

HSBC HOLDINGS PLC
Form 6-K
April 20, 2018

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a - 16 or 15d - 16 of

the Securities Exchange Act of 1934

For the month of April 2018

HSBC Holdings plc

42nd Floor, 8 Canada Square, London E14 5HQ, England

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F).

Form 20-F Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934).

Yes No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-).

HSBC Holdings plc

Poll results of 2018 Annual General Meeting

20 April 2018

1. Poll Results

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HSBC Holdings plc (the Company) announces that at its Annual General Meeting (AGM) held today, all resolutions as set out in the Notice of AGM were passed on a poll.

Resolutions 1 to 7, 10, 12 and 14 were passed as ordinary resolutions and resolutions 8, 9, 11, 13, 15 and 16 were passed as special resolutions.

The following table shows the votes cast on each resolution:

| | VOTES FOR | % OF VOTES CAST | VOTES AGAINST | % OF VOTES CAST | VOTES TOTAL | % of ISC VOTED* | VOTES WITHHELD |
|---|----------------|-----------------------|---------------|-----------------------|----------------|--------------------|----------------|
| 1. To receive the Annual Report & Accounts 2017 | 10,226,596,956 | 98.64 | 141,043,343 | 1.36 | 10,367,640,299 | 51.60 | 38,163,205 |
| 2. To approve the Directors' Remuneration Report | 10,062,767,783 | 97.00 | 311,311,586 | 3.00 | 10,374,079,369 | 51.63 | 31,562,311 |
| 3. (a) To elect Mark Tucker as a Director | 10,330,092,481 | 99.50 | 52,008,792 | 0.50 | 10,382,101,273 | 51.67 | 23,639,008 |
| 3. (b) To elect John Flint as a Director | 10,377,973,227 | 99.96 | 4,285,743 | 0.04 | 10,382,258,970 | 51.67 | 23,466,948 |
| 3. (c) To re-elect Kathleen Casey as a Director | 10,366,280,527 | 99.85 | 15,539,533 | 0.15 | 10,381,820,060 | 51.67 | 23,816,963 |
| 3. (d) To re-elect Laura Cha as a Director | 10,170,810,041 | 97.97 | 210,745,135 | 2.03 | 10,381,555,176 | 51.67 | 24,163,714 |
| 3. (e) To re-elect Henri de Castries as a Director | 10,255,700,573 | 98.79 | 125,604,226 | 1.21 | 10,381,304,799 | 51.67 | 24,430,473 |
| 3. (f) To re-elect Lord Evans of Weardale as a Director | 10,227,891,258 | 98.52 | 153,474,916 | 1.48 | 10,381,366,174 | 51.67 | 24,302,847 |
| 3. (g) To re-elect Irene Lee as a Director | 9,994,152,442 | 97.61 | 244,846,461 | 2.39 | 10,238,998,903 | 50.96 | 165,504,938 |
| 3. (h) To re-elect Iain Mackay as a Director | 10,347,812,273 | 99.67 | 34,439,107 | 0.33 | 10,382,251,380 | 51.67 | 23,443,487 |
| 3. (i) To re-elect Heidi Miller as a Director | 10,327,414,585 | 99.47 | 54,540,073 | 0.53 | 10,381,954,658 | 51.67 | 23,731,677 |
| 3. (j) To re-elect Marc Moses as a Director | 10,368,726,536 | 99.87 | 13,433,578 | 0.13 | 10,382,160,114 | 51.67 | 23,521,078 |

