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(Incorporated in Hong Kong with limited liability)
(Stock Code: 388)

Poll Results of the 2014 Annual General Meeting

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At the Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”) held on 16 April 2014 (“AGM”), a poll was demanded by the Chairman for voting on all proposed resolutions as set out in the Notice of AGM dated 17 March 2014.

As at the date of the AGM, a total of 1,161,872,653 shares of HKEx were in issue and entitled the holders of which 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 Resolutions 7(a) and 7(b) concerning the adjustment to remuneration of non-executive Directors and members of certain committees of HKEx’s Board of Directors (“Board”).

The poll results are set out as follows:

Resolutions		Number of Votes (%)		Passed by shareholders
		For	Against	
Ordinary Resolutions				
1	To receive the audited Financial Statements for the year ended 31 December 2013 together with the Reports of the Directors and Auditor thereon	371,120,218 (99.95%)	181,665 (0.05%)	Yes
2	To declare a final dividend of HK\$1.72 per share	372,004,154 (100.00%)	8,594 (0.00%)	Yes
3(a)	To elect Dr KWOK Chi Piu, Bill as Director	364,397,099 (97.95%)	7,614,541 (2.05%)	Yes
3(b)	To elect Mr LEE Kwan Ho, Vincent Marshall as Director	364,300,135 (97.93%)	7,696,109 (2.07%)	Yes
4	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix its remuneration	360,539,957 (96.91%)	11,495,401 (3.09%)	Yes
5	To grant a general mandate to the Directors to repurchase shares of HKEx, not exceeding 10% of the number of shares of HKEx in issue as at the date of this Resolution*	365,859,370 (99.96%)	151,100 (0.04%)	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 shares of HKEx in issue as at the date of this Resolution, and the discount for any shares to be issued shall not exceed 10%*	362,491,822 (97.44%)	9,517,453 (2.56%)	Yes

Resolutions		Number of Votes (%)		Passed by shareholders
		For	Against	
7(a)	To approve the remuneration of HK\$1,500,000 and HK\$700,000 per annum respectively be payable to the Chairman and each of the other non-executive Directors*	363,884,487 (99.06%)	3,439,145 (0.94%)	Yes
7(b)	To approve, in addition to the attendance fee of HK\$3,000 per meeting, the remuneration of HK\$180,000 and HK\$100,000 per annum respectively be payable to the chairman and each of the other members of Audit Committee, and the remuneration of HK\$150,000 and HK\$100,000 per annum respectively be payable to the chairman and each of the other members (excluding executive Director, if any) of Executive Committee, Investment Advisory Committee and Remuneration Committee*	358,111,479 (99.02%)	3,533,249 (0.98%)	Yes
Special Resolution				
8	To approve the adoption of the new Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association of HKEx*	366,018,291 (99.98%)	77,563 (0.02%)	Yes

* The full text of Resolutions 5 to 8 are set out in the Notice of AGM.

Dr Bill Kwok and Mr Vincent Lee were re-elected as Directors, each for a term of approximately 3 years from 16 April 2014 until the conclusion of the annual general meeting to be held in 2017.

Pursuant to section 67 of the Securities and Futures Ordinance, HKEx's new Articles of Association as adopted by the shareholders at the AGM are subject to the approval in writing of the Securities and Futures Commission ("SFC"). HKEx will issue an announcement thereof upon receipt of the SFC's approval.

The poll results were subject to scrutiny by BDO Limited, Certified Public Accountants, whose work was limited to certain procedures requested by HKEx to agree the poll results summary prepared and provided by HKEx's registrar, Hong Kong Registrars Limited. The work performed by BDO Limited 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
Company Secretary

Hong Kong, 16 April 2014

Following the conclusion of the AGM, Board comprises 12 Independent Non-executive Directors, namely Mr CHAN Tze Ching, Ignatius, Mr CHOW Chung Kong, Mr Timothy George FRESHWATER, Mr John Barrie Harrison, Mr HUI Chiu Chung, Stephen, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mr LEE Tze Hau, Michael, Mrs LEUNG KO May Yee, Margaret, Mr John Estmond STRICKLAND, Mr John Mackay McCulloch WILLIAMSON and Mr WONG Sai Hung, Oscar, and one Executive Director, Mr LI Xiaojia, Charles, who is also HKEx's Chief Executive.