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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 2019 Annual General Meeting

Hong Kong Exchanges and Clearing Limited (“HKEX”) announces that at its Annual General Meeting held on 24 April 2019 (“AGM”), all proposed resolutions as set out in the notice of AGM dated 20 March 2019 (“AGM Notice”) were passed on a poll.

As at the date of the AGM, a total of 1,258,108,353 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. However, to demonstrate a good corporate governance practice, all Non-executive Directors who are Shareholders had abstained from voting at the AGM on Resolutions 6(a) and 6(b) regarding adjustment of the Non-executive Directors’ remuneration.

The poll results are set out below.

Ordinary Resolutions		Number of Votes (%)		Passed by Shareholders
		For	Against	
1	To receive the audited financial statements for the year ended 31 December 2018 together with the Reports of the Directors and Auditor thereon	528,597,171 (99.99%)	27,530 (0.01%)	Yes
2	To elect Apurv Bagri as Director	527,288,495 (99.53%)	2,508,412 (0.47%)	Yes
3	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix its remuneration	527,578,039 (99.48%)	2,741,221 (0.52%)	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>(Note)</sup>	528,614,333 (99.72%)	1,471,162 (0.28%)	Yes
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>(Note)</sup>	507,969,785 (95.83%)	22,090,423 (4.17%)	Yes

Ordinary Resolutions		Number of Votes (%)		Passed by Shareholders
		For	Against	
6(a)	To approve remuneration of HK\$3,300,000 be payable to HKEX's Chairman and HK\$850,000 be payable to each of the other Non-executive Directors per annum <sup>(Note)</sup>	527,542,920 (99.63%)	1,934,158 (0.37%)	Yes
6(b)	To approve remuneration of (i) HK\$250,000 be payable to the chairman and HK\$160,000 be payable to each of the other members (excluding executive Director, if any) of Audit Committee, Executive Committee, Investment Advisory Committee, Remuneration Committee and Risk Committee per annum, and (ii) HK\$200,000 be payable to the chairman and HK\$160,000 be payable to each of the other members (excluding executive Director, if any) of Corporate Social Responsibility Committee, and Nomination and Governance Committee per annum <sup>(Note)</sup>	528,914,132 (99.90%)	518,215 (0.10%)	Yes

Note: The full text of Resolutions 4 to 6 is set out in the AGM Notice.

Mr Apurv Bagri was re-elected as a Director for a term of approximately 3 years from 24 April 2019 until the conclusion of the annual general meeting to be held in 2022.

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 to BDO by HKRL. 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**  
**Joseph Mau**  
Group Company Secretary

Hong Kong, 24 April 2019

Following the conclusion of the AGM, the Board of Directors of HKEX comprises 12 Independent Non-executive Directors, namely Mrs Laura May-Lung CHA (Chairman), Mr Apurv BAGRI, Mr CHAN Tze Ching, Ignatius, Mr CHEAH Cheng Hye, Ms FUNG Yuen Mei, Anita, Mr Rafael GIL-TIENDA, Dr HU Zuli, Fred, Mr HUNG Pi Cheng, Benjamin, Mr LEUNG Pak Hon, Hugo, Ms MA Xuezheng, Mary, Mr John Mackay McCulloch WILLIAMSON and Mr YIU Kin Wah, Stephen, and one Executive Director, Mr LI Xiaojia, Charles, who is also the Chief Executive of HKEX.