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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 2026 Annual General Meeting and Changes in Directorate

Poll Results of the 2026 Annual General Meeting

Hong Kong Exchanges and Clearing Limited (“HKEX”) announces that at its Annual General Meeting held on 29 April 2026 (“AGM”), all proposed resolutions as set out in the notice of AGM dated 18 March 2026 (“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, and HKEX did not hold any treasury shares (including any treasury shares held or deposited with Central Clearing and Settlement System). 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 Listing Rules.

Computershare Hong Kong Trustees Limited, being the trustee holding unvested Shares awarded under the HKEX Employees’ Share Award Scheme (“Scheme”), held 3,880,805 Shares as at the date of this announcement and was required to abstain from voting on all the proposed resolutions pursuant to Rule 17.05A of the Listing Rules and the Scheme Rules. As good corporate governance practice, all Non-executive Directors who are Shareholders abstained from voting on Resolutions 6(a) and 6(b) regarding adjustment of the remuneration of Non-executive Directors. Apart from the above, 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.

Ordinary Resolutions		Number of Votes (%) ¹		Passed by Shareholders
		For	Against	
1	To receive the audited financial statements for the year ended 31 December 2025 together with the Reports of the Directors and Auditor thereon	593,770,447 (99.30%)	4,202,239 (0.70%)	Yes
2(a)	To elect Kwok Pui Fong, Miranda as Director	597,313,690 (99.89%)	659,596 (0.11%)	Yes
2(b)	To elect Gordon Robert Halyburton Orr as Director	471,240,078 (78.81%)	126,732,808 (21.19%)	Yes
3	To appoint KPMG as the Auditor and to authorise the Directors to fix its remuneration ^{2,3}	595,933,050 (99.66%)	2,039,836 (0.34%)	Yes

Ordinary Resolutions		Number of Votes (%) ¹		Passed by Shareholders
		For	Against	
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 the passing of this Resolution ³	597,620,514 (99.94%)	352,072 (0.06%)	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 the passing of this Resolution, and the discount for any shares to be issued shall not exceed 10% ³	582,345,612 (97.39%)	15,627,574 (2.61%)	Yes
6(a)	To approve remuneration of HK\$3,675,000 and HK\$965,000 per annum respectively be payable to HKEX's Chairman and other Non-executive Directors for 2026/2027 or after ³	597,742,341 (99.96%)	229,078 (0.04%)	Yes
6(b)	To approve remuneration of (i) HK\$315,000 and HK\$190,000 per annum respectively be payable to the chairman and each of the other members (being Non-executive Directors of HKEX) of the Audit Committee, Remuneration Committee and Risk Committee of HKEX, and (ii) HK\$265,000 and HK\$180,000 per annum respectively be payable to the chairman and each of the other members (being Non-executive Directors of HKEX) of the Board Executive Committee, Corporate Responsibility Committee, Investment Committee, Listing Operation Governance Committee, and Nomination and Governance Committee of HKEX, for 2026/2027 or after ³	597,717,336 (99.96%)	254,083 (0.04%)	Yes

Notes:

- 1 All percentages are rounded to two decimal places.
- 2 The appointment of KPMG as HKEX's auditor ("Auditor") takes effect immediately upon the retirement of PricewaterhouseCoopers ("PwC") at the conclusion of the AGM. HKEX has received a confirmation letter from PwC confirming that there are no matters in connection with its retirement as the Auditor, which need to be brought to the attention of the Shareholders. The Board also confirmed that there are no matters in connection with the change of the Auditor which need to be brought to the attention of the Shareholders.
- 3 The full text of Resolutions 3 to 6 is set out in the AGM Notice.

HKEX's share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the poll at the AGM.

Changes in Directorate

Mr Cheah Cheng Hye, Mrs Susan Chow and Mr Hugo Leung retired from the Board of Directors of HKEX ("Board") after the conclusion of the AGM. Ms Miranda Kwok and Mr Gordon Orr were elected as Directors 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 2029. As announced on 27 February 2026, the appointment of Mr Clement Chan as a Director by the Hong Kong Government took effect from the conclusion of the AGM and his term of office shall be approximately two years until the conclusion of the annual general meeting of HKEX to be held in 2028.

The Board would like to express its sincere gratitude to Mr Cheah, Mrs Chow and Mr Leung for their valuable contributions to HKEX during their tenure of office. Mr Cheah, Mrs Chow and Mr Leung have each 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 the attention of the Shareholders.

