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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 Chief Executive and Directorate

Reference is made to the announcements of Hong Kong Exchanges and Clearing Limited (“HKEX”) dated 9 February and 2 March 2021 in relation to the appointment of Mr Alejandro Nicolas AGUZIN (“Mr Aguzin”) as the Chief Executive of HKEX, effective 24 May 2021, for a term of three years until 23 May 2024.

Appointment of Mr Aguzin as Chief Executive

Mr Aguzin has been appointed as Chief Executive of HKEX and an ex-officio member of the Board of HKEX (“Board”) with effect from 24 May 2021. As the Chief Executive, Mr Aguzin also takes up the following positions, and will be appointed as a director of certain subsidiaries of HKEX.

HKEX	<ul style="list-style-type: none">Member of Board Executive Committee and Corporate Social Responsibility Committee
The Stock Exchange of Hong Kong Limited	<ul style="list-style-type: none">Ex-officio member of Listing Committee of the Main Board and GEM
Listing Policy Panel	<ul style="list-style-type: none">Member

Mr Aguzin’s terms of service on the Board and its committees will be coterminous with his appointment as Chief Executive of HKEX.

More information about the biography of Mr Aguzin is set out below:

Alejandro Nicolas AGUZIN (aged 52)

Other directorship	<ul style="list-style-type: none">MercadoLibre Inc. (listed on NASDAQ) – independent director (2017~)
Past offices	<ul style="list-style-type: none">JPMorgan Chase & Co (1990-2021): Chief Executive Officer, International Private Bank (2019-2021), Chairman and Chief Executive Officer, Asia Pacific (2013-2020), Senior Country Officer for Brazil (2008-2009), Chief Executive Officer, Latin America (2005-2012), Head of Investment Banking, Latin America (2002-2012), and Head of Mergers & Acquisitions Group, Latin America (2000-2002)
Qualifications	<ul style="list-style-type: none">Bachelor of Science in Economics (The Wharton School, University of Pennsylvania, US)

Pursuant to a contract of employment entered into with HKEX, Mr Aguzin has been appointed as the Chief Executive of HKEX with effect from 24 May 2021 for a term of three years until 23 May 2024. Under the terms of his employment contract with HKEX, Mr Aguzin's compensation package includes a basic salary of HK\$10 million per annum. He is eligible to receive performance-related discretionary bonus and share awards to be recommended by the Remuneration Committee and approved by the Board. As a full-time employee, Mr Aguzin is also entitled to other benefits in kind and to participate in HKEX's provident funds. This compensation package is determined having given consideration to the level of responsibility, experience and abilities required of the Chief Executive and the remuneration offered for similar positions in the global financial industry. Upon joining HKEX on 24 May 2021, Mr Aguzin will be awarded 211,756 HKEX shares under the HKEX Employees' Share Award Scheme, of which 50% will vest on the first anniversary of the date of grant and the remaining 50% on the second anniversary of the date of grant, as compensation for loss of unvested long-term incentives earned through his service with his previous employer ("Awarded Shares").

As at the date of this announcement, Mr Aguzin has declared that, apart from his interest in the Awarded Shares, he does not have any interest in shares of HKEX (within the meaning of Part XV of the Securities and Futures Ordinance). Mr Aguzin has further declared that he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules")) of HKEX.

The following particulars relating to Mr Aguzin are disclosed pursuant to Rule 13.51(2)(n)(iv) of the Listing Rules. At the relevant time of the incidents below, Mr Aguzin was the Chief Executive Officer of JPMorgan Chase & Co Asia Pacific region from 2013 to 2020 and a director of J.P. Morgan Securities (Asia Pacific) Limited ("JPMSAP") from June 2014 to March 2020. Mr Aguzin was not personally subject to any investigation process, disciplinary action or public reprimand by the Securities and Futures Commission ("SFC"), the Hong Kong Monetary Authority ("HKMA") or other competent authorities in respect of any of these matters, which have all been previously disclosed.

- (a) In December 2015, J.P. Morgan Broking (Hong Kong) Limited, JPMSAP and J.P. Morgan Securities (Far East) Limited were publicly reprimanded and fined HK\$15 million, HK\$12 million and HK\$3 million respectively by the SFC, for various regulatory breaches and/or internal control failings in relation to certain short selling activities, client facilitation and principal trading business activities, and the operation of dark liquidity pool trading services. For details, please refer to the SFC's enforcement news issued on 15 December 2015:
<https://apps.sfc.hk/edistributionWeb/gateway/EN/news-and-announcements/news/enforcement-news/doc?refNo=15PR123>
- (b) In October 2016, JPMSAP and JPMorgan Chase Bank, National Association ("JPMCB") were publicly reprimanded and fined HK\$3 million and HK\$2.6 million respectively by the SFC, for regulatory breaches in relation to failure to comply with the disclosure of financial interests requirements under the Code of Conduct, and the offering of certain offshore listed index options to its clients without the required licences. For details, please refer to the SFC's enforcement news issued on 20 October 2016:
<https://apps.sfc.hk/edistributionWeb/gateway/EN/news-and-announcements/news/enforcement-news/doc?refNo=16PR106>
- (c) In December 2018, JPMCB, Hong Kong Branch was publicly reprimanded and fined HK\$12.5 million by the HKMA in respect of contravention of applicable provisions of the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Chapter 615 of the Laws of Hong Kong) for failing to establish and maintain effective procedures for identifying and handling wire transfers and carrying out duties concerning customer due diligence and continuous monitoring of business relationships. For details, please refer to the HKMA's press release issued on 28 December 2018:
<https://www.hkma.gov.hk/eng/news-and-media/press-releases/2018/12/20181228-3>

Save for disclosed above, Mr Aguzin 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 HKEX's shareholders.

Cessation of Mr TAI Chi Kin, Calvin ("Mr Tai") as Interim Chief Executive

With the appointment of Mr Aguzin, Mr Tai has ceased to be the Interim Chief Executive of HKEX and an ex-officio member of the Board on 23 May 2021. He continues in his roles as Co-President and Chief Operating Officer of HKEX.

The Board would like to express its sincere gratitude to Mr Tai for his leadership and dedication to HKEX as Interim Chief Executive. Mr Tai has confirmed that he has no disagreement with the Board and that he is not aware of any matters relating to his cessation as Interim Chief Executive and an ex-officio member of the Board that need to be brought to the attention of HKEX's shareholders.

By Order of the Board
Hong Kong Exchanges and Clearing Limited
David Fu
Group Company Secretary

Hong Kong, 24 May 2021

As at the date of this announcement, HKEX's Board of Directors comprises 12 Independent Non-executive Directors, namely Mrs Laura May-Lung CHA (Chairman), Mr Nicholas Charles ALLEN, Mr Apurv BAGRI, Mr CHEAH Cheng Hye, Ms CHEUNG Ming Ming, Anna, Mrs CHOW WOO Mo Fong, Susan, Mr Rafael GIL-TIENDA, Mr HUNG Pi Cheng, Benjamin, Ms LEUNG Nisa Bernice Wing-Yu, Mr LEUNG Pak Hon, Hugo, Mr YIU Kin Wah, Stephen and Mr ZHANG Yichen, and one Executive Director, Mr Alejandro Nicolas AGUZIN, who is also the Chief Executive of HKEX.