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(Incorporated in Hong Kong with limited liability) (Stock Code: 388)

## **2014 Remuneration Committee Report**

As at 5 March 2015, the Board comprises 12 Independent Non-executive Directors, namely Mr CHOW Chung Kong (Chairman), Mr CHAN Tze Ching, Ignatius, Mr Timothy George FRESHWATER, Mr John Barrie HARRISON, Dr HU Zuliu, Fred, Mr HUI Chiu Chung, Stephen, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mr LEE Tze Hau, Michael, Mrs LEUNG KO May Yee, Margaret, Mr John Mackay McCulloch WILLIAMSON and Mr WONG Sai Hung, Oscar, and one Executive Director, Mr LI Xiaojia, Charles, who is also HKEx's Chief Executive.

### **The Remuneration Committee**

The Remuneration Committee (RC) is delegated by the Board with the responsibility to establish, review, and make recommendations to the Board on the Group's remuneration policy and practices. The RC ensures that all employees and Executive and Non-executive Directors are appropriately remunerated in accordance with the Group's strategy as well as its long-term and short-term performance. The RC comprises 5 INEDs whose names are set out on page 8. Its detailed terms of reference are available under the About HKEx (Organisation) section of the HKEx website.

The RC held 5 meetings in 2014 and up to 12 February 2015. Members' attendance records in 2014 are shown in the 2014 Corporate Governance Report.

#### Summary of Work Done in 2014/2015

- Recommended the 2014 performance bonus and share award pools for the Group's employees
- Recommended the 2014 performance bonus and share award for HKEx's Chief Executive, and his salary adjustment for 2015
- Recommended the 2015 salary adjustment rates for the Group's employees
- Adopted the annual RC Report
- Reviewed the remuneration of non-executive directors of HKEx, the LME, LME Clear and OTC Clear, and recommended increases for 2015/2016

## **Non-executive Directors' Remuneration**

#### **Objective**

To remunerate Non-executive Directors at an appropriate level for their commitment of time and effort to HKEx and to ensure the attraction and retention of high calibre and experienced individuals to oversee HKEx's business and development

#### **Policy**

- To conduct annual reviews with reference to companies with comparable business or scale and recommend remuneration adjustments, if appropriate
- To seek the Board's endorsement for and Shareholders' approval of any recommended changes

#### Annual review for 2014/2015

- McLagan, a professional firm specialising in performance and rewards for financial services industry, was
  appointed to conduct an independent review of the non-executive directors' remuneration for HKEx and its
  certain subsidiaries to ensure the competitiveness and appropriateness of their remuneration. The study
  included benchmarking against other listed exchanges as well as banks and constituent companies of the FTSE
  100 Index and the HSI.
- Based on the findings and the consultant's recommendation, the RC (none of the RC members participated in the decision on his or her remuneration) recommended increasing the remuneration of Non-executive Directors. The proposal received endorsement from the Board and was approved by Shareholders at the 2014 AGM.

#### Annual review for 2015/2016

- McLagan has again been appointed to conduct a review of the non-executive directors' remuneration for HKEx and its certain subsidiaries. The methodology and the benchmark used in the study largely followed the 2014/2015 exercise.
- After considering the consultant's analysis and recommendation, the RC (none of the RC members participated
  in the decision on his or her remuneration) recommended increases in the remuneration of Non-executive
  Directors. The fee changes, as set out in the following table, would be proposed to the Board for it to
  recommend to Shareholders for their approval at the 2015 AGM.

	Proposed Fee for
	2015/2016 onwards
	(\$)
HKEx's Chairman	2,100,000
Audit Committee	
<ul> <li>Chairman</li> </ul>	200,000
- Other member	120,000
Executive Committee <sup>1</sup> , Investment Advisory Committee, Risk Committee <sup>2</sup> and RC	
- Chairman	180,000
<ul> <li>Other member</li> </ul>	120,000
Notes:	
1 Excluding the Executive Director	
2 The establishment of the Risk Committee is subject to the Board's approval.	

Non-executive Directors are not entitled to participate in the Share Option Schemes or the Share Award Scheme, or to receive other fringe benefits.

