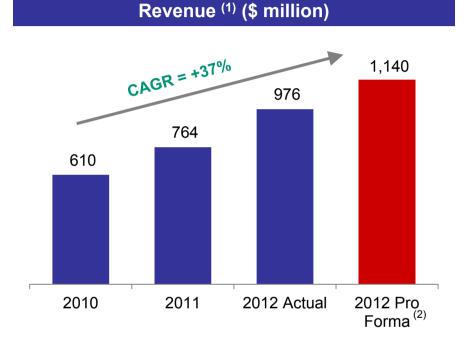
(1) Trading volume market share is based on 2012 full year, MCX is included when calculating market share; Open interest market share is at 2012 year end and calculation excludes MCX

(2) NA = North American Special Aluminium Alloy

# LME Trading Reached Record High in 2012







Source: Company information

(1) Including options and Tapos

(2) 2012 Pro forma assuming new fee level applied to full year

- Strong growth momentum in trading volume, especially in minor metals contracts and other smaller contracts (zinc, lead and nickel)
- New fee was applied from 2 July 2012 trading volume remained steady after fee increase; significant revenue growth on an absolute and pro forma basis



# LME Key Initiatives in 2012



Initial Commercialisation	<ul> <li>Applied new fees from 2 July 2012 to better align with global fee levels</li> <li>Fees remain significantly below fully commercialised competitors</li> </ul>
LME Clear	<ul> <li>IT vendor selected</li> <li>Management team strengthened – new COO and CRO</li> <li>On track for 2014 launch</li> </ul>
Changes to Asian Benchmark Price	<ul> <li>Consultation completed to shorten Asian benchmark prices reference setting period and bring forward publication time</li> <li>Enhanced price discovery procedure and further aligned with Asia time zone</li> <li>To be implemented on 3 June 2013</li> </ul>
Warehouses	<ul> <li>Maintain and periodically review the efficiency of warehouse network and its interaction with physical markets</li> <li>Pro-active approach to the global physical network – Rule changes implemented in 2012, further modifications to be implemented in 2013</li> </ul>





HKEx Group Business Review

2

**HKEx Group Financial Review** 



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LME Business Review

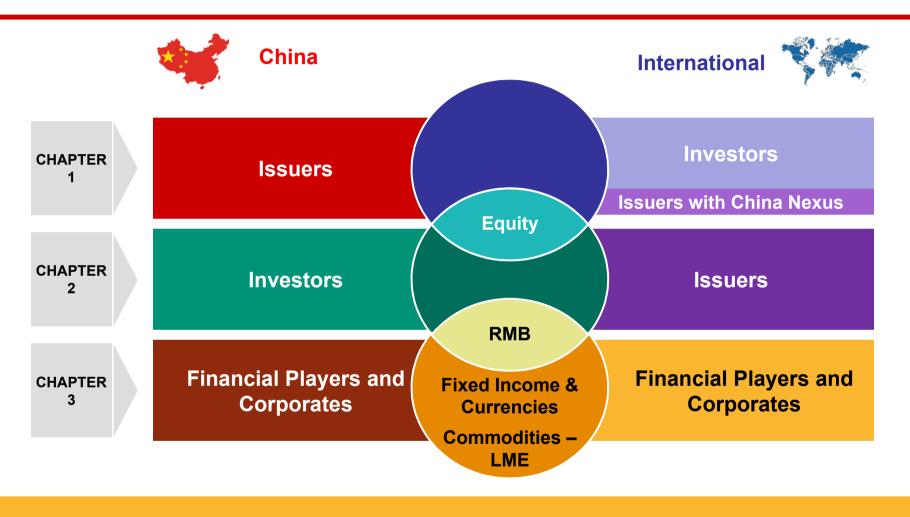
### HKEx Group Strategic Plan 2013-2015





### Why Have We Succeeded? Because We Have Provided China with the <u>Right Value</u> Proposition at the <u>Right Time</u>





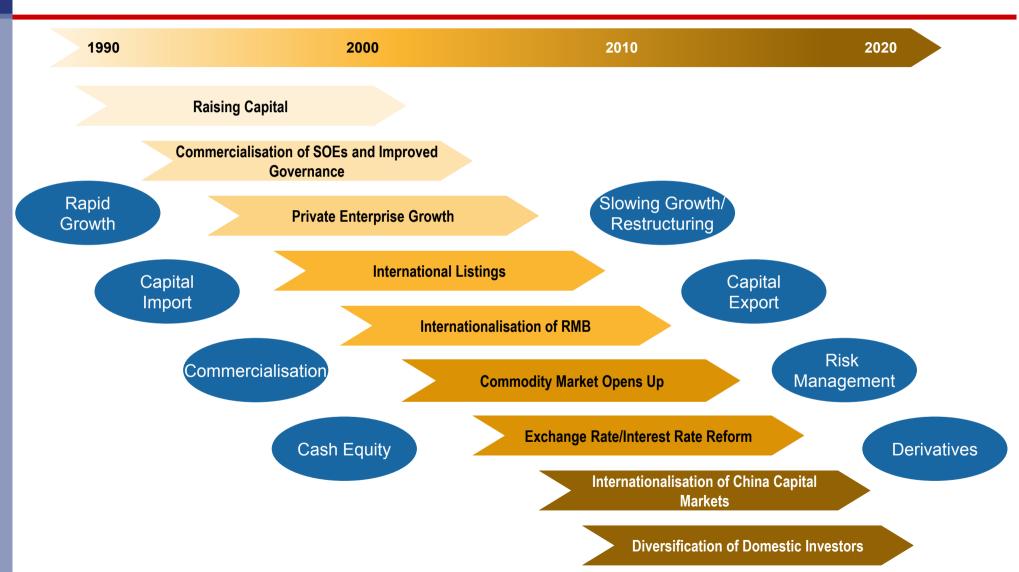
Chapter 1 – Money inflow to China (Capital Import)

