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**Hong Kong Exchanges and Clearing Limited**  
**香港交易及結算所有限公司**

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

## Appointment of Chairman

The Board of Directors (“Board”) of Hong Kong Exchanges and Clearing Limited (“HKEx”) today resolved to appoint Mr Chow Chung Kong (“Mr Chow”) as the Chairman of the Board (“Chairman”) for a term to be coterminous with his directorship.

Pursuant to Article 111(2) of HKEx’s Articles of Association and Section 69 of the Securities and Futures Ordinance (“SFO”), the appointment of Mr Chow as the Chairman is subject to the written approval of the Chief Executive of the Hong Kong Special Administrative Region (“HKSAR”). A further announcement will be issued upon obtaining such an approval.

Mr Chow’s biographical information is set out below:

### **CHOW Chung Kong**

Independent Non-executive Director (aged 61)

Director since 23 April 2012

Term of office: From 23 April 2012 until the conclusion of the annual general meeting (“AGM”) to be held in 2014

Other positions held within HKEx group <sup>(Note)</sup>	<ul style="list-style-type: none"> <li>• <b>HKEx</b> - chairman of Environmental, Social and Governance Committee (“ESGC”), Executive Committee (“Exco”), Nomination Committee, Remuneration Committee (“RC”) and Risk Management Committee (“RMC”)</li> <li>• <b>The Stock Exchange of Hong Kong Limited</b> - chairman of Listing Appeals Committee (“LAC”) and member of Listing Nominating Committee</li> </ul>
Other major offices	<ul style="list-style-type: none"> <li>• <b>AIA Group Limited</b> * - non-executive director (2010~)</li> <li>• <b>Anglo American plc</b> (listed on the London Stock Exchange and Johannesburg Stock Exchange) - non-executive director (2008~)</li> <li>• <b>The Hong Kong General Chamber of Commerce</b> - deputy chairman (2010~)</li> <li>• <b>The Hong Kong Jockey Club</b> - steward (2011~)</li> </ul>
Past offices	<ul style="list-style-type: none"> <li>• <b>Brambles Industries plc</b> - chief executive (2001-2003)</li> <li>• <b>GKN plc</b> - chief executive (1997-2001)</li> <li>• <b>MTR Corporation Limited</b> * - chief executive officer (2003-2011)</li> </ul>
Public service	<ul style="list-style-type: none"> <li>• <b>Commission on Strategic Development</b> - member (2007~)</li> <li>• <b>Independent Commission on Remuneration for Members of the Executive Council and the Legislature, and Officials under the Political Appointment System</b> - member (2008~)</li> <li>• <b>The Standing Committee on Directorate Salaries and Conditions of Service</b> - member (2007~)</li> <li>• <b>The Standing Committee on Judicial Salaries and Conditions of Service</b> - member (2010~)</li> </ul>

## Qualifications

- **Chartered Engineer** (The Institution of Chemical Engineers, UK)
- **Bachelor of Science (Chemical Engineering)** (University of Wisconsin, US)
- **Master of Science (Chemical Engineering)** (University of California, US)
- **Master of Business Administration** (The Chinese University of Hong Kong)
- **Honorary Doctor of Engineering** (The University of Bath, UK)
- **Honorary Fellow** (The Chinese University of Hong Kong, The Hong Kong Institution of Engineers, and The Institution of Engineering and Technology)
- **Fellow** (City & Guilds of London Institute, The Chartered Institute of Logistics & Transport in HK, The Hong Kong Academy of Engineering Sciences, The Institution of Chemical Engineers, and The Royal Academy of Engineering)

\* Currently listed on The Stock Exchange of Hong Kong Limited

(Note: Subject to the approval of the Chief Executive of the HKSAR of his HKEx's chairmanship, Mr Chow will, pursuant to the terms of reference of ESGC and Exco, Section 65 of the SFO, as well as Rule 2A.30 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and Rule 3.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, be the chairman of the ESGC, Exco, RMC and LAC.)

Mr Chow does not have a service contract with any member of the HKEx group of companies. As the Chairman, Mr Chow is entitled to receive a fee of HK\$900,000. An additional fee of HK\$120,000 will also be payable to him for his respective chairmanships at the Exco and RC plus an attendance fee of HK\$3,000 per meeting of the 2 committees. The above remuneration is payable to Mr Chow for services rendered by him for the period between the conclusion of each AGM and the conclusion of the AGM to be held in the immediately following year and remain in effect until otherwise determined by shareholders, provided that such remuneration be payable in proportion to the period of service he served in case he has not served the entire period.

As at the date of this announcement, Mr Chow has an interest in 15,000 shares in HKEx within the meaning of Part XV of the SFO. Mr Chow confirmed 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.

Save for disclosed above, Mr Chow 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.

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

Hong Kong, 24 April 2012

As at the date of this announcement, the Board comprises 12 Independent Non-executive Directors, namely Mr Ronald Joseph ARCULLI, Mr CHAN Tze Ching, Ignatius, Mr CHOW Chung Kong, Mr Timothy George FRESHWATER, Mr John Barrie HARRISON, Mr HUI Chiu Chung, Stephen, Dr KWOK Chi Piu, Bill, Mr LEE Kwan Ho, Vincent Marshall, Mr LEE Tze Hau, Michael, Mr John Estmond STRICKLAND, 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.