## **Non-executive Directors' Remuneration**

	2014/2015
	\$
Board	
– Chairman	1,500,000
- Other member	700,000
Audit Committee	
- Chairman	180,000
- Other member	100,000
<ul> <li>Attendance fee per meeting</li> </ul>	3,000
Executive Committee / Investment Advisory Committee / RC	
- Chairman	150,000
- Other member	100,000
<ul> <li>Attendance fee per meeting</li> </ul>	3,000

The fees paid to each of the Non-executive Directors in 2013 and 2014 for their service on the Board and, where applicable, on its committees and the board and committees of HKEx's subsidiaries are set out below.

	2014	2013
	\$	\$
T C Chan	784,500	705,000
C K Chow	2,367,367	1,912,751 1
Timothy Freshwater	871,500	705,000
John Harrison	2,508,079	1,630,592 1
Fred Hu <sup>2</sup>	99,167	_
Stephen Hui	784,500	699,000
Bill Kwok	1,006,500	892,306
Michael Lee	1,317,000	892,726 1
Vincent Lee	1,006,500	889,306
Margaret Leung	781,500	538,500
John Strickland <sup>3</sup>	682,549	732,000
John Williamson	894,000	850,694
Oscar Wong	792,277	702,000
Total	13,895,439	11,325,375 4

#### Notes:

- 1 The 2013 comparative figures included pro-rated remuneration due to incomplete year of service at certain subsidiaries.
- 2 Dr Hu was appointed on 10 November 2014.
- 3 Mr Strickland resigned on 31 October 2014.
- 4 Including the remuneration of \$175,500 paid to Mr Ronald Arculli who retired on 24 April 2013

## **Employees' Remuneration**

#### **Objective**

To ensure that employees are remunerated equitably and competitively with consideration of the achievement of their individual performance goals as well as the key business objectives at corporate level

#### **Policy**

- To recommend, based on up-to-date market information, the appropriate salary adjustments, if any, for the Board's approval
- To evaluate the corporate performance based on a set of pre-determined measurements and recommend to the Board the appropriate level of performance bonus and share award pools, if any, for the year
- To consult HKEx's Chief Executive about the individual performance of the Senior Management and ensure that they are remunerated equitably and in accordance with the established guidelines
- To review and recommend to the Board the remuneration of HKEx's Chief Executive and ensure that he is not involved in the discussion and decision on his own compensation

#### **Review for 2014/2015**

- The RC recommended and the Board approved in November and December 2014:
  - (i) a base salary adjustment and promotion increase effective January 2015. The salary adjustment took into consideration the cost of living and the projected pay increase in the financial services industry;
  - (ii) a discretionary performance bonus for eligible employees in recognition of their contributions in 2014;
  - (iii) a sum of \$257.69 million for the purchase of the HKEx shares pursuant to the Share Award Scheme for 226 selected employees, including HKEx's Chief Executive (\$15.07 million), and for selected employees to be recruited in 2015; and
  - (iv) an additional sum of \$16.29 million for the purchase of the HKEx shares for a performance-based Senior Executive Award pursuant to the Share Award Scheme for HKEx's Chief Executive for the performance period between 2015 and 2017.
- The performance cash bonus and share award pools for the Group's employees were determined based on the overall achievements with respect to the following on the corporate performance scorecard:
  - (i) financial performance measures, including the growth of primary market activities relative to select peers among global exchanges, absolute revenue and EBITDA performance, profit margin, cost to income ratio, and absolute expenses (excluding incentives) relative to the budget;
  - (ii) strategic initiatives achievement per various business lines, eg, cash equity, equity derivatives, commodities, FIC;
  - (iii) market and regulatory measures, eg, system stability and reliability, primary market and listing regulations; and
  - (iv) organisation development measures, including talent recruitment and retention and CSR achievements.
- The applicable performance cash bonus and share awards were allocated to individual employees after consideration of year-on-year changes in their performance ratings (on a 5-point scale) and job grades, and with reference to a distribution guide. Management was allowed to make further adjustments to account for other factors, eg, internal relativity and external comparison with market benchmarks.

Further details of HKEx's remuneration policy and structure are available under the About HKEx (Corporate Governance) section of the HKEx website.

As at 31 December 2014, the Group had 1,361 permanent employees and 59 temporary employees.

A performance development process is in place to ensure that employees' performance objectives are defined, their performance progress is tracked and their training and development opportunities are identified. Employee training details are set out in the 2014 Corporate Social Responsibility Report which will be available on the HKEx website before 25 March 2015.