**Key Difference:** 

Chapter 2 & 3 – Money flows out of China (Capital Export)

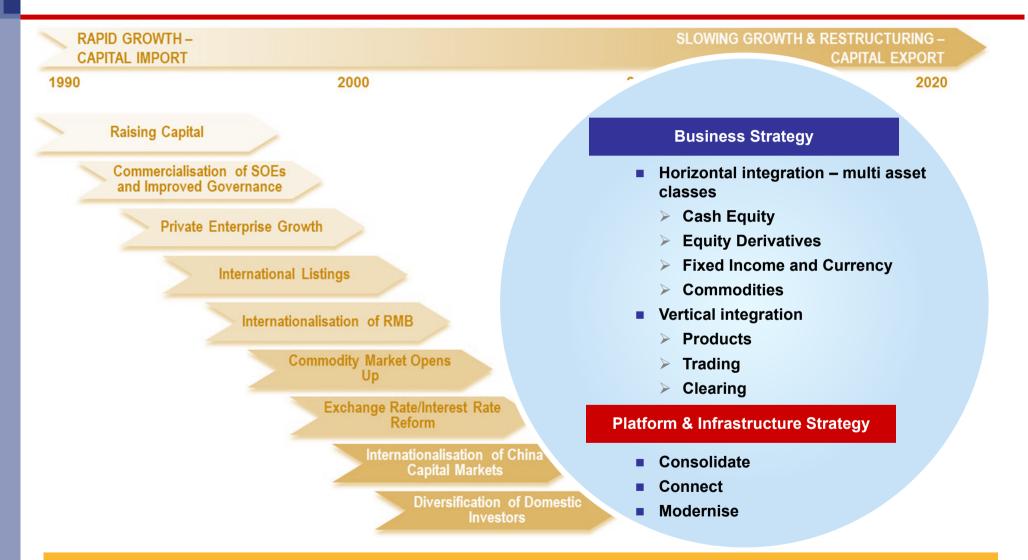
### **Evolution of China's Growth Story**





