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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 2011 Annual General Meeting and Changes in Directorate

### Poll Results of the 2011 Annual General Meeting

At the Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”) held on 20 April 2011 (“AGM”), a poll was demanded by the Chairman for voting on all proposed resolutions as set out in the Notice of the AGM dated 17 March 2011.

As at the date of the AGM, a total of 1,078,313,346 shares were in issue and entitled the holders of which 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 remuneration of non-executive Directors and members of certain committees of the Board of Directors of HKEx (“Board”).

The poll results are set out as follows:

Resolutions		No. of Votes (%)		Passed by shareholders
		For	Against	
<b>Ordinary Resolutions</b>				
1	To receive the Audited Accounts for the year ended 31 December 2010 together with the Reports of the Directors and Auditor thereon	323,230,878 (99.8028%)	638,701 (0.1972%)	Yes
2	To declare a final dividend of HK\$2.31 per share	324,197,185 (99.9998%)	701 (0.0002%)	Yes
3(a)	To elect Dr KWOK Chi Piu, Bill as Director	328,677,110 (99.2307%)	2,548,154 (0.7693%)	Yes
3(b)	To elect Mr LEE Kwan Ho, Vincent Marshall as Director	192,532,690 (57.6449%)	141,464,823 (42.3551%)	Yes
4	To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Directors to fix their remuneration	323,234,078 (99.7029%)	963,308 (0.2971%)	Yes
5	To grant a general mandate to the Directors to repurchase shares of HKEx, not exceeding 10% of the issued share capital of HKEx as at the date of this Resolution*	324,210,475 (98.8322%)	3,830,728 (1.1678%)	Yes
6	To grant a general mandate to the Directors to allot, issue and deal with additional shares of HKEx, not exceeding 10% (5% where the shares are to be allotted for cash) of the issued share capital of HKEx as at the date of this Resolution, and the discount for any shares to be issued shall not exceed 5%*	318,716,183 (97.2386%)	9,050,830 (2.7614%)	Yes

Resolutions		No. of Votes (%)		Passed by shareholders
		For	Against	
7(a)	To approve the remuneration of HK\$550,000 and HK\$385,000 be payable to the Chairman and each of the other non-executive Directors respectively*	318,955,985 (99.9788%)	67,591 (0.0212%)	Yes
7(b)	To approve, in addition to the attendance fee of HK\$2,500 per meeting, the remuneration of HK\$100,000 and HK\$70,000 be payable to the chairman and each of the other members (excluding executive Director) of certain Board committees respectively*	318,945,485 (99.9751%)	79,591 (0.0249%)	Yes
<b>Special Resolutions</b>				
8	To approve the amendments to the Articles of Association relating to HKEx's corporate communications*	323,640,468 (99.8258%)	564,688 (0.1742%)	Yes
9	To approve the amendments to the Articles of Association relating to the notice period for shareholders' nomination of candidates to stand for election as Directors*	323,651,168 (99.8291%)	553,988 (0.1709%)	Yes
10	To approve the amendments to the Articles of Association relating to minor housekeeping amendments*	323,643,268 (99.8284%)	556,188 (0.1716%)	Yes

\* The full text of Resolutions 5 to 10 are set out in the Notice of AGM.

Dr Bill Kwok and Mr Vincent Lee were re-elected as Directors, each for a term of approximately 3 years from 20 April 2011 until the conclusion of the annual general meeting of HKEx to be held in 2014.

Pursuant to section 67 of the Securities and Futures Ordinance ("SFO"), amendments to HKEx's Articles of Association as referred to in Resolutions 8, 9 and 10 are subject to the approval in writing of the Securities and Futures Commission ("SFC"). HKEx will issue an announcement thereof upon receipt of the SFC's approval.

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 by HKEx to poll forms collected and provided by HKEx's registrar, Hong Kong Registrars Limited, to BDO 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.

## Changes in Directorate

HKEx also welcomes the Government's appointment of Mr John Harrison ("Mr Harrison") and re-appointment of Messrs Michael Lee and Stephen Hui to the Board, each for a term of approximately 2 years from the close of the AGM until the conclusion of the annual general meeting of HKEx to be held in 2013.

Dr Marvin Cheung retired from the Board after the conclusion of the AGM. Dr Cheung had, during his service on the Board, been the chairman of the Audit Committee and a member of the Remuneration Committee and the Risk Management Committee. The Board would like to thank Dr Cheung for his wise counsel, invaluable contributions and support to HKEx over the past 6 years. His extensive experience and professionalism in the financial services industry contributed HKEx's steadfast commitment in pursuing good governance.

Dr Marvin Cheung has confirmed that he has no disagreement with the Board and that he is not aware of any matters in relation to his retirement that needs to be brought to the attention of shareholders.

## Information of the Newly Appointed Non-executive Director

Biographical information of Mr Harrison is set out below:

### Mr John Barrie Harrison (age 54)

- |                     |   |
|---------------------|---|
| Other major offices | <ul style="list-style-type: none"><li>• BW Group Ltd – non-executive director (2010 ~)</li><li>• Hong Kong Cricket Club – president (2007 ~)</li></ul>  |
| Past offices        | <ul style="list-style-type: none"><li>• KPMG (1977-2010: deputy chairman of KPMG International (2008-2010), chairman of KPMG’s Asia Pacific region and chairman of KPMG China and Hong Kong (2003-2009), and partner of KPMG Hong Kong (1987-2009))</li></ul> |
| Qualifications      | <ul style="list-style-type: none"><li>• Bachelor of Science (Mathematics) (Durham University, UK)</li><li>• Fellow (Institute of Chartered Accountants in England and Wales)</li><li>• Member (Hong Kong Institute of Certified Public Accountants)</li></ul> |

Mr Harrison has been involved in all areas of the banking, finance and aviation industries for many years. He has considerable experience in financial statement audit, corporate governance and financial risk management.

Mr Harrison 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 Harrison does not have (a) any interests in the shares of HKEx within the meaning of Part XV of the SFO nor have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of HKEx, and (b) any service contract with any member of the HKEx group of companies.

As a non-executive Director, Mr Harrison is entitled to receive a fee of HK\$385,000 per annum. Furthermore, in addition to the attendance fee of HK\$2,500 per meeting, remuneration of HK\$100,000 and HK\$70,000 per annum will also be payable to Mr Harrison if he is appointed as the chairman or a member of each of the Audit Committee, Executive Committee, Investment Advisory Committee and Remuneration Committee. The remuneration is payable for services rendered 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 incomplete period of service.

Save for disclosed above, Mr Harrison confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor there are any other matters in relation to his appointment that need to be brought to the attention of shareholders.

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

Hong Kong, 20 April 2011

Following the effectiveness of the abovementioned appointment, the Board comprises 12 Independent Non-executive Directors, namely Mr Ronald Joseph ARCULLI (Chairman), Mrs CHA May-Lung, Laura, Mr CHAN Tze Ching, Ignatius, Dr CHENG Mo Chi, Moses, Mr John Barrie HARRISON, Mr HUI Chiu Chung, Stephen, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mr LEE Tze Hau, Michael, Mr John Estmond STRICKLAND, Mr John Mackay McCulloch WILLIAMSON and Mr WONG Sai Hung, Oscar, and one Executive Director, Mr LI Xiaojia, Charles, who is also the Chief Executive of HKEx.