

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 the 2021 Annual General Meeting and Changes in Directorate

Poll Results of the 2021 Annual General Meeting

Hong Kong Exchanges and Clearing Limited (“HKEX”) announces that at its Annual General Meeting held on 28 April 2021 (“AGM”), all proposed resolutions as set out in the notice of AGM dated 17 March 2021 (“AGM Notice”) were passed on a poll.

As at the date of the AGM, a total of 1,267,836,895 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.

The poll results are set out below.

Ordinary Resolutions		Number of Votes (%) ¹		Passed by Shareholders
		For	Against	
1	To receive the audited financial statements for the year ended 31 December 2020 together with the Reports of the Directors and Auditor thereon	620,668,068 (99.70%)	1,877,642 (0.30%)	Yes
2(a)	To elect Nicholas Charles Allen as Director	615,863,009 (98.92%)	6,708,020 (1.08%)	Yes
2(b)	To elect Cheung Ming Ming, Anna as Director	621,785,908 (99.87%)	785,221 (0.13%)	Yes
2(c)	To elect Zhang Yichen as Director	479,049,148 (76.98%)	143,279,081 (23.02%)	Yes
3	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix its remuneration	575,072,705 (92.37%)	47,473,624 (7.63%)	Yes
4	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 ²	620,944,095 (99.68%)	1,977,189 (0.32%)	Yes

Ordinary Resolutions		Number of Votes (%) ¹		Passed by Shareholders
		For	Against	
5	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% ²	576,092,988 (92.54%)	46,473,441 (7.46%)	Yes

Notes:

1. All percentages rounded to two decimal places
2. The full text of Resolutions 4 and 5 is set out in the AGM Notice.

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 by HKRL to BDO. 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.

Changes in Directorate

Mr T C Chan, Ms Anita Fung, Dr Fred Hu and Mr John Williamson retired from the Board of Directors of HKEX (“Board”) after the conclusion of the AGM. Mr Nicholas Allen, Ms Anna Cheung and Mr Zhang Yichen were elected as Directors at the AGM for a term of not more than approximately three years from the conclusion of the AGM until the conclusion of the annual general meeting of HKEX to be held in 2024. As announced on 5 February 2021, the appointment of Ms Nisa Leung as a Director by the Hong Kong Government took effect from the conclusion of the AGM and her term of office shall be approximately two years until the conclusion of the annual general meeting of HKEX to be held in 2023.

The Board would like to express its sincere gratitude to Mr Chan, Ms Fung, Dr Hu and Mr Williamson for their valuable contributions to HKEX during their tenure of office. Mr Chan, Ms Fung, Dr Hu and Mr Williamson each has confirmed that he/she has no disagreement with the Board and that he/she is not aware of any matters relating to his/her retirement that need to be brought to the attention of HKEX’s shareholders.

The newly elected/appointed Directors' biographical information is set out below.

Nicholas Charles ALLEN (aged 65)
Independent Non-executive Director

- | | |
|--------------------------------------|--|
| Other positions held with HKEX group | <ul style="list-style-type: none">• HKEX – member of Audit Committee and Risk Committee• The Stock Exchange of Hong Kong Limited (“SEHK”) – deputy chairman of Listing Appeals Committee |
| Other major offices | <ul style="list-style-type: none">• Link Asset Management Limited (as manager of Link Real Estate Investment Trust *) – chairman and independent non-executive director (2016~)• Mordril Properties Limited – independent non-executive director (2019~)• RAK Rock LLC – independent non-executive director (2018~)• Stevin Rock LLC – independent non-executive director (2018~)• Lenovo Group Limited * – independent non-executive director (2009~)• CLP Holdings Limited * – independent non-executive director (2009~) |
| Past offices | <ul style="list-style-type: none">• VinaLand Limited (formerly listed on Alternative Investment Market of London Stock Exchange) – independent non-executive director (2010-2016)• Hysan Development Company Limited * – independent non-executive director (2009-2016)• PricewaterhouseCoopers – partner (1998-2007)• Coopers & Lybrand (1977-1998): partner (1988-1998) |
| Qualifications | <ul style="list-style-type: none">• Bachelor of Arts (Economics/Social Studies) (The University of Manchester, United Kingdom)• Associate (Hong Kong Institute of Certified Public Accountants)• Fellow (The Institute of Chartered Accountants in England and Wales) |

* Listed on SEHK

CHEUNG Ming Ming, Anna (aged 53)
Independent Non-executive Director

- | | |
|--------------------------------------|--|
| Other positions held with HKEX group | <ul style="list-style-type: none">• HKEX – member of Audit Committee, Board Executive Committee and Corporate Social Responsibility Committee• HKEX Foundation Limited – director |
| Other major offices | <ul style="list-style-type: none">• LGT Capital Partners Group Holding Ltd – director (2021~) |
| Past offices | <ul style="list-style-type: none">• Jardine Pacific Limited – chief executive (2015-2020)• FountainVest Partners – senior advisor (2013-2015)• LionRock Capital – senior advisor (2012-2013)• 3i Group Plc (listed on London Stock Exchange) (2001-2012): partner (2008-2012) |
| Qualifications | <ul style="list-style-type: none">• Bachelor of Arts (Computer Science) (University of California, Berkeley, United States (“US”))• Master of Business Administration (Finance) (The Wharton School, University of Pennsylvania, US) |