### HKEx Strategic Plan 2013-2015 – Leverage China's Capital Account Opening and Aim for Global Leadership

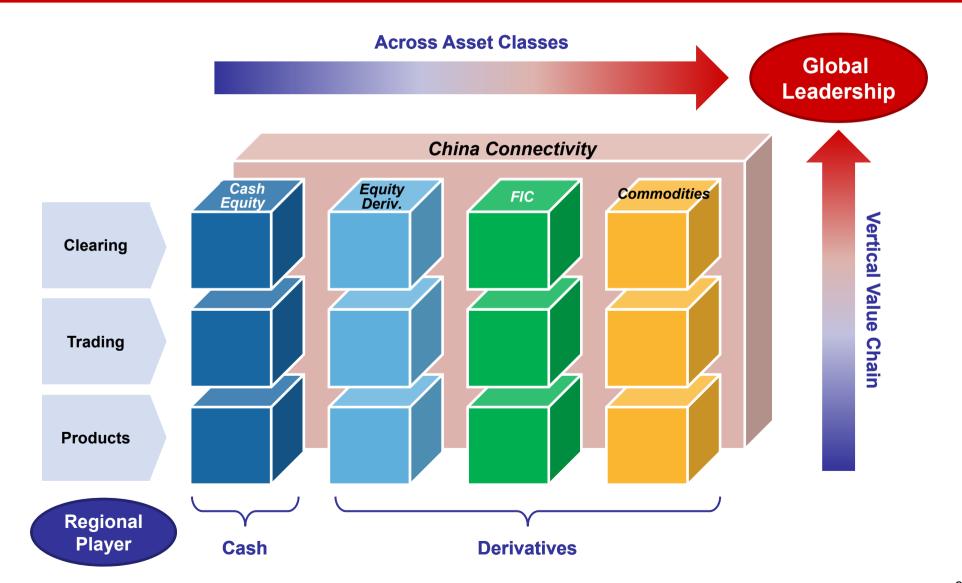




Strategic Focus 2013-2015: Mutual Market Access with China + Global Leadership

# Global Leadership: Horizontal Asset Classes + Full Vertical Integration

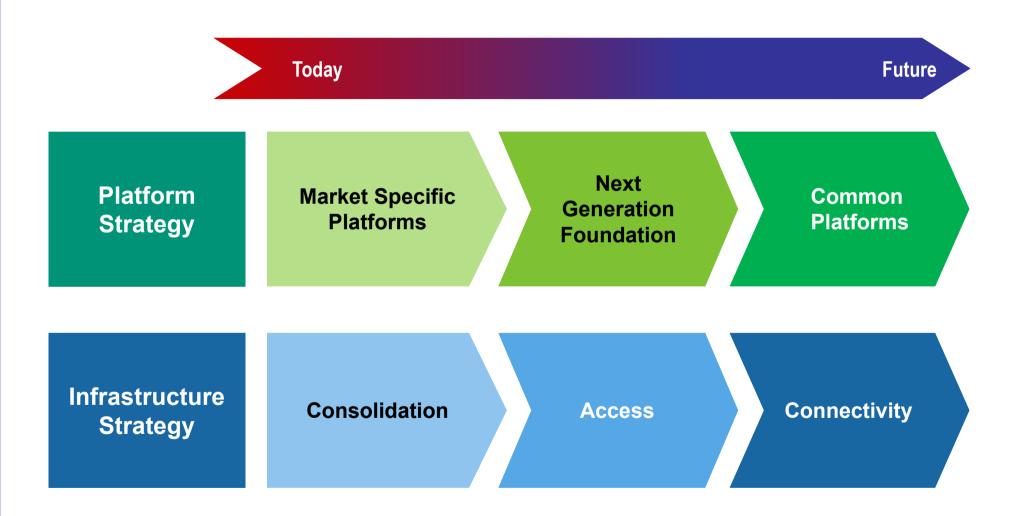






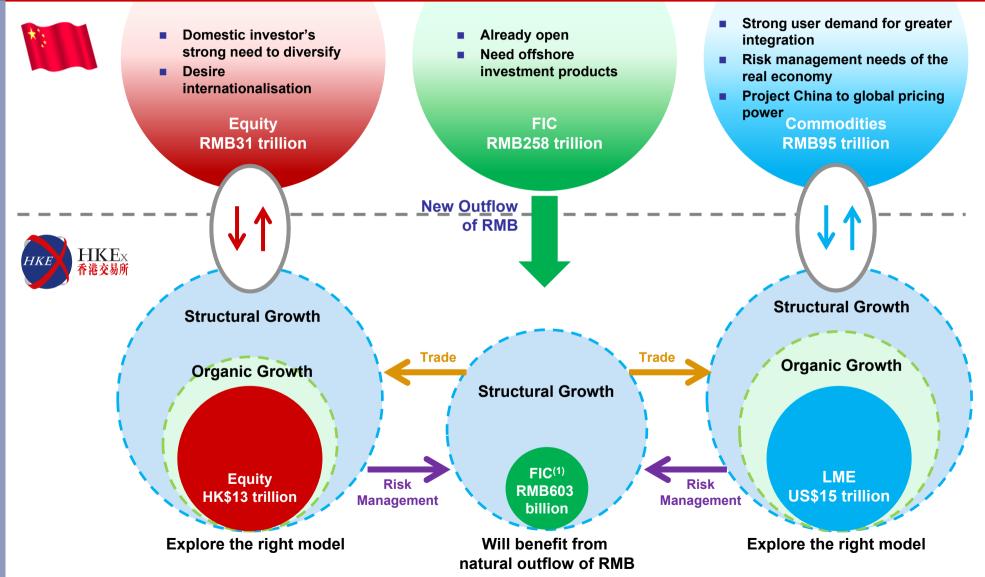
# Strategic Plan 2013-2015 – Platform and Infrastructure Strategy

