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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)

Changes in Directorate

Hong Kong Exchanges and Clearing Limited (“HKEx”) welcomes the Government’s appointment of Mrs Leung Ko May Yee, Margaret as a member of HKEx’s board of directors (“Board”) for a term of approximately 2 years from the conclusion of HKEx’s annual general meeting (“AGM”) to be held on 24 April 2013 (“2013 AGM”) until the end of the AGM to be held in 2015, and re-appointment of Messrs John Barrie Harrison, Hui Chiu Chung, Stephen and Lee Tze Hau, Michael each for a term of approximately 2 years from the conclusion of the 2013 AGM until the end of the AGM to be held in 2015.

Mrs Leung is appointed to succeed Mr Ronald Joseph Arculli who shall retire from the Board after the conclusion of the 2013 AGM. The Board would like to take this opportunity to extend special appreciation and acknowledgement to Mr Arculli for his leadership and invaluable advice during his service as the Chairman and a member of the Board.

Biographical information of Mrs Leung is set out below:

Mrs Margaret Leung Ko May Yee SBS JP (aged 60)

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| Other major offices | <ul style="list-style-type: none">• First Pacific Company Limited* – independent non-executive director (2012~)• Li & Fung Limited* – independent non-executive director (2013~)• Sun Hung Kai Properties Limited* – independent non-executive director (2013~) |
| Past offices | <ul style="list-style-type: none">• Hang Seng Bank Limited* – vice-chairman and chief executive (2009-2012)• HSBC Group – Global Co-Head, Commercial Banking (2003-2009)• HSBC Holdings plc* – Group General Manager (2005-2012)• Hutchison Whampoa Limited* – independent non-executive director (2009-2012)• Swire Pacific Limited* – independent non-executive director (2008-2012)• Wells Fargo HSBC Trade Bank, NA – director (2007-2010) |
| Public service | <ul style="list-style-type: none">• Banking Review Tribunal – member (2013~)• Hospital Authority – member of the Board and its Finance Committee (2011~)• Independent Commission on Remuneration for Members of the Executive Council and the Legislature, and Officials under the Political Appointment System of the HKSAR – member (2012~)• Securities and Futures Commission – member of the Advisory Committee (2009~)• Standing Committee on Disciplined Services Salaries and Conditions of Service – member and chairman of its Police Sub-Committee (2009~)• Steering Committee on Strategic Review on Healthcare Manpower Planning and Professional Development – member (2012~) |

- **The Guangzhou Municipal Committee of the Chinese People’s Political Consultative Conference** – member (2008~)
- **The Henan Provincial Committee of the Chinese People’s Political Consultative Conference** – member of Standing Committee (2009~)
- **The National Committee of the Chinese People’s Political Consultative Conference** – member (2013~)

Qualification

- **Bachelor in Economics, Accounting and Business Administration**
(The University of Hong Kong)

* Currently listed on The Stock Exchange of Hong Kong Limited

The respective biographies of the incumbent Directors, Messrs Harrison, Hui and Lee are available on the HKEx website (www.hkex.com.hk).

Mrs Leung and Messrs Harrison, Hui and Lee all confirmed that they meet the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

As at the date of this announcement, Mrs Leung has an interest of 5,000 shares in HKEx, whilst Messrs Harrison, Hui and Lee do not have any interests in the shares of HKEx within the meaning of Part XV of the Securities and Futures Ordinance. All of them further declare that they do not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of HKEx and any service contract with any member of the HKEx group of companies.

The current remuneration of a non-executive Director is HK\$600,000 (as a Board member) or HK\$900,000 (if elected as the Chairman) per annum. If a non-executive Director is appointed by the Board to serve on any of the Audit Committee, Executive Committee, Investment Advisory Committee and Remuneration Committee, he or she is entitled to an additional fee of HK\$120,000 and HK\$90,000 per annum for being the chairman or a member of each of the said committees respectively, and an attendance fee of HK\$3,000 per meeting. The remuneration is payable to Directors for services rendered by each of them for the period between the conclusion of each AGM and the conclusion of the AGM to be held in the immediately following year until shareholders otherwise determine, provided that such remuneration be payable in proportion to the period of service in the case of a Director who has not served the entire period.

Save for disclosed above, Mrs Leung and Messrs Harrison, Hui and Lee all 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 their appointments that need to be brought to the attention of shareholders.

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

Hong Kong, 2 April 2013

As at the date of this announcement, the Board comprises 12 Independent Non-executive Directors, namely Mr CHOW Chung Kong (Chairman), Mr Ronald Joseph ARCULLI, Mr CHAN Tze Ching, Ignatius, 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 the Chief Executive of HKEx.