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## **MTR CORPORATION LIMITED**

**香港鐵路有限公司**

(the 'Company')

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 66)

### **CHANGE OF DIRECTOR AND ALTERNATE DIRECTORS**

The Company announces the following changes:

- (1) Professor Anthony Cheung Bing-leung, who has been appointed to the post of the Secretary for Transport and Housing ('S for T&H') with effect from 1 July 2012, has by virtue of his appointment become a non-executive Director of the Company on the same date. In addition, with effect from 1 July 2012, Professor Cheung has been appointed as a member of the Nominations Committee and the Corporate Responsibility Committee of the Company.
- (2) As Ms. Eva Cheng has ceased to hold the post of the S for T&H with effect from 1 July 2012, she has also ceased to be a non-executive Director and a member of the Nominations Committee and the Corporate Responsibility Committee of the Company with effect from the same date.
- (3) As Mr. Yau Shing-mu has ceased to hold the post of the Under Secretary for Transport and Housing ('US for T&H') with effect from 1 July 2012, he has also ceased to be an Alternate Director to the office of the S for T&H with effect from the same date.
- (4) As Ms. Maisie Cheng Mei-sze has ceased to hold the post of the Deputy Secretary for Transport and Housing (Transport) ('DS for T&H') with effect from 4 July 2012, she has also ceased to be an Alternate Director to the office of the S for T&H with effect from the same date.
- (5) Ms. Tsang Oi-lin, who with effect from 19 June 2012 has doubled up the post of the Deputy Secretary for Financial Services and the Treasury (Treasury)<sup>2</sup> ('DS for FS&T(T)<sup>2</sup>') originally held by Miss Chu Man-ling, has been appointed as an Alternate Director to Professor Chan Ka-keung, Ceajer (Secretary for Financial Services and the Treasury) ('S for FS&T'), a non-executive Director of the Company, with effect from the same date.
- (6) Miss Chu Man-ling, who vacated the post of the DS for FS&T(T)<sup>2</sup> with effect from 19 June 2012, has ceased to be an Alternate Director to Professor Chan Ka-keung, Ceajer with effect from the same date.

*Professor Anthony Cheung Bing-leung*

The Company announces that Professor Anthony Cheung Bing-leung, who has been appointed to the post of the S for T&H with effect from 1 July 2012, has by virtue of his appointment become a non-executive Director of the Company on the same date. In addition, with effect from 1 July 2012, Professor Cheung has been appointed as a member of the Nominations Committee and the Corporate Responsibility Committee of the Company.

The S for T&H is a non-executive Director of the Company appointed by the Chief Executive (the 'Chief Executive') of the Hong Kong Special Administrative Region (the 'HKSAR') pursuant to the Mass Transit Railway Ordinance (Chapter 556 of the Laws of Hong Kong) (the 'MTR Ordinance') and has appointed the Permanent Secretary for Transport and Housing (Transport), the US for T&H and the DS for T&H as its Alternate Directors.

Professor Cheung (aged 59) has not entered into any contract of service with the Company nor is he appointed for a specific term. The S for T&H will receive an annual emolument of HK\$300,000 from the Company, as determined by the Board of Directors of the Company. Pursuant to the Articles of Association of the Company, Directors appointed by the Chief Executive pursuant to the MTR Ordinance are not required to retire by rotation at the annual general meetings of the Company.

Professor Cheung is a graduate of the University of Hong Kong and holds a Bachelor degree in Social Sciences. He was further awarded a Master of Science degree in Public Sector Management by the University of Aston, the United Kingdom and a Doctor of Philosophy degree in Government by the London School of Economics and Political Science of the University of London, the United Kingdom.

Before joining the Government of the HKSAR (the 'Government'), Professor Cheung held a number of public service positions including non-official member of the Executive Council, Chairman of the Consumer Council, member of the Hong Kong Housing Authority and Chairman of its Subsidised Housing Committee, member of the Greater Pearl River Delta Business Council, director of the Hong Kong Mortgage Corporation and member of the Disaster Relief Fund Advisory Committee. He was also the President of the Hong Kong Institute of Education and Chair Professor of Public Administration until June 2012. Prior to 2008, he was a Professor at the Department of Public and Social Administration of the City University of Hong Kong, and was a member of the Legislative Council from 1995 to 1997.

Save as disclosed above and as at the date of this announcement, Professor Cheung has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, and does not hold any other position with the Company or its subsidiaries.

Professor Cheung is not related to any Directors, senior management or substantial or controlling shareholders of the Company except that he holds the post of the S for T&H in the Government, and The Financial Secretary

Incorporated which holds shares in the Company in trust for the Government, is a controlling shareholder of the Company. As at the date of this announcement, Professor Cheung is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the 'SFO') as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the 'Stock Exchange') pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

In respect of Professor Cheung's appointment, there is no other information which is disclosable pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the 'Listing Rules'), and there is no other matter relating to his appointment which needs to be brought to the attention of the holders of securities of the Company.