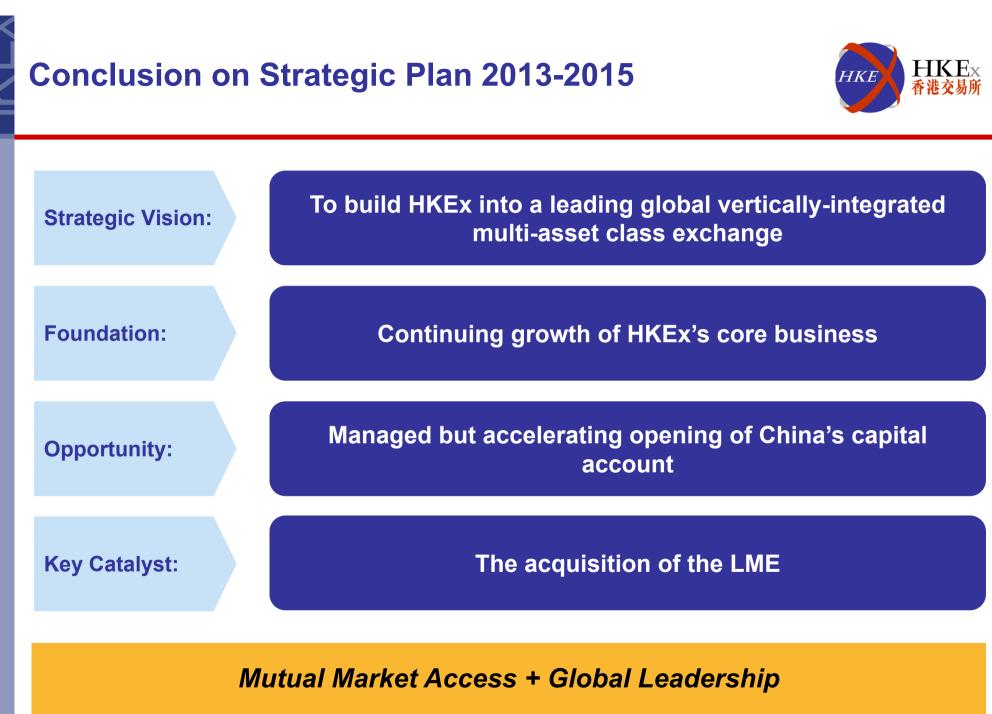




### Leverage LME as a Catalyst to Facilitate an Accelerated Capital Account Opening





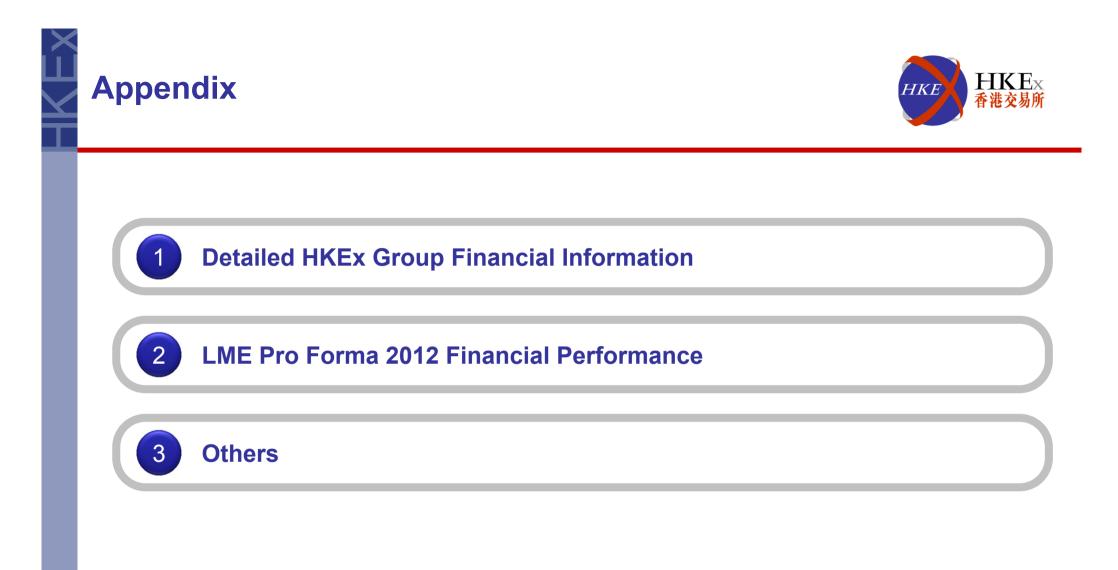






# **Q & A**

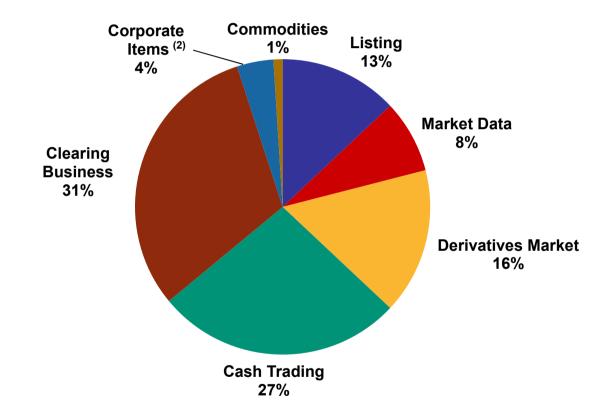
HKEx Group Website: <u>www.hkexgroup.com</u> HKExnews Website: <u>www.hkexnews.hk</u>







#### **Revenue Contribution by Business Segments** <sup>(1)</sup>



(1) Comprises revenue from external customers and other income(2) Corporate Items include mainly net investment income of Corporate Funds

Further diversified sources of revenue with the acquisition of the LME



# **Quarterly Trend** - Revenue and Other Income



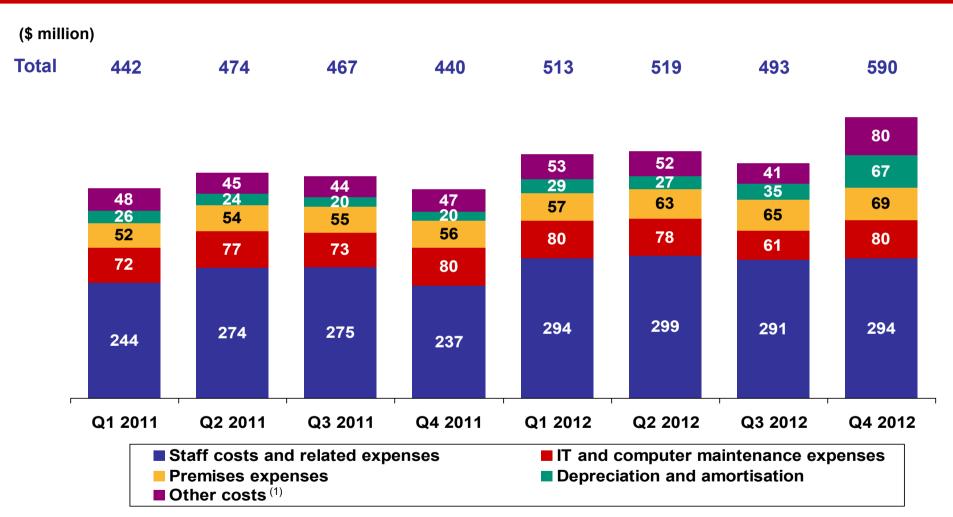
(\$ million) **1.945**<sup>(1)</sup> Total 1,907 2,065 1,938 1,875 1.895 1,693 1.748 127 Q1 2011 Q2 2011 Q3 2011 Q4 2011 Q1 2012 Q2 2012 Q3 2012 Q4 2012 Trading fees and trading tariff Stock Exchange listing fees Depository, custody and nominee services fees Clearing and settlement fees Market data fees Other revenue Sundry income<sup>(2)</sup> Net investment income

(1) Including net investment loss of \$6 million for the third quarter of 2011

(2) Sundry income represents the forfeiture of unclaimed cash dividends held by HKSCC Nominees Limited