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| | | | | | | | |
|--|----------------|-------|-------------|------|----------------|-------|-------------|
| 3. (k) To re-elect David Nish as a Director | 10,156,962,368 | 97.84 | 224,305,040 | 2.16 | 10,381,267,408 | 51.67 | 24,231,475 |
| 3. (l) To re-elect Jonathan Symonds as a Director | 10,232,902,376 | 98.56 | 149,108,809 | 1.44 | 10,382,011,185 | 51.67 | 23,671,420 |
| 3. (m) To re-elect Jackson Tai as a Director | 10,171,729,012 | 97.98 | 209,624,209 | 2.02 | 10,381,353,221 | 51.67 | 24,162,140 |
| 3. (n) To re-elect Pauline van der Meer Mohr as a Director | 10,301,813,639 | 99.23 | 80,040,323 | 0.77 | 10,381,853,962 | 51.67 | 23,827,340 |
| 4. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company | 10,244,427,173 | 99.83 | 17,329,134 | 0.17 | 10,261,756,307 | 51.07 | 142,703,478 |
| 5. To authorise the Group Audit Committee to determine the remuneration of the Auditor | 10,373,741,533 | 99.91 | 9,077,320 | 0.09 | 10,382,818,853 | 51.67 | 22,884,528 |
| 6. To authorise the Company to make political donations | 10,025,815,337 | 97.85 | 219,927,236 | 2.15 | 10,245,742,573 | 50.99 | 158,678,380 |
| 7. To authorise the Directors to allot shares | 9,671,579,876 | 93.16 | 709,766,729 | 6.84 | 10,381,346,605 | 51.67 | 24,375,684 |
| 8. To disapply pre-emption rights | 10,286,661,787 | 99.20 | 82,743,533 | 0.80 | 10,369,405,320 | 51.61 | 36,275,845 |
| 9. To further disapply pre-emption rights for acquisitions | 9,943,168,737 | 95.91 | 424,457,409 | 4.09 | 10,367,626,146 | 51.60 | 38,049,043 |
| 10. To authorise the Directors to allot any repurchased shares | 9,889,119,279 | 95.26 | 492,077,720 | 4.74 | 10,381,196,999 | 51.67 | 24,546,551 |
| 11. To authorise the Company to purchase its own ordinary shares | 10,224,548,018 | 98.49 | 156,278,090 | 1.51 | 10,380,826,108 | 51.66 | 24,944,508 |
| 12. To authorise the Directors to allot equity securities in relation to | 10,032,476,475 | 96.69 | 343,011,973 | 3.31 | 10,375,488,448 | 51.64 | 30,127,528 |

Contingent Convertible Securities

| | | | | | | | |
|--|----------------|-------|-------------|------|----------------|-------|------------|
| 13. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities | 9,932,066,757 | 95.70 | 446,533,903 | 4.30 | 10,378,600,660 | 51.65 | 31,012,129 |
| 14. To authorise the Directors to offer a scrip dividend alternative | 9,791,598,321 | 94.32 | 589,873,959 | 5.68 | 10,381,472,280 | 51.67 | 24,195,211 |
| 15. To approve amendments to the Articles of Association | 10,375,248,543 | 99.95 | 5,077,421 | 0.05 | 10,380,325,964 | 51.66 | 25,379,669 |
| 16. To approve general meetings (other than annual general meetings) being called on 14 clear days' notice | 9,582,513,873 | 92.31 | 798,465,839 | 7.69 | 10,380,979,712 | 51.67 | 24,755,956 |

*based on total issued share capital (ISC) (excluding 325,273,407 ordinary shares held in treasury) as at 12.01am (London time) on Thursday 19 April 2018.

2. Board changes

Phillip Ameen, Joachim Faber and John Lipsky retired from the Board at the conclusion of the AGM. For the purposes of section 430(2B) of the Companies Act 2006, they will each receive their pro-rata entitlement to non-executive director fees for the month of April 2018 and are not entitled to any payments for loss of office.

3. Other

- Computershare Investor Services PLC, the Company's Share Registrar, acted as scrutineer of the poll on all resolutions.
 - Copies of the special resolutions passed at the AGM have been submitted to the UK Listing Authority, and will shortly be available for inspection at the UK Listing Authority's National Storage Mechanism which is located at <http://www.morningstar.co.uk/uk/NSM>.
 - As at 12.01am (London time) on Thursday 19 April 2018, the total number of issued ordinary shares of US\$0.50 each entitling the holders to attend and vote on all the resolutions at the AGM was 20,092,674,216 which excludes 325,273,407 ordinary shares held in treasury.
- A 'vote withheld' is not a vote in law and is therefore not counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

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- In accordance with Rule 13.40 of the Hong Kong Listing Rules there were no shares entitling the holder to attend and abstain from voting in favour of any of the resolutions. No shareholder was required under the Hong Kong Listing Rules to abstain from voting.

As at the time of this announcement, the following are Directors of the Company:

Mark Tucker*, John Flint, Kathleen Casey†, Laura Cha†, Henri de Castries†, Lord Evans of Weardale†, Irene Lee†, Iain Mackay, Heidi Miller†, Marc Moses, David Nish†, Jonathan Symonds†, Jackson Tai† and Pauline van der Meer Mohr†.

* Non-executive Group Chairman

†Independent non-executive Director

For and on behalf of
HSBC Holdings plc

Ben J S Mathews
Group Company Secretary

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HSBC Holdings plc

By:

Name: Ben J S Mathews

Title : Group Company Secretary

Date: 20 April 2018