*Ms. Eva Cheng*

The Company announces that as Ms. Eva Cheng has ceased to hold the post of the S for T&H with effect from 1 July 2012, she has also ceased to be a non-executive Director and a member of the Nominations Committee and the Corporate Responsibility Committee of the Company with effect from the same date. There is no matter relating to Ms. Cheng ceasing to be a Director of the Company that needs to be brought to the attention of the holders of securities of the Company.

*Mr. Yau Shing-mu*

The Company announces that as Mr. Yau Shing-mu has ceased to hold the post of the US for T&H with effect from 1 July 2012, he has also ceased to be an Alternate Director to the office of the S for T&H with effect from the same date. There is no matter relating to Mr. Yau ceasing to be an Alternate Director of the Company that needs to be brought to the attention of the holders of securities of the Company.

*Ms. Maisie Cheng Mei-sze*

The Company announces that as Ms. Maisie Cheng Mei-sze has ceased to hold the post of the DS for T&H with effect from 4 July 2012, she has also ceased to be an Alternate Director to the office of the S for T&H with effect from the same date. There is no matter relating to Ms. Cheng ceasing to be an Alternate Director of the Company that needs to be brought to the attention of the holders of securities of the Company.

*Ms. Tsang Oi-lin*

The Company announces that Ms. Tsang Oi-lin, who with effect from 19 June 2012 has doubled up the post of the DS for FS&T(T)2 originally held by Miss Chu Man-ling, has been appointed as an Alternate Director to Professor Chan Ka-keung, Ceajer (S for FS&T), a non-executive Director of the Company, with effect from the same date. She is jointly holding the post of the DS for FS&T(T)(2) together with the post of the Principal Assistant Secretary for Financial Services and the Treasury (Treasury)(Investments) ('PAS for

FS&T(T)(I)') in the Government.

Ms. Tsang (aged 41) has not entered into any contract of service with the Company nor is she appointed for a specific term. Ms. Tsang does not receive any emoluments from the Company.

Ms. Tsang is a non-executive director of Tradelink Electronic Commerce Limited, a company listed on the Stock Exchange.

Save as disclosed above and as at the date of this announcement, Ms. Tsang has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, and does not hold any other position with the Company or its subsidiaries.

Ms. Tsang joined the Government as an Administrative Officer in 1992. She has served in various bureaux and departments of the Government. Ms. Tsang is a graduate of the University of Hong Kong and holds a Bachelor of Business Administration degree. She has further been awarded a Master of Science degree by the Chinese University of Hong Kong.

Ms. Tsang is not related to any Directors, senior management or substantial or controlling shareholders of the Company except that she holds the posts of the DS for FS&T(T)2 and the PAS for FS&T(T)(I) in the Government, and The Financial Secretary Incorporated which holds shares in the Company in trust for the Government, is a controlling shareholder of the Company. As at the date of this announcement, Ms. Tsang is not interested in any shares of the Company within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

In respect of Ms. Tsang's appointment, there is no other information which is disclosable pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to her appointment which needs to be brought to the attention of the holders of securities of the Company.

*Miss Chu Man-ling*

The Company also announces that Miss Chu Man-ling, who vacated the post of the DS for FS&T(T)2 with effect from 19 June 2012, has ceased to be an Alternate Director to Professor Chan Ka-keung, Ceajer with effect from the same date. There is no matter relating to Miss Chu ceasing to be an Alternate Director of the Company that needs to be brought to the attention of the holders of securities of the Company.

By Order of the Board  
**Gillian Elizabeth Meller**  
*Company Secretary*

Hong Kong, 6 July 2012

As at the date of this announcement:

*Members of the Board:* Dr. Raymond Ch'ien Kuo-fung (*Chairman*)\*\*, Jay Herbert Walder (*Chief Executive Officer*), Vincent Cheng Hoi-chuen\*, Christine Fang Meng-sang\*, Edward Ho Sing-tin\*, Alasdair George Morrison\*, Ng Leung-sing\*, Abraham Shek Lai-him\*, T. Brian Stevenson\*, Professor Chan Ka-keung, Ceajer (Secretary for Financial Services and the Treasury)\*\*, Secretary for Transport and Housing (Professor Anthony Cheung Bing-leung)\*\* and Commissioner for Transport\*\*

*Members of the Executive Directorate:* Jay Herbert Walder, William Chan Fu-keung, Chew Tai Chong, Jacob Kam Chak-pui, Lincoln Leong Kwok-kuen, Gillian Elizabeth Meller, David Tang Chi-fai and Jeny Yeung Mei-chun

\* *independent non-executive Director*

\*\* *non-executive Director*

*This announcement is made in English and Chinese. In case of any inconsistency, the English version shall prevail.*