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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)

## Change in Directorate

Hong Kong Exchanges and Clearing Limited (“HKEX”) welcomes the Government’s appointment of Ms Mary Ma, and the re-appointment of Ms Anita Fung, Mr Rafael Gil-Tienda and Mr Stephen Yiu 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 24 April 2019 (“2019 AGM”) until the end of the AGM to be held in 2021.

Ms Ma is appointed to succeed Mrs Margaret Leung who will retire from the Board after the conclusion of the 2019 AGM. The Board would like to take this opportunity to express its gratitude to Mrs Leung for her dedicated support and valuable contributions to HKEX during her past six-year’s service.

The biography of Ms Ma is set out below:

### **MA Xuezheng, Mary** (aged 66)

- |                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Other major offices | <ul style="list-style-type: none"><li>• Lenovo Group Limited* – independent non-executive director (2013~)</li><li>• Unilever N.V. (listed on the Euronext Amsterdam) – non-executive director (2013~)</li><li>• Unilever PLC (listed on the London Stock Exchange) – non-executive director (2013~)</li><li>• Boyu Capital – founding partner (2011~)</li></ul>                                                                                                             |
| Past offices        | <ul style="list-style-type: none"><li>• Stelux Holdings Limited* – non-executive director (2012-2016)</li><li>• Lenovo Group Limited* (1990-2013): non-executive vice chairman (2007-2013), chief financial officer (2000-2007) and executive director (1997-2007)</li><li>• The Stock Exchange of Hong Kong Limited – member of Listing Committee and GEM Listing Committee (2009-2013)</li><li>• TPG Capital – partner, and co-chairman of TPG China (2007-2011)</li></ul> |
| Public service      | <ul style="list-style-type: none"><li>• Securities and Futures Commission – non-executive director (2013~)<sup>1</sup></li><li>• SFC (HKEX Listing) Appeals Committee – member (2013~)<sup>1</sup></li></ul>                                                                                                                                                                                                                                                                 |
| Qualifications      | <ul style="list-style-type: none"><li>• Graduated from Capital Normal University, China</li></ul>                                                                                                                                                                                                                                                                                                                                                                            |

\* Listed on The Stock Exchange of Hong Kong Limited

<sup>1</sup> Ms Ma has tendered resignation from these offices of the Securities and Futures Commission effective 23 April 2019.

Ms Ma confirmed that she 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, she declared that she does not have any interests in the shares of HKEX (within the meaning of Part XV of the Securities and Futures Ordinance). She further declared that she 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	2,190,000
– Other Non-executive Director	730,000
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, Ms Ma 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 her 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 Mr Stephen Yiu 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**  
Group Company Secretary

Hong Kong, 6 March 2019

As at the date of this announcement, the Board comprises 12 Independent Non-executive Directors, namely Mrs Laura May-Lung CHA (Chairman), Mr Apurv BAGRI, Mr CHAN Tze Ching, Ignatius, Mr CHEAH Cheng Hye, Ms FUNG Yuen Mei, Anita, Mr Rafael GIL-TIENDA, Dr HU Zulu, Fred, Mr HUNG Pi Cheng, Benjamin, 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 the Chief Executive of HKEX.