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Hong Kong Exchanges and Clearing Limited
香港交易及結算所有限公司

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

Poll Results of the 2015 Annual General Meeting

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At the Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”) held on 29 April 2015 (“AGM”), a poll was demanded by the Chairman for voting on all proposed resolutions as set out in the Notice of AGM dated 25 March 2015.

As at the date of the AGM, a total of 1,176,567,351 shares of HKEx were in issue and entitled the holders of which (“Shareholders”) 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 of the Non-executive Directors’ remuneration.

The poll results are set out as follows:

Ordinary Resolutions		Number of Votes (%)		Passed by Shareholders
		For	Against	
1	To receive the audited Financial Statements for the year ended 31 December 2014 together with the Reports of the Directors and Auditor thereon	358,041,374 (99.98%)	72,743 (0.02%)	Yes
2	To declare a final dividend of HK\$2.15 per share	358,977,946 (99.99%)	37,419 (0.01%)	Yes
3(a)	To elect Mr CHAN Tze Ching, Ignatius as Director	355,699,929 (99.32%)	2,439,757 (0.68%)	Yes
3(b)	To elect Dr HU Zuliou, Fred as Director	357,721,328 (99.89%)	390,393 (0.11%)	Yes
3(c)	To elect Mr John Mackay McCulloch WILLIAMSON as Director	355,207,036 (99.20%)	2,879,070 (0.80%)	Yes
4	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix its remuneration	356,327,805 (99.25%)	2,680,764 (0.75%)	Yes
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*	356,265,713 (99.50%)	1,773,175 (0.50%)	Yes

Ordinary Resolutions		Number of Votes (%)		Passed by Shareholders
		For	Against	
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%*	354,656,998 (99.04%)	3,443,268 (0.96%)	Yes
7(a)	To approve the remuneration of HK\$2,100,000 per annum be payable to the Chairman *	352,354,841 (99.76%)	846,320 (0.24%)	Yes
7(b)	To approve, in addition to the attendance fee of HK\$3,000 per meeting, remuneration of HK\$200,000 and HK\$120,000 per annum respectively be payable to the chairman and each of the other members of Audit Committee, and the remuneration of HK\$180,000 and HK\$120,000 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, Remuneration Committee and Risk Committee*	352,401,878 (99.78%)	770,331 (0.22%)	Yes

* The full text of Resolutions 5 to 7 are set out in the Notice of AGM.

Mr T C Chan, Dr Fred Hu and Mr John Williamson were elected as Directors, each for a term of approximately 3 years from 29 April 2015 until the conclusion of the annual general meeting to be held in 2018.

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, 29 April 2015

Following the conclusion of the AGM, Board comprises 12 Independent Non-executive Directors, namely Mr CHOW Chung Kong (Chairman), Mr CHAN Tze Ching, Ignatius, Mr Timothy George FRESHWATER, Ms FUNG Yuen Mei, Anita, Mr Rafael GIL-TIENDA, Mr John Barrie HARRISON, Dr HU Zulu, Fred, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mrs LEUNG KO May Yee, Margaret, 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.