

HSBC HOLDINGS PLC  
Form 6-K  
April 12, 2019

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

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-).

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12 April 2019

(Hong Kong Stock Code: 5)

HSBC Holdings plc

Poll results of 2019 Annual General Meeting  
and  
Changes to Board and Committee Composition

## 1. Poll Results

Following its Annual General Meeting ("AGM") held today, HSBC Holdings plc (the "Company") announces the results of the poll vote for each of the resolutions set out in the Notice of AGM.

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

In line with the Board's recommendation, resolution 17 was not passed.

The following table shows the votes cast on each resolution:

|  | VOTES<br>FOR  | % OF<br>VOTES<br>CAST | VOTES<br>AGAINST | % OF<br>VOTES<br>CAST | VOTES<br>TOTAL | % of<br>ISC<br>VOTED* | VOTES<br>WITHHELD |
|--|---------------|-----------------------|------------------|-----------------------|----------------|-----------------------|-------------------|
| 1. To receive the Annual Report and Accounts 2018  | 9,674,201,216 | 99.01                 | 96,825,219       | 0.99                  | 9,771,026,435  | 48.29%                | 60,936,044        |
| 2. To approve the Directors' Remuneration Report   | 9,474,837,851 | 96.81                 | 312,644,682      | 3.19                  | 9,787,482,533  | 48.37%                | 44,564,150        |
| 3. To approve the Directors' Remuneration Policy   | 9,525,856,097 | 97.36                 | 258,383,075      | 2.64                  | 9,784,239,172  | 48.35%                | 47,468,297        |
| 4. (a) To elect Ewen Stevenson as a Director       | 9,755,977,676 | 99.68                 | 31,795,917       | 0.32                  | 9,787,773,593  | 48.37%                | 44,140,004        |
| 4. (b) To elect José Antonio Meade as a Director   | 9,778,410,299 | 99.91                 | 9,233,057        | 0.09                  | 9,787,643,356  | 48.37%                | 44,375,808        |
| 4. (c) To re-elect Kathleen Casey as a Director    | 9,780,494,217 | 99.92                 | 7,509,360        | 0.08                  | 9,788,003,577  | 48.37%                | 44,025,601        |
| 4. (d) To re-elect Laura Cha as a Director         | 9,677,746,516 | 99.70                 | 29,510,137       | 0.30                  | 9,707,256,653  | 47.97%                | 124,359,058       |
| 4. (e) To re-elect Henri de Castries as a Director | 9,774,439,657 | 99.86                 | 13,517,926       | 0.14                  | 9,787,957,583  | 48.37%                | 44,071,950        |
| 4. (f) To re-elect John Flint as a Director        | 9,777,490,853 | 99.89                 | 10,688,230       | 0.11                  | 9,788,179,083  | 48.37%                | 43,876,986        |
| 4. (g) To re-elect Irene Lee as a Director         | 9,391,827,076 | 96.75                 | 315,426,400      | 3.25                  | 9,707,253,476  | 47.97%                | 124,325,766       |
|  | 9,779,982,893 | 99.92                 | 8,060,687        | 0.08                  | 9,788,043,580  | 48.37%                | 43,986,647        |

