

SWIRE PACIFIC LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Codes: 00019 and 00087)

BOARD CHANGES

The Board of Directors (“the Board”) of Swire Pacific Limited (“the Company”) announces that Mr. David Gordon Eldon will be retiring from the HSBC Group and has tendered his resignation as an independent non-executive Director of the Company with effect from 11th May 2005. Mr. Eldon has confirmed that there are no matters that need to be brought to the attention of the shareholders of the Company. The Board would like to thank Mr. Eldon for his valuable contribution to the Company during the tenure of his service.

The Board further announces that Mr. Cheng Hoi Chuen, Vincent (鄭海泉), OBE, has been elected as an independent non-executive Director at the Annual General Meeting of the Company held on 12th May 2005 and Mr. Chen Nan Lok Philip (陳南祿) has been appointed by the Board as an executive Director with effect from 13th May 2005.

Mr. Cheng, aged 56, is currently Vice-Chairman and Chief Executive of Hang Seng Bank Limited and will become Chairman of The Hongkong and Shanghai Banking Corporation Limited on 25th May 2005. He is also a Director of Great Eagle Holdings Limited and President of the Hong Kong Institute of Bankers.

Mr. Cheng has a Bachelor of Social Science degree in Economics from the Chinese University of Hong Kong and a Master of Philosophy degree in Economics from the University of Auckland.

Mr. Cheng does not have any service contract with the Company. In accordance with the Company’s Articles of Association, he will retire at the annual general meeting for 2008 and will be eligible for re-election. He will be entitled to fees payable to independent non-executive Directors of the Company. These fees are determined by the Board and the fee for serving as a Director is currently fixed at the level of HK\$200,000 per annum.

Mr. Cheng does not have any relationship with any Director or the senior management of the Company or with any substantial or controlling shareholder of the Company and he does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the shares of the Company.

Mr. Chen, aged 49, joined the John Swire & Sons Limited (“Swire”) group in 1977 and has worked with the group in Hong Kong, Mainland China and the Asia Pacific region. He has been a director of Cathay Pacific Airways Limited (“Cathay Pacific”) since 1998 and was appointed Chief Executive of that company in January 2005. He served as Chief Executive of Hong Kong Dragon Airlines Limited from 1994 to 1997 and is also a director of John Swire & Sons (H.K.) Limited (“JSSHK”). He has an honours degree in Political Science and History.

Mr. Chen does not have any service contract with the Company but is being seconded to Cathay Pacific by the Swire group under the agreement for services referred to in Cathay Pacific’s announcement dated 1st December 2004. In accordance with the Company’s Articles of Association, he will hold office until the annual general meeting to be held in 2006 and will then be eligible for election; thereafter he will retire at the third annual general meeting following his election by ordinary resolution and will be eligible for re-election.

Mr. Chen has a beneficial interest in 2,000 ‘A’ shares and 75,142 ‘B’ shares of the Company, some of which are held by his wife. He also has a personal interest in 9,000 shares of Cathay Pacific, an associated corporation of the Company. Apart from this, he does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the shares of the Company.

As stated above, Mr. Chen is a director of JSSHK. JSSHK is a wholly-owned subsidiary of Swire, which is the controlling shareholder of the Company. In addition, he is also an employee of Swire. Apart from this, he has no relationship with any director or the senior management of the Company or with any substantial or controlling shareholder of the Company.

The remuneration of senior managers employed by Swire is aimed at attracting, motivating and retaining high-calibre individuals in a competitive international market. Mr. Chen's emoluments are determined in accordance with this policy. He receives an annual salary which together with various allowances amounts to approximately HK\$5,850,000 and is eligible to receive a performance related discretionary bonus. He is also entitled to other benefits in kind and to participate in a provident fund. The majority of his cost is borne by Cathay Pacific and a small percentage (about 5%) will be charged to the Company, depending on the actual time he spends on the Company's business.

The Directors of the Company as at the date of this announcement are: Executive Directors: D M Turnbull, M Cubbon, D Ho, and K G Kerr; Non-Executive Directors: Baroness Dunn, J W J Hughes-Hallett, P A Johansen and Sir Adrian Swire; and Independent Non-Executive Directors: C K M Kwok, C Lee, M M T Yang, M C C Sze and V H C Cheng.

By Order of the Board

Swire Pacific Limited

Margaret Yu

Secretary

Hong Kong, 12th May, 2005

(Please also refer to the published version of this announcement in The Standard.)