LEUNG Nisa Bernice Wing-Yu JP (aged 50)

Independent Non-executive Director

- | | |
|--------------------------------------|---|
| Other positions held with HKEX group | <ul style="list-style-type: none">• HKEX – member of Audit Committee, Panel Member Selection Committee and Risk Committee |
| Other major offices | <ul style="list-style-type: none">• Qiming Venture Partners – managing partner (2013~)• New Horizon Health Limited * – non-executive director (2018~)• Zai Lab Limited * (also listed on NASDAQ) – non-executive director (2014~)• Venus Medtech (Hangzhou) Inc * – non-executive director (2013~)• CanSino Biologics Inc * (also listed on Shanghai Stock Exchange) – non-executive director (2015~) |
| Past offices | <ul style="list-style-type: none">• Gan & Lee Pharmaceutical Holdings Ltd (listed on Shanghai Stock Exchange) – non-executive director (2009-2021)• Qiming Venture Partners – partner (2007-2013) |
| Public service | <ul style="list-style-type: none">• Committee on Innovation, Technology and Re-industrialisation – member (2017~) |
| Qualifications | <ul style="list-style-type: none">• Bachelor of Science (Cornell University, US)• Master of Business Administration (Stanford University, US) |

* Listed on SEHK

ZHANG Yichen (aged 57)

Independent Non-executive Director

- | | |
|--------------------------------------|---|
| Other positions held with HKEX group | <ul style="list-style-type: none">• HKEX – member of Corporate Social Responsibility Committee, Investment Committee and Panel Member Selection Committee |
| Other major offices | <ul style="list-style-type: none">• CITIC Capital Holdings Limited – chairman (2013~) and chief executive officer (2003~)• Harbin Pharmaceutical Group Co Ltd (listed on Shanghai Stock Exchange) – chairman and director (2021~)• China Vanke Co Ltd * (also listed on Shenzhen Stock Exchange) – independent non-executive director (2020~)• AsiaInfo Technologies Limited * – non-executive director (2018~)• S F Holding Co Ltd (listed on Shenzhen Stock Exchange) – director (2016~)• Genertec Universal Medical Group Company Limited * – chairman (2012~) and non-executive director (2015~) |
| Past offices | <ul style="list-style-type: none">• SINA Corporation (formerly listed on NASDAQ) – independent director (2002-2021)• Frontier Services Group Limited * – non-executive director (2020-2021)• CITIC Capital Holdings Limited – deputy chief executive officer (2002-2003)• CITIC Pacific Communications Limited – president (2000-2002)• CITIC Limited * – executive director (2000-2002)• Merrill Lynch Asia Pacific – managing director (1996-2000) |
| Public service | <ul style="list-style-type: none">• The National Committee of the Chinese People's Political Consultative Conference – member (2008~) |
| Qualifications | <ul style="list-style-type: none">• Bachelor of Science (Computer Science) (The Massachusetts Institute of Technology, US) |

* Listed on SEHK

Each of Mr Allen, Ms Cheung, Ms Leung and Mr Zhang has confirmed that he/she meets the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

As at the date of this announcement, each of Mr Allen, Ms Leung and Mr Zhang has declared that he/she does not have any interests in shares of HKEX, whilst Ms Cheung has declared that she has an interest of 300 shares of HKEX (within the meaning of Part XV of the Securities and Futures Ordinance). Each of them has further declared that he/she does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of HKEX. None of them has any service contract with any member of HKEX group of companies.

The current remuneration of Non-executive Directors for their service on the Board and, where applicable, on certain of its committees is set out below.

	(HK\$)
The Board	
– Chairman	3,300,000
– Other Non-executive Director	850,000
Audit Committee, Board Executive Committee, Investment Committee, Remuneration Committee, and Risk Committee	
– Chairman	250,000
– Other member	160,000
Corporate Social Responsibility Committee, and Nomination and Governance Committee	
– Chairman	200,000
– Other member	160,000

The remuneration is payable to the Non-executive Directors for service rendered by each of them for the period between the conclusion of each annual general meeting and the conclusion of the annual general meeting to be held in the immediately following year until HKEX’s shareholders otherwise determine, provided that such remuneration is payable in proportion to the period of service in the case of a Non-executive Director who has not served the entire period.

Save for the information disclosed above, each of Mr Allen, Ms Cheung, Ms Leung and Mr Zhang has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and HKEX is not aware of any other matters in relation to their appointments that need to be brought to the attention of HKEX’s shareholders.

By Order of the Board
Hong Kong Exchanges and Clearing Limited
David Fu
Group Company Secretary

Hong Kong, 28 April 2021

Following the conclusion of the AGM, HKEX’s Board of Directors comprises 12 Independent Non-executive Directors, namely Mrs Laura May-Lung CHA (Chairman), Mr Nicholas Charles ALLEN, Mr Apurv BAGRI, Mr CHEAH Cheng Hye, Ms CHEUNG Ming Ming, Anna, Mrs CHOW WOO Mo Fong, Susan, Mr Rafael GIL-TIENDA, Mr HUNG Pi Cheng, Benjamin, Ms LEUNG Nisa Bernice Wing-Yu, Mr LEUNG Pak Hon, Hugo, Mr YIU Kin Wah, Stephen and Mr ZHANG Yichen, and one Executive Director, Mr TAI Chi Kin, Calvin, who is also the Interim Chief Executive of HKEX.