

Pursuant to Chapter 38 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Securities and Futures Commission regulates Hong Kong Exchanges and Clearing Limited in relation to the listing of its shares on The Stock Exchange of Hong Kong Limited. The Securities and Futures Commission takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 Code: 388)

Changes in Directorate

Hong Kong Exchanges and Clearing Limited (“HKEX”) welcomes the Government’s appointment of Mrs Cha May-Lung, Laura and Mr Hung Pi Cheng, Benjamin as members of HKEX’s Board of Directors (“Board”), each for a term of approximately two years from the conclusion of HKEX’s annual general meeting (“AGM”) to be held in 2018 (“2018 AGM”) until the end of the AGM to be held in 2020.

Messrs C K Chow and Tim Freshwater will retire from the Board after the conclusion of the 2018 AGM. The Board thanks and expresses sincere appreciation to Mr Chow, the Chairman for his leadership and great contributions to the HKEX group. During his six years of service on the Board, he has upheld shareholder value and played a pivotal role in steering HKEX to achieving many strategic milestones, including the acquisition of The London Metal Exchange, mutual market access schemes, as well as the listing regime reform. The Board also expresses its deep gratitude to Mr Freshwater for his valuable contribution and advice to the Board over the past years.

The biographies of Mrs Cha and Mr Hung are set out below:

CHA May-Lung, Laura GBM, GBS, JP (aged 68)

Other major offices

- China Telecom Corporation Limited* – independent non-executive director (2008~)
- HSBC Holdings plc* – independent non-executive director (2011~)
- Unilever N.V. (listed on the Euronext Amsterdam and New York Stock Exchange) – non-executive director (2013~)
- Unilever PLC (listed on the London Stock Exchange and New York Stock Exchange) – non-executive director (2013~)
- The Hongkong and Shanghai Banking Corporation Limited – independent non-executive director (2004~) and deputy chairman (2007~)

Past offices

- HKEX – independent non-executive director (2006-2012)
- Securities and Futures Commission (“SFC”) (1991-2001: deputy chairman (1998-2001), executive director (1994-2001), senior director (1993-1994) and assistant director (1991-1993))

- Public service
- China Securities Regulatory Commission – vice-chairman of International Advisory Council (2004~)
 - China Banking Regulatory Commission – member of International Advisory Council (2013~)
 - Executive Council of the Hong Kong Special Administrative Region (“HKSAR”) – non-official member (2004~)
 - Financial Leaders Forum – member (2017~)
 - Financial Services Development Council – Chairman (2013~)
 - The 12th National People’s Congress of the People’s Republic of China – HKSAR deputy (2013-2018)
- Qualifications
- Bachelor of Arts (University of Wisconsin, United States (“US”))
 - Juris Doctor (Santa Clara University, US)
 - State Bar of California (US)
 - Honorary fellow (Hong Kong Securities and Investment Institute)

* Listed on The Stock Exchange of Hong Kong Limited

The following particulars relating to Mrs Cha are disclosed pursuant to Rule 13.51(2)(n)(iv) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”):

- (i) In September 2016, The Hongkong and Shanghai Banking Corporation Limited (“HSBC”) was reprimanded and fined HK\$2.5 million by the SFC for failing to comply with the Securities and Futures (Contracts Limits and Reportable Positions) Rules by holding Hang Seng China Enterprises Index futures and options contracts in excess of the prescribed limit from 26 May 2014 to 1 August 2014, and to put in place adequate measures to ensure compliance with the prescribed position limit as required under the Code of Conduct for Persons Licensed by and Registered with the SFC. SFC noted that HSBC had since then taken steps to strengthen its internal controls on monitoring of position limit. (For details, please refer to the SFC’s enforcement news issued on 14 September 2016. (<http://www.sfc.hk/edistributionWeb/gateway/EN/news-and-announcements/news/enforcement-news/doc?refNo=16PR92>))
- (ii) Further, HSBC Holdings plc (“HSBC plc”) and its subsidiaries have been parties to regulatory matters in a number of jurisdictions arising out of HSBC plc normal business operations. Material instances of fines, censure or other reprimands are detailed in the HSBC plc annual and interim reports which can be accessed via the following link: <http://www.hsbc.com/investor-relations/group-results-and-reporting>

Mrs Cha was appointed as an independent non-executive director of HSBC on 1 October 2004 and an independent non-executive director of HSBC plc on 1 March 2011. She was not personally subject to any disciplinary action or public reprimand from the SFC or any other competent authority in respect of the above matters.