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|  |               |       |             |      |               |        |             |
|--|---------------|-------|-------------|------|---------------|--------|-------------|
| 4. (h) To re-elect Heidi Miller as a Director  |               |       |             |      |               |        |             |
| 4. (i) To re-elect Marc Moses as a Director  | 9,770,900,194 | 99.83 | 17,076,778  | 0.17 | 9,787,976,972 | 48.37% | 44,050,680  |
| 4. (j) To re-elect David Nish as a Director  | 9,768,905,125 | 99.81 | 19,027,257  | 0.19 | 9,787,932,382 | 48.37% | 44,098,215  |
| 4.(k) To re-elect Jonathan Symonds as a Director   | 9,764,731,591 | 99.87 | 12,507,411  | 0.13 | 9,777,239,002 | 48.32% | 54,791,595  |
| 4. (l) To re-elect Jackson Tai as a Director   | 9,707,983,604 | 99.18 | 79,974,985  | 0.82 | 9,787,958,589 | 48.37% | 44,084,082  |
| 4. (m) To re-elect Mark Tucker as a Director   | 9,702,837,721 | 99.13 | 85,006,701  | 0.87 | 9,787,844,422 | 48.37% | 44,224,053  |
| 4. (n) To re-elect Pauline van der Meer Mohr as a Director   | 9,646,222,373 | 99.37 | 60,914,585  | 0.63 | 9,707,136,958 | 47.97% | 124,423,553 |
| 5. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company                                      | 9,716,925,652 | 99.37 | 61,308,695  | 0.63 | 9,778,234,347 | 48.32% | 53,896,901  |
| 6. To authorise the Group Audit Committee to determine the remuneration of the Auditor                     | 9,715,078,488 | 99.36 | 62,772,096  | 0.64 | 9,777,850,584 | 48.32% | 54,294,647  |
| 7. To authorise the Company to make political donations  | 9,626,197,572 | 98.36 | 160,231,018 | 1.64 | 9,786,428,590 | 48.36% | 45,677,741  |
| 8. To authorise the Directors to allot shares  | 9,344,140,035 | 95.47 | 443,333,642 | 4.53 | 9,787,473,677 | 48.37% | 44,560,899  |
| 9. To disapply pre-emption rights  | 9,714,008,674 | 99.30 | 68,237,194  | 0.70 | 9,782,245,868 | 48.34% | 49,730,809  |
| 10. To further disapply pre-emption rights for acquisitions  | 9,499,938,029 | 97.11 | 282,358,820 | 2.89 | 9,782,296,849 | 48.34% | 49,704,046  |
| 11. To authorise the Directors to allot any repurchased shares   | 9,577,041,099 | 97.90 | 205,697,256 | 2.10 | 9,782,738,355 | 48.34% | 49,370,601  |
| 12. To authorise the Company to purchase its own shares  | 9,682,853,068 | 98.94 | 104,015,688 | 1.06 | 9,786,868,756 | 48.36% | 45,283,343  |
| 13. To authorise the Directors to allot equity securities in relation to Contingent Convertible Securities | 9,659,457,457 | 98.73 | 123,937,719 | 1.27 | 9,783,395,176 | 48.35% | 48,708,130  |
| 14. To disapply pre-emption rights in relation to the issue of Contingent Convertible Securities           | 9,586,285,969 | 98.00 | 195,847,944 | 2.00 | 9,782,133,913 | 48.34% | 49,895,848  |
| 15. To authorise the Directors to offer a scrip dividend alternative                                       | 9,736,625,329 | 99.90 | 9,756,320   | 0.10 | 9,746,381,649 | 48.16% | 82,496,139  |
|  | 8,973,026,189 | 91.69 | 813,759,807 | 8.31 | 9,786,785,996 | 48.36% | 45,334,926  |

16.To call general meetings  
(other than an AGM) on 14  
clear days' notice

17.Shareholder requisitioned  
resolution regarding the 342,338,842 3.54 9,337,601,518 96.46 9,679,940,360 47.84% 125,728,355  
Midland Bank defined  
benefit pension scheme

\* based on total issued share capital (the "ISC") (excluding 325,273,407 ordinary shares held in treasury) as at  
12.01am (London time) on Thursday 11 April 2019.

## 2. Board & Committee Changes

Lord Evans of Weardale retired from the Board at the conclusion of the AGM. For the purposes of section 430(2B) of the Companies Act 2006, he will receive his pro-rata entitlement to non-executive director fees for the month of April 2019 and is not entitled to any payments for loss of office.

As a consequence of Lord Evans' retirement from the Board, Jackson Tai has been appointed as the Chair, and Kathleen Casey has been appointed as a member, of the Financial System Vulnerabilities Committee with effect from the conclusion of the AGM.

## 3. Other

- Computershare Investor Services PLC, the Company's Share Registrar, acted as scrutineer of the poll on all resolutions.

- Copies of the resolutions passed at the AGM (other than resolutions concerning ordinary business) 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 11 April 2019, 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 20,235,585,854, 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.

- 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†, Irene Lee†, José Meade†, Heidi Miller†, Marc Moses, David Nish†, Ewen Stevenson, 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: 12 April 2019