#### **Emoluments for 2014**

#### **Executive Director**

	2014						2013	2014
	Salary \$	Cash bonus \$	Other 1 benefits	Retirement 2 benefits cost \$	Director's fee	Total <sup>3</sup>	Total <sup>3</sup>	Share 4 award benefits \$
HKEx's Chief Executive Charles Li <sup>5</sup>	8,652,600	10,094,700	164,179	1,081,575	_	19,993,054	19,282,806	20,914,560 <sup>6</sup>

#### **Senior Management**

	2014							2014
	Salary \$	Cash bonus \$	Other 1 benefits	Retirement 2 benefits cost \$	Compensation for loss of office \$	Total <sup>3</sup>	Total <sup>3</sup>	Share <sup>4</sup> award benefits \$
Margaret Cheng	2,550,000	2,300,000	22,449	318,750	-	5,191,199	3,206,515 7	1,164,588
Bill Chow	2,937,600	5,753,000	55,504	367,200	-	9,113,304	8,605,229	1,563,922
David Graham	4,467,600	4,800,000	84,570	558,450	-	9,910,620	9,732,446 8	1,962,171
Henry Ingrouille	3,360,000	1,250,000	87,768	420,000	-	5,117,768	5,955,361	1,858,401
Garry Jones 9	5,750,276	5,750,276	14,323	977,547	-	12,492,422	4,022,528 10	1,033,533
Paul Kennedy	3,600,000	4,200,000	73,938	450,000	-	8,323,938	7,455,449	673,716
Romnesh Lamba	4,467,600	5,450,000	93,249	558,450	-	10,569,299	10,324,927	4,283,126
Richard Leung	3,120,000	1,900,000	35,544	390,000	-	5,445,544	5,050,484	2,051,949
Ketan Patel 11	2,520,000	2,250,000	41,480	315,000	-	5,126,480	4,881,740	1,286,651
Trevor Spanner <sup>9</sup>	3,641,841	4,472,437	61,477	619,113	-	8,794,868	7,834,398	3,079,212
Calvin Tai 12	3,211,890	3,500,000	71,465	401,486	_	7,184,841	6,692,892	2,247,174

#### Notes:

- 1 Other benefits include leave pay, insurance premium, club membership and relocation allowance, as applicable.
- An employee who retires before normal retirement age is eligible to 18 per cent of the employer's contribution to the provident fund after completion of 2 years of service. The rate of vested benefit increases at an annual increment of 18 per cent thereafter reaching 100 per cent after completion of 7 years of service.
- 3 Excluding the amounts approved by the Board for the purchase of the HKEx shares pursuant to the Share Award Scheme, details of which are set out in the Chief Executive's and Senior Management's Interests in HKEx Securities under Long-term Incentive Schemes section of this report.
- 4 The share award benefits represent the aggregate of the amortised fair value of the Awarded Shares of HKEx's Chief Executive and the respective members of the Senior Management that were charged to the Consolidated Income Statement for the year ended 31 December 2014
- 5 Mr Li's salary has been increased to \$9,000,000 per annum with effect from 1 January 2015.
- The amount included the share award benefits relating to the Senior Executive Award granted to Mr Li in December 2014, the vesting of which is not affected by Mr Li's ceasing employment with the Group before the end of the performance assessment period. In accordance with prevailing accounting standards, such award is considered to be vested immediately upon grant. The actual number of shares to be transferred to Mr Li under the Senior Executive Awards is conditional on the satisfaction of performance conditions approved by the Board as set out in note 4 under the Chief Executive's and Senior Management's Interests in HKEx Securities under Long-term Incentive Schemes section of this report.
- 7 Ms Cheng joined HKEx on 1 August 2013.
- 8 Mr Graham joined HKEx on 9 January 2013.
- 9 Mr Jones and Mr Spanner are members of the LME pension scheme operating in the UK. The vesting scale of HKEx's provident fund scheme as specified in note 2 above is not applicable to them.
- 10 Mr Jones joined the Group on 30 September 2013.
- 11 Mr Patel was appointed as the Group Risk Officer effective 1 January 2015.
- 12 Mr Tai was appointed as the Head of Global Clearing (Asia) effective 1 April 2014.

