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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)

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## Changes in Directorate

Hong Kong Exchanges and Clearing Limited (“HKEX”) welcomes the Government’s appointment of Mr Stephen Yiu, and re-appointment of Ms Anita Fung, Mr Rafael Gil-Tienda and Mrs Margaret Leung 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 on 26 April 2017 (“2017 AGM”) until the end of the AGM to be held in 2019.

Mr Yiu is appointed to succeed Mr John Harrison who will retire from the Board after the conclusion of the 2017 AGM. The Board would like to take this opportunity to express its gratitude to Mr Harrison for his dedicated support and invaluable contributions to HKEX over the past six years’ service, in particular, in his role as the chairman of HKEX’s Audit Committee, and his involvement in The London Metal Exchange’s and LME Clear Limited’s boards and committees.

The biography of Mr Yiu is set out below:

### **Yiu Kin Wah, Stephen** (aged 56)

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|----------------|---|
| Past offices   | <ul style="list-style-type: none"><li>• KPMG China (including Hong Kong) (1983-2015: chairman and chief executive officer (2011-2015), deputy chairman (2010-2011), audit partner-in-charge (2007-2010), and partner (1994-2015) )</li><li>• KPMG International – member of executive committee and board (2011-2015)</li><li>• KPMG Asia Pacific – member of board (2011-2015) and executive committee (2009-2015)</li></ul> |
| Public service | <ul style="list-style-type: none"><li>• Insurance Authority – non-executive director (2015~)</li></ul>  |
| Qualifications | <ul style="list-style-type: none"><li>• Professional Diploma in Accountancy (The Hong Kong Polytechnic University)</li><li>• Master in Business Administration (Warwick University, United Kingdom)</li><li>• Fellow (Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants)</li><li>• Associate (The Institute of Chartered Accountants in England &amp; Wales)</li></ul>   |

Mr Yiu has confirmed that he meets 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, Mr Yiu has declared that he has an interest of 12,000 HKEX shares (within the meaning of Part XV of the Securities and Futures Ordinance). He has further declared that he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of HKEX and does not have a service contract with any member of HKEX group of companies.

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\$)
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The Board	
– Chairman	2,100,000
– Other member	700,000
Audit Committee	
– Chairman	200,000
– Other member	120,000
– Attendance fee per meeting	3,000
Executive Committee, Investment Advisory Committee, Remuneration Committee and Risk Committee	
– Chairman	180,000
– Other member	120,000
– Attendance fee per meeting	3,000
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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, Mr Yiu has 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 his appointment that need to be brought to the attention of shareholders.

The respective biographies of the incumbent Directors, Ms Anita Fung, Mr Rafael Gil-Tienda and Mrs Margaret Leung are available under the About HKEX (Organisation) section of the HKEX Group website ([www.hkexgroup.com](http://www.hkexgroup.com)).

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

Hong Kong, 10 March 2017

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 Timothy George FRESHWATER, Ms FUNG Yuen Mei, Anita, Mr Rafael GIL-TIENDA, Mr John Barrie HARRISON, Dr HU Zuli, Fred, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mrs LEUNG KO May Yee, Margaret, and Mr John Mackay McCulloch WILLIAMSON, and one Executive Director, Mr LI Xiaojia, Charles, who is also HKEX’s Chief Executive.