# Quarterly Trend - Operating Expenses

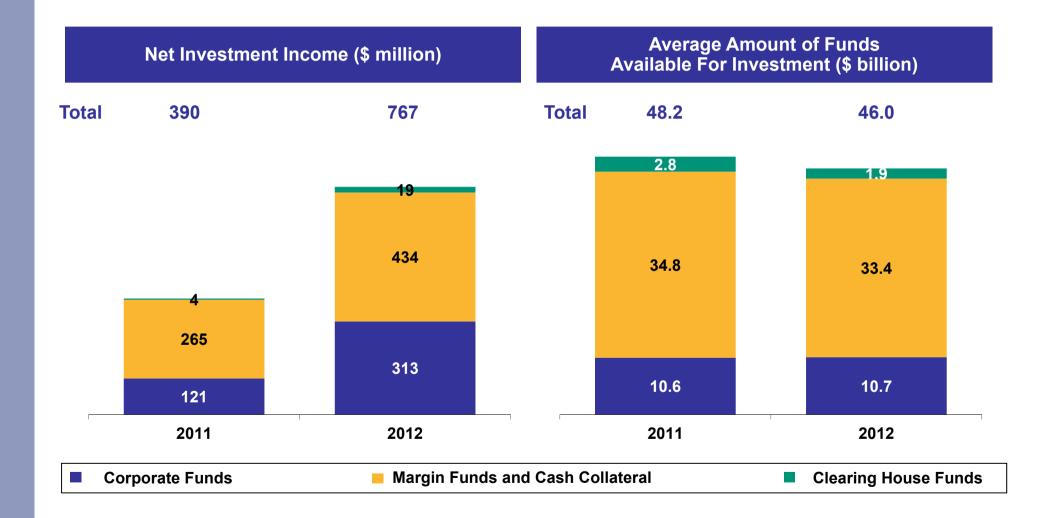




(1) Other costs include product marketing and promotion expenses, legal and professional fees and other operating expenses



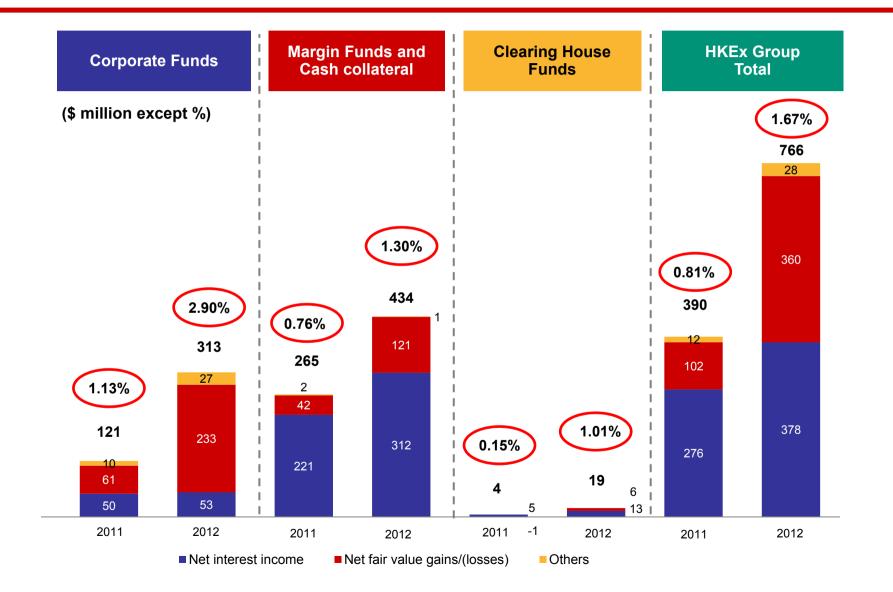






## **Net Investment Income and Return by Funds**









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#### Detailed HKEx Group Financial Information

### LME Pro Forma 2012 Financial Performance



The pro forma financial analysis shown herein is intended to illustrate how the acquisition of the LME Group might have affected HKEx's financial performance in 2012, had the acquisition been completed on 1 January 2012. The pro forma financial analysis is based on (i) the audited financial statements of HKEx for the year ended 31 December 2012 as set out in the 2012 annual results announcement; (ii) the LME Group's unaudited consolidated 2012 full year results; (iii) adjustments made to exclude from the unaudited pro forma financial information those items from the LME Group's unaudited consolidated 2012 full year results which are not expected by HKEx to have a continuing impact on HKEx.

The pro forma financial analysis is prepared for illustrative purposes only, and because of its hypothetical nature, may not give a true picture of LME's or HKEx's financial position or results. An accountants' report on the pro forma financial information is available at <a href="http://www.hkex.com.hk/eng/newsconsul/hkexnews/2013/Documents/130227pwc.pdf">http://www.hkex.com.hk/eng/newsconsul/hkexnews/2013/Documents/130227pwc.pdf</a>.



# 2012 Actual Full Year Results under New Reporting Segments <sup>(1)</sup>



HK\$ million	Cash	Equity & Financial Derivatives	Commodities	Clearing	Platform and Infrastructure	Corporate Items	Group 2012 Actual	Group 2011 Actual
Revenue from external customers	2,203	1,599	74	2,201	354	1	6,432	7,357
Net investment income	-	-	2	453	-	311	766	390
Sundry income	-	-	-	13	-	-	13	108
Revenue and other income	2,203	1,599	76	2,667	354	312	7,211	7,855
% of Group Total	30.5%	22.2%	1.1%	37.0%	4.9%	4.3%	100.0%	
Operating expenses (excl. D&A)	(472)	(399)	(37)	(402)	(171)	(476)	(1,957)	(1,733)
EBITDA	1,731	1,200	39	2,265	183	(164)	5,254	6,122
% of Group Total	33.0%	22.8%	0.7%	43.1%	3.5%	(3.1)%	100.0%	
EBITDA margin	78.6%	75.0%	51.3%	84.9%	51.7%	n/m	72.9%	77.9%
Depreciation and amortisation Costs relating to acquisition of LME Group								(90)
Finance costs								-
Fair value loss on derivative component of convertible bonds								-
Share of loss of a joint venture							(3)	-
Profit before tax								6,032

### HKEx completed the acquisition of LME Group<sup>(2)</sup> on 6 December 2012. The Group's reported results therefore include 26 days of LME results under 'Commodities' and 'Clearing'

(1) Please refer to page **53** of HKEx's full year 2012 results announcement dated 27 February 2013 for further details on the new reporting segments (2) Includes the London Metal Exchange, LME Holdings Limited and LME Clear Limited





- HKEx consolidated LME for the last 26 days of 2012, during which time LME's EBITDA and PAT were positive
- LME's <u>full year</u> 2012 results (not consolidated by HKEx save for the last 26 days) are not indicative of underlying performance due to several non-recurring items

