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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 2025 Annual General Meeting and Changes in Directorate

### Poll Results of the 2025 Annual General Meeting

Hong Kong Exchanges and Clearing Limited (“HKEX”) announces that at its Annual General Meeting held on 30 April 2025 (“AGM”), all proposed resolutions as set out in the notice of AGM dated 20 March 2025 (“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 3,935,452 Shares as at the date of this announcement. Except for Computershare Hong Kong Trustees Limited which was required to abstain from voting on all the proposed resolutions pursuant to Rule 17.05A of the Listing Rules and the Scheme Rules, no other Shareholder was required to abstain from voting in respect of any of the proposed resolutions at the AGM.

The poll results are set out below.

Resolutions		Number of Votes (%) <sup>1</sup>		Passed by Shareholders
		For	Against	
Ordinary Resolutions				
1	To receive the audited financial statements for the year ended 31 December 2024 together with the Reports of the Directors and Auditor thereon	564,499,511 (99.16%)	4,760,733 (0.84%)	Yes
2	To elect Peter Wilhelm Hubert Brien as Director	561,900,645 (98.71%)	7,362,478 (1.29%)	Yes
3	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix its remuneration	492,475,177 (86.52%)	76,751,111 (13.48%)	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 <sup>2</sup>	563,958,940 (99.07%)	5,266,139 (0.93%)	Yes

Resolutions		Number of Votes (%) <sup>1</sup>		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% <sup>2</sup>	552,092,610 (96.99%)	17,121,934 (3.01%)	Yes
<b>Special Resolution</b>				
6	To approve the adoption of the new Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association of HKEX <sup>2,3</sup>	499,234,939 (87.71%)	69,971,057 (12.29%)	Yes

Notes:

1. All percentages are rounded to two decimal places.
2. The full text of Resolutions 4 to 6 is set out in the AGM Notice.
3. Pursuant to Section 67 of the Securities and Futures Ordinance ("SFO"), the adoption of HKEX's new Articles of Association, which was approved by the Shareholders by way of the special resolution at the AGM, is subject to the written approval of the Securities and Futures Commission ("SFC"). HKEX will issue an announcement upon receipt of the SFC's approval.

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, Computershare Hong Kong Investor Services Limited ("Computershare"), to the poll details collected and provided by Computershare 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 Apurv Bagri and Ms Nisa Leung retired from the Board of Directors of HKEX ("Board") after the conclusion of the AGM. Mr Peter Brien was elected as Director at the AGM for a term of approximately three years from the conclusion of the AGM until the conclusion of the annual general meeting of HKEX to be held in 2028. As announced on 20 February 2025, the appointment of Ms Ding Chen 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 2027.

The Board would like to express its sincere gratitude to Mr Bagri and Ms Leung for their valuable contributions to HKEX during their tenure of office. Mr Bagri and Ms Leung 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 Shareholders' attention.

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

### **Peter Wilhelm Hubert BRIEN** (aged 61)

Independent Non-executive Director

Other positions held with HKEX group

- HKEX – member of Audit Committee, Board Executive Committee, Listing Operation Governance Committee and Risk Committee

Other major offices

- Chinachem Group Holdings Limited <sup>1</sup> – chairman and independent non-executive director (2024~)
- The Hong Kong Philharmonic Orchestra – non-executive director (2022~)
- Hong Kong Club – member of general committee (2022~)

Past offices	<ul style="list-style-type: none"> <li>• The Stock Exchange of Hong Kong Limited (“SEHK”) – member of the chairmen pool of Listing Review Committee (2024-2025), and chairman (2020-2022), deputy chairman (2017-2020) and member (2015-2017) of Listing Committee of the Main Board and GEM</li> <li>• Slaughter and May (1988-2024) – senior consultant (2022-2024), senior partner, Hong Kong (2013-2022) and partner (1995-2013)</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>• Bachelor of Laws (University of Birmingham, UK)</li> <li>• Solicitor (Hong Kong, and England and Wales)</li> </ul>

Note:

1. Chinachem Group Holdings Limited is the holding company of Chinachem group of companies whose operations are currently under the oversight of court appointed administrators. Mr Joseph Yam has been appointed as a member of the supervisory managing organisation responsible for supervising the operation of the trustee of The Nina and Teddy Wang Charitable Trust (“Trustee”). Upon commencement of its operations, the Trustee will assume the ownership and oversight of the Chinachem group.