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

CHAN, Clement Kam Wing BBS, MH, JP (aged 67)

Independent Non-executive Director

- Other positions held with HKEX group
- HKEX – member of Audit Committee, Investment Committee and Listing Operation Governance Committee
- Other major offices
- Nina Wang Charity Management Limited (“NWCML”) ¹ – member of board of governors (2025~)
 - H Capital – non-executive director and advisor to the board (2025~)
 - BDO Limited – senior advisor to the board (2024~)
- Past offices
- The Hong Kong Mortgage Corporation Limited – non-executive director (2019-2025)
 - BDO Limited – managing director of assurance (2009-2024)
 - Zhuzhou CRRC Times Electric Co., Ltd.* – independent non-executive director (2006-2023)
 - Securities and Futures Commission – non-executive director (2019-2021)
 - Asian-Oceanian Standard-Settlers Group – chairman (2014-2015)
 - Hong Kong Institute of Certified Public Accountants – president (2014)
 - Shu Lun Pan Horwath Hong Kong CPA Limited – managing director (1999-2009) and audit director (1996-1999)
- Public service
- Independent Commission on Remuneration for Members of the Executive Council and the Legislature, and Officials under the Political Appointment System of the Hong Kong Special Administrative Region – member (2026~)
 - Hong Kong Institute of Directors Limited – director (2025~)
 - Hong Kong Monetary Authority – member of the Exchange Fund Advisory Committee (2025~) and the Governance Sub-Committee (2025~)
 - Hong Kong University Grants Committee – member (2025~)
 - Consumer Council – chairman (2022~)
 - Accounting and Financial Reporting Council – member of advisory committee (2022~)
 - Inspector to investigate into the affairs of Next Digital Limited [#] (2021~)
 - Hong Kong Association of Registered Public Interest Entity Auditors Limited – chairman (2021~)
 - UNSW Hong Kong Foundation Board – director (2014~)
- Qualifications
- Master of Commence (University of New South Wales, Australia)
 - Bachelor of Arts (City University, London, UK)
 - Fellow (Hong Kong Institute of Certified Public Accountants) (Practising)
 - Fellow (The Institute of Chartered Accountants in England and Wales)
 - Honorary Fellow (Hong Kong Metropolitan University)

* Listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange” or “SEHK”)

Formerly listed on the Stock Exchange

¹ NWCML has been appointed as the trustee of The Nina and Teddy Wang Charitable Trust (“Trustee”) under a scheme approved by the Hong Kong High Court, which governs how the Chinachem group of companies should be operated and managed by the Trustee.

Mr Peter Brien, an incumbent HKEX Director, was appointed in 2024 as the chairman of Chinachem Group Holdings Limited, the holding company of Chinachem group whose operations are currently under the oversight of court appointed administrators. Another incumbent HKEX Director, Mr Joseph Yam, has been appointed as a member of the supervisory managing organisation responsible for supervising the operation of the Trustee. Upon commencement of its operations, the Trustee will assume the ownership and oversight of the Chinachem group.

KWOK Pui Fong, Miranda JP (aged 65)

Independent Non-executive Director

- Other positions held with HKEX group
- HKEX – member of Board Executive Committee, Listing Operation Governance Committee, Risk Committee and Risk Management Committee (statutory) ¹
 - SEHK – member of Listing Nominating Committee
- Other major offices
- China Construction Bank (Asia) Corporation Limited ² (“CCBA”) – non-executive director (2022~)
 - Hong Kong Institute of Bankers – honorary advisor (2022~)
- Past offices
- CCBA ² (1996-2022): various positions including executive director (2007-2022) ³, president (2010-2022), chief executive officer (2010-2013), chief risk officer (2005-2008) and chief credit officer (1996-2005)
- Public service
- Listing Policy Panel – member (2026~) ⁴
 - Independent Commission on Remuneration for Members of the Executive Council and the Legislature, and Officials under the Political Appointment System of the Hong Kong Special Administrative Region – member (2026~)
 - Process Review Panel for the Securities and Futures Commission – chairman (2024~)
 - City University of Hong Kong – council member (2022~)
 - Standing Committee on Judicial Salaries and Conditions of Service – member (2021~)
 - Accounting and Financial Reporting Council – non-executive director (2018~)
- Qualifications
- Bachelor of Social Science (Economics and Management) (The University of Hong Kong)
 - Graduate of Graduate School of Retail Bank Management (Consumer Bankers Association, US)

¹ Ms Kwok has been appointed by the Hong Kong Government to serve as a member of Risk Management Committee (statutory) pursuant to section 65 of the Securities and Futures Ordinance since 2021.