Further details of Directors' emoluments and the 5 top-paid employees are set out in notes 15 and 16 respectively to the Consolidated Financial Statements for the year ended 31 December 2014.

## **Long-term Incentive Schemes**

HKEx has adopted the Share Award Scheme to recognise the contributions of certain employees and help retain them for the Group's operations and further development. Prior to the adoption of the Scheme, HKEx had 2 share option schemes, the Pre-Listing Scheme and the Post-Listing Scheme, both of which ended on 30 May 2010.

#### **Share Option Schemes**

There are no outstanding options under the Pre-Listing Scheme.

Movements in the outstanding share options granted under the Post-Listing Scheme during the year ended 31 December 2014 are set out below.

		N	umber of shares iss	suable under the opt	ions	
Exe Date of grant		As at 1 Jan 2014	Issued upon subscription during the year	Cancelled/lapsed during the year	As at 31 Dec 2014	Exercise <sup>2</sup> period
31 Mar 2004 17 May 2004 26 Jan 2005	16.96 15.91 19.25	288,500 25,000 491,000	288,500 25,000 347,000	- - -	- - 144,000 <sup>3</sup>	31 Mar 2006 – 30 Mar 2014 17 May 2006 – 16 May 2014 26 Jan 2007 – 25 Jan 2015

#### Notes

- 1 The weighted average closing price immediately before the dates on which the options were exercised was \$137.31.
- 2 Options granted were subject to a vesting scale in tranches of 25 per cent each per annum starting on the second anniversary and became fully vested on the fifth anniversary of the grant.
- 3 These options were exercised prior to the end of the exercise period, and hence there are no outstanding options under the Post-Listing Scheme as at the date of this report.

Further details of the Share Option Schemes are set out in note 40(a) to the Consolidated Financial Statements for the year ended 31 December 2014.

#### **Share Award Scheme**

The Share Award Scheme was adopted by the Board on 14 September 2005 (Adoption Date). The maximum number of shares which can be awarded under the Scheme is 3 per cent (ie, 31,871,575 shares) of the HKEx shares in issue as at the Adoption Date and the maximum number of shares which can be awarded to a selected employee in the Scheme is 1 per cent (ie, 10,623,858 shares). The rules and trust deed of the Scheme are available under the About HKEx (Organisation) section of HKEx website.

On 15 December 2014, the Board approved a total sum of \$273.98 million for the purchase of the HKEx shares pursuant to the Scheme, details of which are set out in the Employees' Remuneration section of this report. Based on the Board's recommendation, the Scheme's trustee has applied 98,608 shares held under the Scheme which were unallocated or forfeited pursuant to the Scheme to partly satisfy such awards.

Further details of the Scheme are set out in note 40(b) to the Consolidated Financial Statements for the year ended 31 December 2014.

Since the Adoption Date and up to the date of this report, a total of 7,048,069 shares had been awarded under the Scheme, representing about 0.7 per cent of the HKEx shares in issue as at the Adoption Date.

As at 31 December 2014, taking into account the shares acquired out of the dividends from the shares held under the trust, there were 2,900,998 shares held in trust under the Scheme.

# Chief Executive's and Senior Management's Interests in HKEx Securities under Long-term Incentive Schemes

No share options under the Share Option Schemes were granted to HKEx's Chief Executive. No share options granted under the Share Option Schemes to the Senior Management were outstanding during the year ended 31 December 2014. Details of the interests of HKEx's Chief Executive and the Senior Management in the Awarded Shares (save for those which had been fully vested as of 31 December 2013) are set out below.

