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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 2012 Annual General Meeting and Changes in Directorate

Poll Results of the 2012 Annual General Meeting

At the Annual General Meeting of Hong Kong Exchanges and Clearing Limited (“HKEx”) held on 23 April 2012 (“AGM”), a poll was demanded by the Chairman for voting on all proposed resolutions as set out in the Notice of AGM dated 15 March 2012.

As at the date of the AGM, a total of 1,079,910,640 shares of HKEx 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 HKEx’s Board of Directors (“Board”).

The poll results are set out as follows:

Ordinary Resolutions		Number of Votes (%)		Passed by shareholders
		For	Against	
1	To receive the audited Financial Statements for the year ended 31 December 2011 together with the Reports of the Directors and Auditor thereon	365,303,310 (99.997%)	10,900 (0.003%)	Yes
2	To declare a final dividend of HK\$2.09 per share	367,166,926 (99.997%)	9,900 (0.003%)	Yes
3(a)	To elect Mr CHAN Tze Ching, Ignatius as Director	360,320,974 (99.844%)	563,543 (0.156%)	Yes
3(b)	To elect Mr John Mackay McCulloch WILLIAMSON as Director	366,796,609 (99.904%)	352,695 (0.096%)	Yes
4	To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the Directors to fix its remuneration	365,464,876 (99.534%)	1,711,950 (0.466%)	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*	357,882,454 (99.223%)	2,803,342 (0.777%)	Yes
6	To grant a general mandate to the Directors to allot, issue and deal with additional shares of HKEx, not exceeding 10% 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 10%*	352,224,593 (95.438%)	16,836,811 (4.562%)	Yes

Ordinary Resolutions		Number of Votes (%)		Passed by shareholders
		For	Against	
7(a)	To approve the remuneration of HK\$900,000 and HK\$600,000 per annum be payable to the Chairman and each of the other non-executive Directors respectively*	361,091,785 (99.555%)	1,613,219 (0.445%)	Yes
7(b)	To approve, in addition to the attendance fee of HK\$3,000 per meeting, the remuneration of HK\$120,000 and HK\$90,000 per annum be payable to the chairman and each of the other members (excluding any executive Director) of certain Board committees respectively*	361,325,514 (99.346%)	2,378,090 (0.654%)	Yes

* The full text of Resolutions 5 to 7 are set out in the Notice of AGM.

Messrs Ignatius Chan and John Williamson were re-elected as Directors, each for a term of approximately 3 years from 23 April 2012 until the conclusion of the annual general meeting to be held in 2015.

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

As announced on 10 April 2012, the appointment of Messrs Chow Chung Kong and Timothy Freshwater, and re-appointment of Mr Ronald Arculli as members of the Board took effect after the conclusion of the AGM. Pursuant to Article 111(2) of HKEx's Articles of Association, Mr Arculli, at the conclusion of the AGM, ceased to be the Chairman of the Board ("Chairman") after having served for 6 consecutive years. A further announcement will be issued upon the Board's appointment of the new Chairman. Mrs Laura Cha and Dr Moses Cheng retired from the Board after the conclusion of the AGM.

The Board would like to take this opportunity to record its note of thanks and sincere appreciation to Mr Arculli for his leadership and insightful counsel to HKEx for the past 6 years. His devoted commitment and guidance have been instrumental in steering HKEx to be one of the most successful international exchanges. The Board would also like to express its sincere gratitude to Mrs Cha and Dr Cheng for their contribution, devotion and invaluable advice to HKEx during their 6 years of service on the Board.

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

Hong Kong, 23 April 2012

Following the conclusion of the AGM, the Board comprises 12 Independent Non-executive Directors, namely Mr Ronald Joseph ARCULLI, Mr CHAN Tze Ching, Ignatius, Mr CHOW Chung Kong, Mr Timothy George FRESHWATER, 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 HKEx's Chief Executive.