HUNG Pi Cheng, Benjamin BBS, JP (aged 53)

- Other major offices
- Standard Chartered Bank – regional chief executive officer, Greater China & North Asia (2015~) and chief executive officer of retail banking (2017~)
 - Standard Chartered Bank (China) Limited – chairman (2015~)
 - Standard Chartered Bank (Hong Kong) Limited – chairman (2014~)
 - Standard Chartered Bank (Taiwan) Limited – chairman (2014~)

- | | |
|----------------|--|
| Past offices | <ul style="list-style-type: none"> • HKEX – member of Risk Management Committee (statutory) (2008-2010 and 2014) • Standard Chartered Bank (Hong Kong) Limited (1992-2015: chief executive officer, Greater China (2014-2015) and chief executive officer and executive director, Hong Kong (2008-2014)) |
| Public service | <ul style="list-style-type: none"> • Exchange Fund Advisory Committee – member (2009~) • Financial Services Development Council – member (2013~) • Hong Kong Institute for Monetary Research – director (2011~) • Hong Kong Trade Development Council – member of the Belt and Road Committee (2017~) • Hong Kong-United States Business Council – member (2016~) |
| Qualifications | <ul style="list-style-type: none"> • Bachelor of Arts (Business Administration) (University of Washington, US) • Master of Business Administration (University of Toronto, Canada) |

The following particulars relating to Mr Hung are disclosed pursuant to Rule 13.51(2)(n)(iv) of the Listing Rules:

In January 2017, MIS Services Limited (formerly known as Standard Chartered Investment Services Limited) (“SCIS”) was reprimanded and fined HK\$3 million by the SFC for failing to ensure there were in place at all times key personnel who met the minimum experience of five years in managing retirement funds or public funds as required under the SFC Code on MPF Products and Fund Manager Code of Conduct from October 2000 to July 2015. At all material times, SCIS was a wholly-owned subsidiary of Standard Chartered Bank (Hong Kong) Limited. (For details, please refer to the SFC’s enforcement news issued on 3 January 2017. (<http://www.sfc.hk/edistributionWeb/gateway/EN/news-and-announcements/news/enforcement-news/doc?refNo=17PR1>))

Although Mr Hung was a director of SCIS at the relevant time, he was not personally subject to any disciplinary action or public reprimand from the SFC or any other competent authority in respect of the above matter.

Mrs Cha and Mr Hung both confirmed that they meet the independence criteria as set out in Rule 3.13 of the Listing Rules.

As at the date of this announcement, Mrs Cha declared that she has an interest of 1,000 shares of HKEX (within the meaning of Part XV of the Securities and Futures Ordinance) whilst Mr Hung declared that he does not have any interests in shares of HKEX. Both of them further declared 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. None of the newly appointed Directors has a service contract with any member of the HKEX group.

The current remuneration of Non-executive Directors for their service on the Board and, where applicable, on certain of its committees is set out below.

	(HK\$)
<hr/>	
The Board	
– Chairman	2,100,000
– Other Non-executive Director	700,000
Audit Committee	
– Chairman	200,000
– Other member	120,000
– Attendance fee per meeting	3,000
Executive Committee, Investment Advisory Committee, Project Oversight Committee, Remuneration Committee and Risk Committee	
– Chairman	180,000
– Other member	120,000
– Attendance fee per meeting	3,000
<hr/>	

The remuneration is payable to Non-executive Directors for service 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 Non-executive Director who has not served the entire period.

Save for disclosed above, Mrs Cha and Mr Hung both 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 appointment that need to be brought to the attention of shareholders.

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

Hong Kong, 12 February 2018

As at the date of this announcement, the Board comprises 12 Independent Non-executive Directors, namely Mr CHOW Chung Kong (Chairman), Mr Apurv BAGRI, Mr CHAN Tze Ching, Ignatius, Mr CHEAH Cheng Hye, Mr Timothy George FRESHWATER, Ms FUNG Yuen Mei, Anita, Mr Rafael GIL-TIENDA, Dr HU Zuli, Fred, Mrs LEUNG KO May Yee, Margaret, Mr LEUNG Pak Hon, Hugo, Mr John Mackay McCulloch WILLIAMSON, and Mr YIU Kin Wah, Stephen, and one Executive Director, Mr LI Xiaojia, Charles, who is also HKEX's Chief Executive.