Full year results of LME Group HK\$m <sup>(1)</sup>	2010 Actual <sup>(2)</sup>	2011 Actual <sup>(2)</sup>	2012 Actual <sup>(3)</sup>	im feo	evenues reflect only six months' pact of the July 2012 trading e increase, which accounted for 55 million of extra revenue
<b>Revenue and other income</b> Operating expenses (excluding D&A)	<b>610</b> (390)	<b>764</b> (510)	<b>976</b>	be	etween implementation and year
EBITDA margin	<b>220</b> 36.1%	<b>254</b> 33.3%	(29) neg.		openses affected by one-off ansaction-related costs

#### As 2012 was a transitional year, LME's results for the year are not representative of its underlying performance

- (1) LME financials converted to HK\$ at average month-end exchange rates of £1 = \$12.01 (2010), \$12.49 (2011) and \$12.33 (2012)
- (2) 2010 and 2011 financials are derived from continuing operations as disclosed in HKEx's presentation of 15 June 2012 (www.hkex.com.hk/eng/newsconsul/hkexnews/2012/Documents/1206153news.pdf)
- (3) 2012 financials are unaudited consolidated full year results of LME Group, shown here for pro forma analysis purposes only. Please refer to page 53 of HKEx's full year 2012 results announcement dated 27 February 2013
- (4) The remainder of the revenue increase between 2011 and 2012 was due to an increase in overall trading volumes, changes in the mix of trading volumes by category, and movements in the £/\$ exchange rate

# LME's Illustrative Pro Forma 2012 Performance (1)

Adjustments required to 'normalise' LME Group's 2012 full year results



HK\$ million	2010 Actual	2011 Actual	2012 Actual		<b>2012</b> Pro Forma <sup>(1)</sup>
<b>Revenue and other income</b> Operating expenses (excluding D&A)	<b>610</b> (390)	<b>764</b> (510)	<b>- 976</b> (1,005)	+164 -366 Pro forma	<ul><li>→ 1,140</li><li>→ (639)</li></ul>
EBITDA	220	254	(29)	adjustments	501
EBITDA margin	36.1%	33.3%	neg.		43.9%

#### Pro Forma Adjustment to 2012 Revenue and other income: up \$164 million

Applies higher client trading fees (which were increased by LME on 2 July 2012) to the full financial year <sup>(2)</sup>

#### Pro Forma Adjustments to 2012 Operating expenses: down \$366 million

- Excludes the one-time expenses incurred by LME in relation to its sale process (\$124 million)<sup>(3)</sup>
- Excludes the one-time management incentive payouts triggered as a result of the sale of LME to HKEx (\$242 million)<sup>(3)</sup>

#### Pro Forma LME 2012 EBITDA of \$501 million, equating to a 44% EBITDA margin

(1) Please refer to the important information about the pro forma financial information on the cover page of this section of the presentation

(2) Based on recorded LME trading volumes in H1 2012 which would have been eligible for the higher Exchange User Fee introduced by LME on 2 July 2012. Please refer to page 54 of HKEx's 2012 full year results regulatory announcement dated 27 February 2013 for a breakdown of eligible volumes and associated revenues between the first and second half of the 2012 financial year, as well as a description of the fee increase

(3) Please refer to page 53 of HKEx's 2012 full year results regulatory announcement dated 27 February 2013

# LME's Illustrative Pro Forma 2012 Performance (1)

Illustrative allocation of LME Group between HKEx reporting segments



HK\$ million	2010 Actual	2011 Actual	2012 Actual		2012 Pro Forma <sup>(1)</sup>		Commodities	Clearing
Revenue and other income	610	764	976 -	+164	> 1,140		1,140	-
Operating expenses (excluding D&A)	(390)	(510)	(1,005) -	<b>-366</b> Pro forma	> (639)	Segment	(553)	(86)
EBITDA	220	254	(29)	adjustments	501	allocation	587	(86)
EBITDA margin	36.1%	33.3%	neg.		43.9%		51.5%	n/m

#### Allocation of 2012 Pro Forma contribution of LME:

- Cost of building the LME Clear platform and associated projects allocated to Clearing
- All other LME income allocated to Commodities

#### LME will be allocated to Commodities and Clearing HKEx Group segments going forward

(1) Please refer to the important information about the pro forma financial information on the cover page of this section of the presentation



## Illustrative Full Year 2012 Pro Forma Results <sup>(1)</sup>



HK\$ million	Cash	Equity & Financial Derivatives	Commodities	Clearing	Platform and Infrastructure	Corporate Items	Group 2012 Pro Forma	Group 2011 Actual
Revenue from external customers	2,203	1,599	1,137	2,201	354	1	7,495	7,357
Net investment income	-	-	3	453	-	311	767	390
Sundry income	-	-	-	13	-	-	13	108
Revenue and other income	2,203	1,599	1,140	2,667	354	312	8,275	7,855
% of Group Total	26.6%	19.3%	13.8%	32.2%	4.3%	3.8%	100.0%	
Operating expenses (excl. D&A)	(472)	(399)	(553)	(484)	(171)	(476)	(2,555)	(1,733)
EBITDA	1,731	1,200	587	2,183	183	(164)	5,720	6,122
% of Group Total	30.3%	21.0%	10.2%	38.2%	3.2%	(2.9)%	100.0%	
EBITDA margin	78.6%	75.0%	51.5%	81.9%	51.7%	neg.	69.1%	77.9%

#### Impact of LME on HKEx Group's Pro Forma Financials:

- Commodities would account for around 10% of Group EBITDA on a pro forma basis in 2012
- Commodities' pro forma operating EBITDA margin ~52%
- Self-clearing revenue to contribute to Clearing (LME Clear to launch by end of 2014)
- Transitional impact from LME Clear build-out recorded under Clearing