				Number of shares <sup>1</sup>				
	Date of <sup>2</sup> award	Number of Awarded Shares	As at 1 Jan 2014	Shares acquired during the year out of the dividends	Vested during the year	Lapsed during the year	As at 31 Dec 2014	Vesting <sup>3</sup> period
HKEx's Chief	Executive							
Charles Li	30 Dec 2011	70,495	37,430	835	38,265	=	-	14 Dec 2013 – 14 Dec 2014
	31 Dec 2012	70,556	72,432	1,620	37,022	-	37,030	3 Dec 2014 – 3 Dec 2015
	3 Dec 2014	23,733 4	-	_	_	-	23,733	End of a performance period of 2013 – 2015
	3 Dec 2014	48,681	-	-	-	-	48,681	9 Dec 2015 – 9 Dec 2016
	3 Dec 2014	47,467 <sup>4</sup>	_	=	=	=	47,467	End of a performance period of 2014 – 2016
	2 Jan 2015 <sup>5</sup>	88,345	=	-	-	-	-	15 Dec 2016 – 15 Dec 2017
	2 Jan 2015 <sup>5</sup>	95,100 4	-	-	-	-	-	End of a performance period of 2015 – 2017
Senior Manage	ement							
Margaret Cheng	3 Dec 2014	6,245	-	_	-	-	6,245	1 Aug 2015 – 1 Aug 2016
	3 Dec 2014	8,439	_	=	=	=	8,439	9 Dec 2015 – 9 Dec 2016
	2 Jan 2015 <sup>5</sup>	21,794	-	-	=	=	-	15 Dec 2016 – 15 Dec 2017
Bill Chow	30 Dec 2011	15,419	8,194	182	8,376	-	-	14 Dec 2013 – 14 Dec 2014
	31 Dec 2012	16,051	16,479	368	8,418	=	8,429	3 Dec 2014 – 3 Dec 2015
	3 Dec 2014	5,626	-	-	-	-	5,626	9 Dec 2015 – 9 Dec 2016
	2 Jan 2015 <sup>5</sup>	10,210	_	=	=	=	-	15 Dec 2016 – 15 Dec 2017
David Graham	27 Mar 2013	10,700	10,983	244	_	-	11,227	9 Jan 2015 – 9 Jan 2016
	3 Dec 2014	16,878	-	-	_	_	16,878	9 Dec 2015 – 9 Dec 2016
	2 Jan 2015 <sup>5</sup>	25,059	-	_	=	=	-	15 Dec 2016 – 15 Dec 2017
Henry Ingrouille	5 Sept 2012	8,900	9,134	155	4,622	=	4,667	7 Jul 2014 – 7 Jul 2015
	31 Dec 2012	14,639	15,028	338	7,678	_	7,688	3 Dec 2014 – 3 Dec 2015
	3 Dec 2014	10,408	=	-	-	-	10,408	9 Dec 2015 – 9 Dec 2016
	2 Jan 2015 <sup>5</sup>	18,742	=	=	_	-	=	15 Dec 2016 – 15 Dec 2017
Garry Jones	3 Dec 2014	11,396	-	-	-	-	11,396	9 Dec 2015 – 9 Dec 2016
	2 Jan 2015 <sup>5</sup>	39,163	=	-	_	-	=	15 Dec 2016 – 15 Dec 2017

	Date of <sup>2</sup> award	Number of Awarded Shares	As at 1 Jan 2014	Shares acquired during the year out of the dividends	Vested during the year	Lapsed during the year	As at 31 Dec 2014	Vesting <sup>3</sup> period
Paul Kennedy	3 Dec 2014	8,439	-	-	_	-	8,439	9 Dec 2015 – 9 Dec 2016
	2 Jan 2015 <sup>5</sup>	13,849	-	-	-	-	-	15 Dec 2016 – 15 Dec 2017
Romnesh Lamba	30 Dec 2011	29,312	15,565	346	15,911	_	_	14 Dec 2013 – 14 Dec 2014
	31 Dec 2012	29,461	30,246	677	15,456	=	15,467	3 Dec 2014 – 3 Dec 2015
	3 Dec 2014	28,131	-	_	_	-	28,131	9 Dec 2015 – 9 Dec 2016
	2 Jan 2015 <sup>5</sup>	39,323	-	-	_	-	_	15 Dec 2016 – 15 Dec 2017
Richard Leung	11 Oct 2011	14,400	7,643	169	7,812	-	-	3 Oct 2013 – 3 Oct 2014
	30 Dec 2011	12,528	6,653	148	6,801	=	=	14 Dec 2013 – 14 Dec 2014
	31 Dec 2012	14,402	14,786	332	7,555	-	7,563	3 Dec 2014 – 3 Dec 2015
	3 Dec 2014	11,252	-	-	=	-	11,252	9 Dec 2015 – 9 Dec 2016
	2 Jan 2015 <sup>5</sup>	14,556	=	-	=	-	-	15 Dec 2016 – 15 Dec 2017
Ketan Patel	11 Oct 2011	11,800	6,263	139	6,402	=	=	19 Sept 2013 – 19 Sept 2014
	30 Dec 2011	5,059	2,690	59	2,749	=	=	14 Dec 2013 – 14 Dec 2014
	31 Dec 2012	9,638	9,892	223	5,054	-	5,061	3 Dec 2014 – 3 Dec 2015
	3 Dec 2014	6,892	=	-	_	-	6,892	9 Dec 2015 – 9 Dec 2016
	2 Jan 2015 <sup>5</sup>	8,915	=	=	-	-	=	15 Dec 2016 – 15 Dec 2017
Trevor Spanner	3 Dec 2014	16,019	=	=	-	-	16,019	25 Apr 2015 – 25 Apr 2016
	3 Dec 2014	21,582	=	=	-	=	21,582	9 Dec 2015 – 9 Dec 2016
	2 Jan 2015 <sup>5</sup>	35,229	=	=	-	-	-	15 Dec 2016 – 15 Dec 2017
Calvin Tai	30 Dec 2011	14,455	7,679	171	7,850	-	_	14 Dec 2013 – 14 Dec 2014
	31 Dec 2012	16,425	16,865	377	8,615	_	8,627	3 Dec 2014 – 3 Dec 2015
	3 Dec 2014	14,065	=	-	-	-	14,065	9 Dec 2015 – 9 Dec 2016
	2 Jan 2015 <sup>5</sup>	26,991	_	-	-	_	-	15 Dec 2016 – 15 Dec 2017

