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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 2016 Annual General Meeting and Changes in Directorate

Poll Results of the 2016 Annual General Meeting

At the Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEX”) held on 28 April 2016 (“AGM”), a poll was demanded by the Chairman for voting on all proposed resolutions as set out in the notice of AGM dated 23 March 2016 (“AGM Notice”).

As at the date of the AGM, a total of 1,208,536,325 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 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 2015 together with the Reports of the Directors and Auditor thereon	396,418,396 (99.99%)	47,481 (0.01%)	Yes
2	To declare a final dividend of HK\$2.87 per share	396,174,679 (99.99%)	25,348 (0.01%)	Yes
3(a)	To elect Mr Apurv BAGRI as a Director	388,213,346 (96.34%)	14,739,869 (3.66%)	Yes
3(b)	To elect Mr CHIN Chi Kin, Edward as a Director	26,010,887 (6.45%)	377,331,882 (93.55%)	No
4	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix its remuneration	390,062,767 (98.53%)	5,824,021 (1.47%)	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 ^(Note)	394,758,862 (99.86%)	554,195 (0.14%)	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% ^(Note)	390,830,705 (98.89%)	4,393,035 (1.11%)	Yes

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

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 ("HKRL"), to the poll details collected and provided to BDO Limited by HKRL. 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.

Changes in Directorate

Mr Oscar Wong retired from the Board of Directors of HKEX ("Board") after the conclusion of the AGM. Mr Apurv Bagri was elected for a term of not more than approximately 3 years from the conclusion of the AGM until the conclusion of the annual general meeting of HKEX to be held in 2019 to fill the vacancy on the Board. Mr Bagri's biographical information is set out below.

Mr Apurv BAGRI (aged 56)

Independent Non-executive Director

Other positions held with HKEX and other members of HKEX's group ("Group")

- Nil

Other major offices

- International Wrought Copper Council – director (2013~)
- Metdist Group of Companies, London – president and chief executive officer (1980~)

Public service

- Crown Estate Paving Commission, England – commissioner (1996~)
- Dubai Financial Services Authority – director (2004~)
- Higher Education Funding Council for England – board member (2014~)
- London Business School – chairman of governing body (2014~)
- Royal Parks Board, England – chairman (2008~)

Qualifications

- Bachelor of Science in Business Administration (Cass Business School, City University London, UK)
- Doctor of Science (Honoris Cause) (City University London, UK)

Mr Bagri has confirmed that he meets the independence criteria as 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, Mr Bagri has declared that he does not have any interests in shares of HKEX within the meaning of Part XV of the Securities and Futures Ordinance. He has further declared that he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of HKEX.

Mr Bagri does not have a service contract with any member of the Group.

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

	(HK\$)
The Board	
– Chairman	2,100,000
– Other member	700,000
Audit Committee	
– Chairman	200,000
– Other member	120,000
– Attendance fee per meeting	3,000
Executive Committee, Investment Advisory Committee, Remuneration Committee and Risk Committee	
– Chairman	180,000
– Other member	120,000
– Attendance fee per meeting	3,000

The above remuneration is payable to Non-executive Directors for services 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 Shareholders otherwise determine, provided that such remuneration be 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 disclosed above, Mr Bagri 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 his appointment that need to be brought to Shareholders' attention.

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

Hong Kong, 28 April 2016

Following the conclusion of the AGM, the Board comprises 12 Independent Non-executive Directors, namely Mr Apurv BAGRI, Mr CHAN Tze Ching, Ignatius, Mr CHOW Chung Kong, Mr Timothy George FRESHWATER, Ms FUNG Yuen Mei, Anita, Mr Rafael GIL-TIENDA, Mr John Barrie HARRISON, Dr HU Zuli, Fred, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mrs LEUNG KO May Yee, Margaret and Mr John Mackay McCulloch WILLIAMSON, and one Executive Director, Mr LI Xiaojia, Charles, who is also the Chief Executive of HKEX.