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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 Codes: 388 (HKD counter) and 80388 (RMB counter)

Poll Results of the 2024 Annual General Meeting

Hong Kong Exchanges and Clearing Limited (“HKEX”) announces that at its Annual General Meeting held on 24 April 2024 (“AGM”), all proposed resolutions as set out in the notice of AGM dated 20 March 2024 (“AGM Notice”) were passed on a poll. All directors of HKEX (“Directors”) attended the AGM in person (or by electronic means).

As at the date of the AGM, a total of 1,267,836,895 shares of HKEX (“Shares”) were in issue and the holders of which (“Shareholders”) were entitled to attend and vote at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the proposed resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). Computershare Hong Kong Trustees Limited, being the trustee holding unvested Shares awarded under the HKEX Employees’ Share Award Scheme (“Scheme”), held 3,313,469 Shares as at the date of this announcement. Except for Computershare Hong Kong Trustees Limited which was required under Rule 17.05A of the Listing Rules to abstain from voting on matters that require Shareholders’ approval under the Listing Rules and on all the proposed resolutions pursuant to the Scheme Rules, no other Shareholder is required to abstain from voting in respect of 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 2023 together with the Reports of the Directors and Auditor thereon	561,914,655 (99.64%)	2,022,253 (0.36%)	Yes
2(a)	To elect Nicholas Charles Allen as Director	556,932,502 (98.77%)	6,921,702 (1.23%)	Yes
2(b)	To elect Cheung Ming Ming, Anna as Director	562,455,356 (99.75%)	1,385,948 (0.25%)	Yes
2(c)	To elect Zhang Yichen as Director	535,627,880 (95.00%)	28,213,723 (5.00%)	Yes
3	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix its remuneration	529,346,821 (93.87%)	34,583,383 (6.13%)	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	562,587,437 (99.77%)	1,323,367 (0.23%)	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	516,865,023 (91.67%)	46,985,537 (8.33%)	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.

Mr Nicholas Allen, Ms Anna Cheung and Mr Zhang Yichen were re-elected as Directors for a term of approximately three years from 24 April 2024 until the conclusion of the annual general meeting to be held in 2027.

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.

By Order of the Board
Hong Kong Exchanges and Clearing Limited
Timothy Tsang
Group Company Secretary

Hong Kong, 24 April 2024

Following the conclusion of the AGM, HKEX’s Board of Directors comprises 12 Independent Non-executive Directors, namely Mr Carlson TONG [^], Mr Nicholas Charles ALLEN, Mr Apurv BAGRI, Mr CHAN Kin Por, Mr CHEAH Cheng Hye, Ms CHEUNG Ming Ming, Anna, Mrs CHOW WOO Mo Fong, Susan, Ms LEUNG Nisa Bernice Wing-Yu, Mr LEUNG Pak Hon, Hugo, Mr YAM Chi Kwong, Joseph, Mr YAN King Shun and Mr ZHANG Yichen, and one Executive Director, Ms CHAN Yiting, Bonnie, who is also the Chief Executive of HKEX.

([^] Written approval of the Chief Executive of the Hong Kong Special Administrative Region of Mr Tong’s appointment as Chairman under Section 69 of the Securities and Futures Ordinance is pending.)