# **Below the EBITDA Line**



#### **Depreciation:**

- HKEx is beginning to depreciate \$1,247 million of capex already spent on major projects <sup>(1)</sup>
  - > Useful life of these assets ranges from 5 to 35 years (average is 17 years)
- HKEx had capex commitments of \$832 million as at 31 Dec 2012, of which \$73 million relate to LME<sup>(2)</sup>

#### Amortisation of acquired intangible assets:

- Total LME intangibles of \$4,445 million identified during purchase price allocation
- Recorded \$11 million of amortisation during the period in which LME has been consolidated <sup>(3)</sup>

#### Financing cost:

- Recorded \$24 million of P&L interest expense on debt in 2012 <sup>(4)</sup>
  - > Represents an annualised blended interest rate of 2.7%
  - > Cash interest expense on debt is lower due to accounting treatment of convertible bond

#### Note on capital structure:

- HKEx had US\$900 million of outstanding gross debt at year end 2012:
  - > US\$500 million 0.5% fixed rate Convertible Bonds maturing Oct 2017
  - > US\$400 million floating rate bilateral bank facilities maturing in 10 years, partly repayable from Year 3
- Year end gross debt-to-equity ratio: 37%; gearing ratio: 15%<sup>(5)</sup>

References to page numbers in HKEx's 2012 full year results regulatory announcement dated 27 February 2013: (1) Page 50 (2) Page 55 (3) Page 53 (4) Page 66 (5) Page 55

(1) Next Generation Data Centre and Hosting Services have commenced depreciation; OTC Clearing has not yet been launched.

(5) Gearing ratio defined as net debt divided by adjusted capital (total equity minus designated reserves)





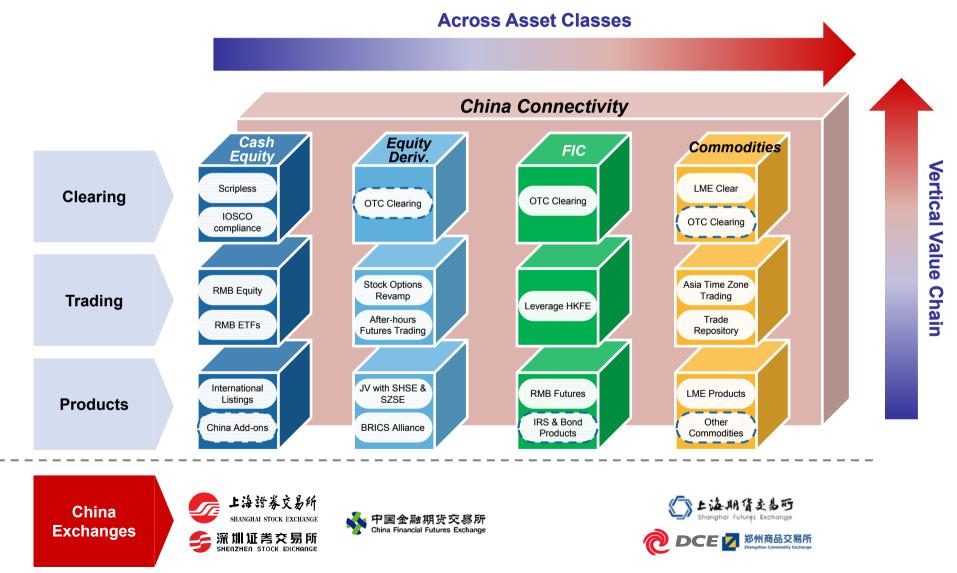
Detailed HKEx Group Financial Information

LME Pro Forma 2012 Financial Performance

# Others

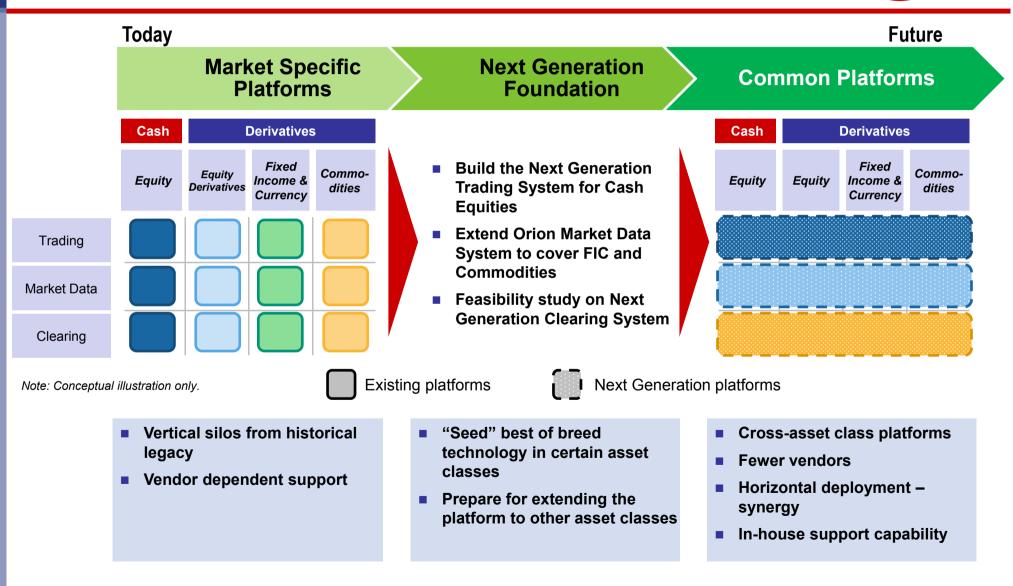
# HKEx Group Business Strategy = Horizontal Asset Classes + Full Vertical Integration

