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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 ALTERNATE DIRECTORS**

The Company announces the following changes:

- (1) Ms. Mable Chan, who with effect from 23 July 2012 has taken over the post of the Deputy Secretary for Financial Services and the Treasury (Treasury)<sup>2</sup> ('DS(Tsy)<sup>2</sup>') originally doubled up by Ms. Tsang Oi-lin, has been appointed as an Alternate Director to Professor Chan Ka-keung, Ceajer (Secretary for Financial Services and the Treasury) ('SFST'), a non-executive Director of the Company, with effect from the same date.
- (2) Ms. Tsang Oi-lin, who ceased doubling up the post of the DS(Tsy)<sup>2</sup> with effect from 23 July 2012, has ceased to be an Alternate Director to Professor Chan Ka-keung, Ceajer with effect from the same date.
- (3) Mr. Chan Shui-fu, Andy, who has been appointed to the post of the Deputy Secretary for Transport and Housing (Transport) ('DS for T&H') with effect from 24 July 2012, has by virtue of his appointment become an Alternate Director to the office of the Secretary for Transport and Housing ('S for T&H') (Professor Anthony Cheung Bing-leung), a non-executive Director of the Company, with effect from the same date.
- (4) Ms. Tse Man-yee, Elizabeth, who with effect from 25 July 2012 has taken over the post of the Permanent Secretary for Financial Services and the Treasury (Treasury) ('PS(Tsy)') originally held by Mr. Ying Yiu-hong, has been appointed as an Alternate Director to Professor Chan Ka-keung, Ceajer with effect from the same date.
- (5) Mr. Ying Yiu-hong, who ceased to hold the post of the PS(Tsy) with effect from 25 July 2012, has ceased to be an Alternate Director to Professor Chan Ka-keung, Ceajer with effect from the same date.

***Ms. Mable Chan***

The Company announces that Ms. Mable Chan, who with effect from 23 July 2012 has taken over the post of the DS(Tsy)2 originally doubled up by Ms. Tsang Oi-lin, has been appointed as an Alternate Director to Professor Chan Ka-keung, Ceajer (SFST), a non-executive Director of the Company, with effect from the same date.

Ms. Chan (aged 46) has not entered into any contract of service with the Company nor is she appointed for a specific term. Ms. Chan does not receive any emoluments from the Company.

Ms. Chan joined the Government (the 'Government') of the Hong Kong Special Administrative Region (the 'HKSAR') as an Administrative Officer in 1989. She is a graduate of the Chinese University of Hong Kong and holds a Bachelor of Business Administration degree in General Business Management.

Save as disclosed above and as at the date of this announcement, Ms. Chan 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. Chan is not related to any Directors, senior management or substantial or controlling shareholders of the Company except that she holds the post of the DS(Tsy)2 in the Government, and The Financial Secretary Incorporated ('The FSI') 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. Chan 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 (the 'Model Code').

In respect of Ms. Chan'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 her appointment which 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 ceased doubling up the post of the DS(Tsy)2 with effect from 23 July 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 Ms. Tsang 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.

**Mr. Chan Shui-fu, Andy**

The Company announces that Mr. Chan Shui-fu, Andy, who has been appointed to the post of the DS for T&H with effect from 24 July 2012, has by virtue of his appointment become an Alternate Director to the office of the S for T&H (Professor Anthony Cheung Bing-leung), a non-executive Director of the Company, with effect from the same date.

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

Mr. Chan (aged 39) has not entered into any contract of service with the Company nor is he appointed for a specific term. Mr. Chan does not receive any emoluments from 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.

Mr. Chan joined the Government as an Administrative Officer in 1994. He is a graduate of the Chinese University of Hong Kong and holds a Bachelor of Arts degree in History.

Save as disclosed above and as at the date of this announcement, Mr. Chan 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.

Mr. Chan is not related to any Directors, senior management or substantial or controlling shareholders of the Company except that he holds the post of the DS for T&H in the Government, and The FSI 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, Mr. Chan 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.

In respect of Mr. Chan'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 his appointment which needs to be brought to the attention of the holders of securities of the Company.

***Ms. Tse Man-yee, Elizabeth***

The Company announces that Ms. Tse Man-yee, Elizabeth, who with effect from 25 July 2012 has taken over the post of the PS(Tsy) originally held by Mr. Ying Yiu-hong, has been appointed as an Alternate Director to Professor Chan Ka-keung, Ceajer with effect from the same date.

Ms. Tse (aged 49) has not entered into any contract of service with the Company nor is she appointed for a specific term. Ms. Tse does not receive any emoluments from the Company.

Ms. Tse is a graduate of the University of Hong Kong and holds a Bachelor of Social Sciences degree. She was further awarded a Master of Public Administration degree by the Harvard University.

Ms. Tse joined the Government as an Administrative Officer in 1984. She has served in various bureaux and departments, including the former Security Branch, the former City and New Territories Administration, the former Economic Services Branch, the former Finance Branch, the former New Airport Projects Co-ordination Office and the former Trade and Industry Branch. She was Deputy Secretary for the Treasury (later renamed Deputy Secretary for Financial Services and the Treasury (Treasury)) from July 1999 to April 2006, Director of Administration from April 2006 to October 2007, and Permanent Secretary, Chief Executive's Office from October 2007 to April 2010. Before taking over the post of the PS(Tsy), she was the Permanent Secretary for Commerce and Economic Development (Communications and Technology).

Save as disclosed above and as at the date of this announcement, Ms. Tse 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. Tse is not related to any Directors, senior management or substantial or controlling shareholders of the Company except that she holds the post of the PS(Tsy) in the Government, and The FSI 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. Tse 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.

In respect of Ms. Tse'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.

**Mr. Ying Yiu-hong**

The Company also announces that Mr. Ying Yiu-hong, who ceased to hold the post of the PS(Tsy) with effect from 25 July 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 Mr. Ying 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, 10 August 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 (Susie Ho Shuk-yee)\*\*

*Members of the Executive Directorate:* Jay Herbert Walder, Lincoln Leong Kwok-kuen, Morris Cheung Siu-wa, Chew Tai Chong, Jacob Kam Chak-pui, 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.*