

Pursuant to Chapter 38 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Securities and Futures Commission regulates Hong Kong Exchanges and Clearing Limited in relation to the listing of its shares on The Stock Exchange of Hong Kong Limited. The Securities and Futures Commission takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



香港交易及結算所有限公司
HONG KONG EXCHANGES AND CLEARING LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 388)

Poll Results of 2018 Annual General Meeting

Hong Kong Exchanges and Clearing Limited (“HKEX”) announces that at its Annual General Meeting held on 25 April 2018 (“AGM”), all proposed resolutions as set out in the notice of AGM dated 21 March 2018 (“AGM Notice”) were passed on a poll.

As at the date of the AGM, a total of 1,239,809,477 shares of HKEX were in issue and the holders of which (“Shareholders”) were entitled to attend and vote at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. However, to demonstrate a good corporate governance practice, all Non-executive Directors who are Shareholders had abstained from voting at the AGM on Resolution 7 regarding adjustment of the Non-executive Directors’ remuneration.

The poll results are set out below.

Ordinary Resolutions		Number of Votes (%)		Passed by Shareholders
		For	Against	
1	To receive the audited financial statements for the year ended 31 December 2017 together with the Reports of the Directors and Auditor thereon	400,994,700 (99.98%)	64,925 (0.02%)	Yes
2	To declare a final dividend of HK\$2.85 per share	402,732,160 (99.99%)	35,273 (0.01%)	Yes
3(a)	To elect CHAN Tze Ching, Ignatius as a Director	390,632,547 (97.16%)	11,413,925 (2.84%)	Yes
3(b)	To elect HU Zulu, Fred as a Director	398,987,489 (99.63%)	1,491,518 (0.37%)	Yes
3(c)	To elect John Mackay McCulloch WILLIAMSON as a Director	392,645,559 (97.73%)	9,128,515 (2.27%)	Yes
4	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix its remuneration	395,580,307 (98.21%)	7,228,645 (1.79%)	Yes

Ordinary Resolutions		Number of Votes (%)		Passed by Shareholders
		For	Against	
5	To grant a general mandate to the Directors to buy back shares of HKEX, not exceeding 10% of the number of issued shares of HKEX as at the date of this Resolution ^(Note)	401,873,770 (99.97%)	135,361 (0.03%)	Yes
6	To grant a general mandate to the Directors to allot, issue and deal with additional shares of HKEX, not exceeding 10% of the number of issued shares of HKEX as at the date of this Resolution, and the discount for any shares to be issued shall not exceed 10% ^(Note)	399,544,751 (99.23%)	3,120,411 (0.77%)	Yes
7	To approve remuneration of HK\$2,190,000 and HK\$730,000 per annum respectively be payable to HKEX's Chairman and each of the other Non-executive Directors ^(Note)	401,893,551 (99.82%)	729,864 (0.18%)	Yes

Note: The full text of Resolutions 5, 6 and 7 are set out in the AGM Notice.

Mr T C Chan, Dr Fred Hu and Mr John Williamson were re-elected as Directors, each for a term of approximately 3 years from 25 April 2018 until the conclusion of the annual general meeting to be held in 2021.

The poll results were subject to scrutiny by BDO Limited ("BDO"), Certified Public Accountants, whose work was limited to certain procedures requested by HKEX to agree the poll results summary prepared and provided by the registrar of HKEX, Hong Kong Registrars Limited ("HKRL"), to the poll details collected and provided to BDO by HKRL. The work performed by BDO in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

By Order of the Board
Hong Kong Exchanges and Clearing Limited
Joseph Mau
Group Company Secretary

Hong Kong, 25 April 2018

Following the conclusion of the AGM, the Board of Directors of HKEX comprises 12 Independent Non-executive Directors, namely Mr Apurv BAGRI, Mrs CHA May-Lung, Laura, Mr CHAN Tze Ching, Ignatius, Mr CHEAH Cheng Hye, Ms FUNG Yuen Mei, Anita, Mr Rafael GIL-TIENDA, Dr HU Zuli, Fred, Mr HUNG Pi Cheng, Benjamin, Mrs LEUNG KO May Yee, Margaret, Mr LEUNG Pak Hon, Hugo, Mr John Mackay McCulloch WILLIAMSON and Mr YIU Kin Wah, Stephen, and one Executive Director, Mr LI Xiaojia, Charles, who is also the Chief Executive of HKEX.