Business Strategy



### Platform Strategy – Transitioning to Cross-Asset Common Platforms





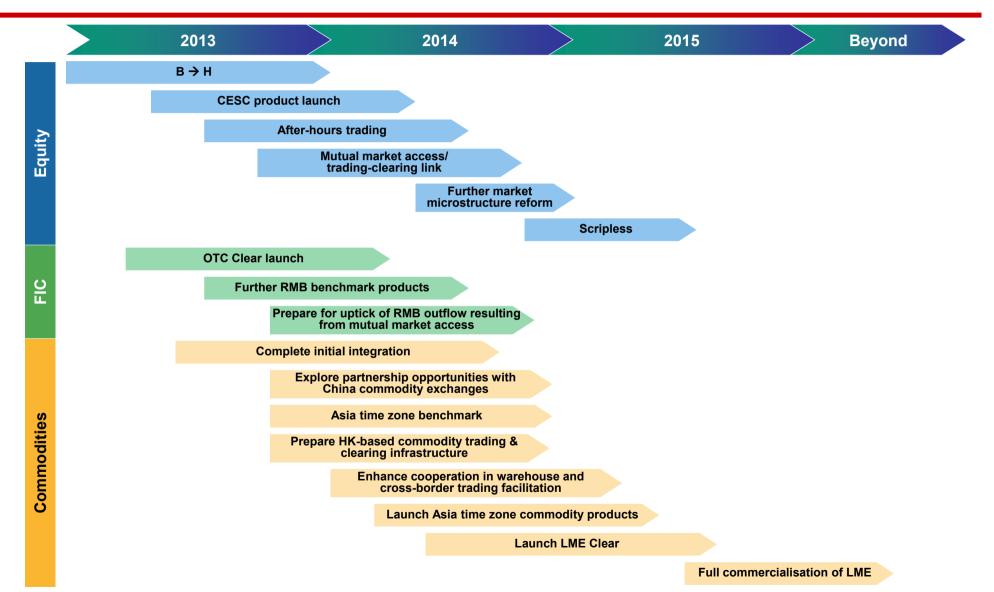
## Infrastructure Strategy



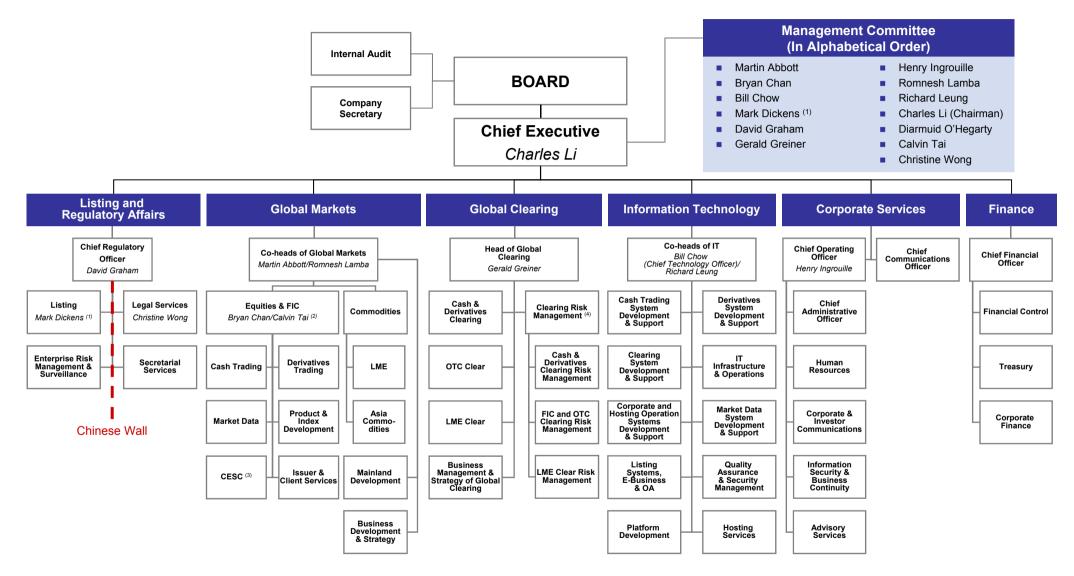
Today			Future
Consolidation	Access		Connectivity
TKO Data Centre	Hosting Services		Mainland Market Data Hub
		i	Mainland WOFE set up Distribution of Market Data to Mainland via data hub
	<ul> <li>Lower latency &amp; ecosystem</li> <li>Launched in Dec 2012</li> </ul>		LME Point of Presence in HK Facilitate Asian participants'
	Central Gateway		access to LME
<ul> <li>Consolidate IT offices and</li> </ul>	SDNet		Global Networks
multiple data centres – operational efficiency achieved	Central Gateway	•	Increase exposure to overseas participants
<ul> <li>Cash system migrated in Oct 2012</li> </ul>	Trading System	•	Attract global network into our ecosystem so that we can receive
<ul> <li>Foundation for Next Gen platforms</li> </ul>	<ul> <li>Lower costs for market</li> </ul>		increased overseas liquidity

### Preliminary Timeline – It is a <u>Plan;</u> It will Take <u>Time;</u> Timing will be <u>Uncertain</u>





### **HKEx Group Organisation Structure**



Note:

(2) Bryan Chan is principally responsible for Cash Trading, Market Data and CESC; Calvin Tai principally oversees Derivatives Trading and Product & Index Development; they jointly supervise Issuer & Client Services

(3) CESC: China Exchanges Services Company Limited

(4) Co-heads of Clearing Risk Management will report to HKEx's Chief Executive directly on material risk matters

<sup>(1)</sup> Mark Dickens will retire on 1 March 2013; David Graham will succeed him as Head of Listing