² Formerly known as Bank of America (Asia) Limited

³ In November 2021, CCBA was fined HK\$8.50 million by the Hong Kong Monetary Authority (“HKMA”) for certain deficiencies identified by HKMA in CCBA’s controls and procedures to address money laundering and terrorist financing risks during relevant periods between 2013 and 2018, which contravened certain provisions of Anti-Money Laundering and Counter-Terrorist Financing Ordinance. For details, please refer to the HKMA’s press release issued on 19 November 2021 (<https://www.hkma.gov.hk/eng/news-and-media/press-releases/2021/11/20211119-5/>).

Ms Kwok was not personally subject to any disciplinary action from the HKMA or any other competent authority in respect of the above matter.

⁴ Appointment effective 29 April 2026

Gordon Robert Halyburton ORR (aged 63)

Independent Non-executive Director

- Other positions held with HKEX group
- HKEX – member of Audit Committee and Nomination and Governance Committee
- Other major offices
- EQT AB (listed on Nasdaq Stockholm) – independent non-executive director (2018~)
 - Meituan * – independent non-executive director (2018~)
 - Lenovo Group Limited * – independent non-executive director (2016~)
 - Swire Pacific Limited * – independent non-executive director (2015~)
 - Fidelity China Special Situations PLC (listed on London Stock Exchange) – non-executive director (2023~) ¹
 - China-Britain Business Council – director and vice chairman (2015-2024 and 2025~)

Past offices	<ul style="list-style-type: none"> • Sondrel (Holdings) plc (formerly listed on Alternative Investment Market of London Stock Exchange) – independent non-executive director (2022-2024) • Lenovo Group Limited * – non-executive director (2015-2016) • McKinsey & Company (1986-2015): various positions including member of global operating committee (2008-2015), member of global shareholder board (2003-2015), chairman, Asia (2009-2014), managing partner, Asia (2008-2014), and senior partner and managing partner, Greater China (1999-2015)
Qualifications	<ul style="list-style-type: none"> • Master of Arts (Engineering Science) (University of Oxford, UK) • Master of Business Administration (Harvard University, US)

* Listed on the Stock Exchange

1 Mr Orr will step down from the board of Fidelity China Special Situations PLC in July 2026.

Each of Mr Chan, Ms Kwok and Mr Orr has confirmed that he/she meets the independence criteria set out in Rule 3.13 of the Listing Rules. Each of Mr Chan, Ms Kwok and Mr Orr has 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.

As at the date of this announcement, each of Ms Kwok and Mr Orr has declared that he/she does not have any interests in the Shares, whilst Mr Chan has declared that he has an interest of 3,400 Shares (within the meaning of Part XV of the Securities and Futures Ordinance). 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.

Following the Shareholders' approval of Resolutions 6(a) and 6(b) at the AGM, the remuneration of Non-executive Directors for their service on the Board and, where applicable, on certain Board Committees is as follows:

	(HK\$)
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The Board	
– Chairman	3,675,000
– Other Non-executive Director	965,000
Audit Committee, Remuneration Committee and Risk Committee	
– Chairman	315,000
– Other member	190,000
Board Executive Committee, Corporate Responsibility Committee, Investment Committee, Listing Operation Governance Committee, and Nomination and Governance Committee	
– Chairman	265,000
– Other member	180,000
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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 Chan, Ms Kwok and Mr Orr 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 the attention of the Shareholders.

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

Hong Kong, 29 April 2026

Following the conclusion of the AGM, HKEX's Board of Directors comprises 12 Independent Non-executive Directors, namely Mr Carlson TONG (Chairman), Mr Nicholas Charles ALLEN, Mr Peter Wilhelm Hubert BRIEN, Mr CHAN Kam Wing, Clement, Mr CHAN Kin Por, Ms CHEUNG Ming Ming, Anna, Mr CHIA Pun Kok, Herbert, Ms DING Chen, Ms KWOK Pui Fong, Miranda, Mr Gordon Robert Halyburton ORR, 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.