#### Notes

- 1 It included shares acquired out of the dividends from the Awarded Shares according to the Share Award Scheme.
- 2 The date of award refers to the date on which the trustee allocated the Awarded Shares to the selected employees from the shares purchased with the awarded sum determined by the Board.
- 3 Save for those Senior Executive Awards as referred to in note 4 below, the Awarded Shares and the related income are vested in 2 equal tranches in the second and third year after the grant.
- 4 The awards were granted under the Share Award Scheme as long-term incentives for selected senior executives of the Group (Senior Executive Awards). The Board has full discretion to determine the actual amount of the Senior Executive Awards to be vested at the end of a performance period in accordance with the performance criteria recommended by the RC and approved by the Board. These performance criteria include total shareholder return, achievements made in business development initiatives and sustaining the organisation's effectiveness.
- 5 With the awarded sum determined by the Board in December 2014, the relevant Awarded Shares were allocated to the selected employees on 2 January 2015.

#### **Members of the Remuneration Committee**

CHOW Chung Kong (Chairman) KWOK Chi Piu, Bill LEE Kwan Ho, Vincent Marshall LEUNG KO May Yee, Margaret John Mackay McCulloch WILLIAMSON

Hong Kong, 12 February 2015

## **Glossary**

the Scheme

2014 AGM AGM held on 16 April 2014 at 4:30 pm at the Exchange Auditorium in the

Exchange Exhibition Hall of SEHK

2015 AGM AGM to be held on 29 April 2015 AGM(s) HKEx's annual general meeting(s)

Awarded Shares Shares awarded under the Share Award Scheme

Board HKEx's board of directors
CSR Corporate Social Responsibility

Director(s) HKEx's director(s)
Group HKEx and its subsidiaries

HKEx or the Company Hong Kong Exchanges and Clearing Limited

HSI Hang Seng Index

INED(s) Independent Non-executive Director(s) of HKEx

LME The London Metal Exchange

LME Clear Limited

OTC Clearing Hong Kong Limited

Post-Listing Scheme Post-Listing Share Option Scheme approved by Shareholders on 31 May 2000

which was subsequently amended by Shareholders on 17 April 2002

PRC People's Republic of China

Pre-Listing Scheme Pre-Listing Share Option Scheme approved by Shareholders on 31 May 2000

Senior Management The Group's senior executives as set out in this report

Shareholder(s) HKEx's shareholder(s)

Share Award Scheme or The Employees' Share Award Scheme adopted by the Board on 14 September

2005 which was subsequently amended on 16 August 2006, 13 May 2010

and 17 December 2013

Share Option Schemes Pre-Listing Scheme and Post-Listing Scheme
Stock Exchange or SEHK The Stock Exchange of Hong Kong Limited

UK United Kingdom \$ Hong Kong dollar