### **DING Chen MH, JP (aged 55)**

Independent Non-executive Director

Other positions held with HKEX group	<ul style="list-style-type: none"> <li>• HKEX – member of Corporate Responsibility Committee, Investment Committee and Risk Committee</li> <li>• HKEX Foundation Limited - director</li> </ul>
Other major offices	<ul style="list-style-type: none"> <li>• CSOP Asset Management Limited <sup>1</sup> – chief executive officer (2010~) and director (2008~)</li> </ul>
Past offices	<ul style="list-style-type: none"> <li>• SEHK – member of Listing Review Committee of the Main Board and GEM (2019-2020)</li> <li>• China Southern Asset Management Co., Ltd. – assistant chief executive officer, managing director and member of the investment management committee (2003-2013)</li> <li>• China Merchants Securities Co., Ltd.* (also listed on Shanghai Stock Exchange) – associate general manager (2001-2003)</li> <li>• M.L. Stern &amp; Co., LLC – investment manager (2000-2001)</li> </ul>
Public service	<ul style="list-style-type: none"> <li>• Task Force on Enhancing Stock Market Liquidity <sup>2</sup> – non-official member (2023~)</li> <li>• Financial Services Development Council – vice-chairman (2023~) and director (2019~), and convenor of Mainland Opportunities Committee (2019~)</li> <li>• Mandatory Provident Fund Schemes Appeal Board – member (2019~)</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>• Master of Business Administration (San Francisco State University, US)</li> <li>• Bachelor of Electrical Engineering (Sichuan University, PRC)</li> </ul>

\* Listed on the SEHK

Notes:

1. CSOP Asset Management Limited is the Manager of certain sub-fund(s) of the CSOP ETF Series, which are and/or were listed on SEHK in the past three years.
2. Mr Carlson Tong is the chairman of the Task Force on Enhancing Stock Market Liquidity.

Each of Mr Brien and Ms Ding confirmed that he/she meets the independence criteria set out in Rule 3.13 of the Listing Rules. Each of Mr Brien and Ms Ding also confirmed that he/she has no past or present financial or other interest in the business of HKEX or its subsidiaries and has no connection with any core connected person (as defined in the Listing Rules) of HKEX, and that there are no other factors that may affect his/her independence.

Each of Mr Brien and Ms Ding declared that he/she does not have any interests in the Shares (within the meaning of Part XV of the SFO). Each of them further declared that save as disclosed above, he/she does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of HKEX and does not have 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 Board Committees is set out below.

	(HK\$)
The Board	
– Chairman	3,500,000
– Non-executive Director	920,000
Audit Committee, Remuneration Committee and Risk Committee	
– Chairman	300,000
– Other member	180,000
Board Executive Committee, Corporate Responsibility Committee, Investment Committee, Listing Operation Governance Committee, and Nomination and Governance Committee	
– Chairman	250,000
– Other member	170,000

The remuneration is payable to 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 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 Brien and Ms Ding 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/her appointment that need to be brought to Shareholders' attention.

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

Hong Kong, 30 April 2025

Following the conclusion of the AGM, HKEX's Board of Directors comprises 12 Independent Non-executive Directors, namely Mr Carlson TONG (Chairman)<sup>Note</sup>, Mr Nicholas Charles ALLEN, Mr Peter Wilhelm Hubert BRIEN, Mr CHAN Kin Por, Mr CHEAH Cheng Hye, Ms CHEUNG Ming Ming, Anna, Mr CHIA Pun Kok, Herbert, Mrs CHOW WOO Mo Fong, Susan, Ms DING Chen, Mr LEUNG Pak Hon, Hugo, Mr YAM Chi Kwong, Joseph, and Mr ZHANG Yichen, and one Executive Director, Ms CHAN Yiting, Bonnie, who is also the Chief Executive of HKEX.

Note: The re-appointment of Mr Tong as the Chairman is subject to the written approval of the Chief Executive of the Hong Kong Special Administrative Region.