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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)

### **POLL RESULTS OF 2022 ANNUAL GENERAL MEETING, CHANGES OF DIRECTORS AND**

### **CHANGES IN THE COMPOSITION OF BOARD COMMITTEES AND ADVISORY PANEL**

The Company announces that all the proposed resolutions as set out in the Notice of Annual General Meeting of the Company dated 14 April 2022 ('Notice of the 2022 AGM') were duly passed at the Company's 2022 Annual General Meeting held on 25 May 2022 ('2022 AGM').

With effect from the conclusion of the 2022 AGM:

- (a) Dr Anthony Chow Wing-kin retired as an Independent Non-executive Director ('INED'), and a member of each of the Nominations Committee and the Remuneration Committee of the Company;
- (b) Dr Eddy Fong Ching retired as an INED, the chairman of the Audit & Risk Committee, and a member of the Finance & Investment Committee of the Company;
- (c) Mr Benjamin Tang Kwok-bun retired as an INED, and a member of each of the Remuneration Committee and the Technology Advisory Panel of the Company;
- (d) Mr Sunny Lee Wai-kwong has become an INED of the Company and has been appointed by the Board of Directors of the Company ('Board') as a member of each of the Nominations Committee and the Technology Advisory Panel of the Company;
- (e) Mr Carlson Tong has become an INED of the Company and has been appointed by the Board as the chairman of the Audit & Risk Committee and a member of the Finance & Investment Committee of the Company;
- (f) Dr Rose Lee Wai-mum, an INED and a member of each of the Audit & Risk Committee and the Finance & Investment Committee of the Company, has been appointed by the Board as a member of the Remuneration Committee of the Company and has ceased to be a member of the Audit & Risk Committee of the Company both at the same time; and
- (g) Mr Adrian Wong Koon-man, an INED and a member of each of the Audit & Risk Committee and the Finance & Investment Committee of the Company, has been appointed by the Board as a member of the Remuneration Committee of the Company and has ceased to be a member of the Finance & Investment Committee of the Company both at the same time.

## Poll Results of the 2022 AGM

At the 2022 AGM, a poll was demanded by the Chairman of the Company for voting on each of the proposed resolutions as set out in the Notice of the 2022 AGM. The Company is pleased to announce the poll results as follows:

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
1.	To receive the audited Statement of Accounts and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2021.	5,165,372,229 (99.9801%)	1,027,968 (0.0199%)
2.	To declare a final dividend for the year ended 31 December 2021.	5,165,357,190 (99.9797%)	1,048,405 (0.0203%)
3.	(a) To re-elect Dr Rex Auyeung Pak-kuen as a member of the Board.	5,025,194,562 (97.2671%)	141,191,813 (2.7329%)
	(b) To re-elect Dr Jacob Kam Chak-pui as a member of the Board.	5,166,146,828 (99.9951%)	250,989 (0.0049%)
	(c) To re-elect Mr Walter Chan Kar-lok as a member of the Board.	5,156,586,678 (99.8103%)	9,799,139 (0.1897%)
	(d) To re-elect Mr Cheng Yan-kee as a member of the Board.	5,166,313,194 (99.9984%)	84,623 (0.0016%)
	(e) To re-elect Mr Jimmy Ng Wing-ka as a member of the Board.	5,156,617,000 (99.8109%)	9,768,817 (0.1891%)
4.	To elect Mr Sunny Lee Wai-kwong as a new member of the Board.	5,156,051,777 (99.7997%)	10,346,040 (0.2003%)
5.	To elect Mr Carlson Tong as a new member of the Board.	5,161,782,656 (99.9107%)	4,615,161 (0.0893%)
6.	To re-appoint KPMG as Auditors of the Company and authorise the Board to determine their remuneration.	5,093,016,151 (98.5808%)	73,320,323 (1.4192%)
7.	To grant a general mandate to the Board to allot, issue, grant, distribute and otherwise deal with additional shares in the Company, not exceeding ten per cent. of the aggregate number of the shares in issue as at the date of passing of this Resolution.#	5,129,487,130 (99.2856%)	36,907,011 (0.7144%)

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
8.	To grant a general mandate to the Board to buy back shares in the Company, not exceeding ten per cent. of the aggregate number of the shares in issue as at the date of passing of this Resolution.#	5,162,338,698 (99.9215%)	4,054,728 (0.0785%)
<i>As more than 50% of the votes were cast in favour of each of the above resolutions, all of the resolutions were duly passed as ordinary resolutions.</i>			
	Special Resolution	Number of Votes (%)	
		For	Against
9.	To approve the amendment to the Articles of Association of the Company.#	5,166,319,571 (99.9997%)	16,297 (0.0003%)
<i>As at least 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</i>			

#The full text of the Resolution is set out in the Notice of the 2022 AGM.

Notes:

- (1) Total number of issued shares entitling the holders to attend and vote on all the resolutions at the 2022 AGM: 6,193,462,514 shares.
- (2) Number of issued shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ('Listing Rules') at the 2022 AGM: Nil.
- (3) Number of shares of holders that are required under the Listing Rules to abstain from voting: Nil.
- (4) Computershare Hong Kong Investor Services Limited, the Company's share registrar, acted as the scrutineer.
- (5) Except Mr Christopher Hui Ching-yu (Secretary for Financial Services and the Treasury), Secretary for Transport and Housing (Mr Frank Chan Fan), Permanent Secretary for Development (Works) (Mr Ricky Lau Chun-kit), Commissioner for Transport (Miss Rosanna Law Shuk-pui) and Dr Anthony Chow Wing-kin, all other Directors of the Company attended the 2022 AGM either in person or by electronic means.

## Retirement of Directors

The Company announces that Dr Anthony Chow Wing-kin, Dr Eddy Fong Ching and Mr Benjamin Tang Kwok-bun, all of them after having served on the Board for more than six years, retired as INEDs of the Company immediately after the conclusion of the 2022 AGM. Upon their retirements, Dr Chow has ceased to be a member of each of the Nominations Committee and the Remuneration Committee of the Company; Dr Fong has ceased to be the chairman of the Audit & Risk Committee and a member of the Finance & Investment Committee of the Company; and Mr Tang has ceased to be a member of each of the Remuneration Committee and the Technology Advisory Panel of the Company.

Dr Chow, Dr Fong and Mr Tang have each confirmed that they have no disagreement with the Board and that there is no matter relating to their retirements that needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

The Company would like to express its sincerest gratitude to Dr Chow, Dr Fong and Mr Tang for their valuable contributions and service to both the Board and the Company over the past years.

## Election of New Directors

The Company announces that Mr Sunny Lee Wai-kwong and Mr Carlson Tong were elected as new Directors of the Company at the 2022 AGM and have become INEDs of the Company.

The biographies of Mr Lee and Mr Tong are set out below:

### **(i) Mr Sunny Lee Wai-kwong**

Mr Sunny Lee Wai-kwong (age 62) has more than 30 years of experience in business and technology management gained in both Hong Kong and overseas. He is the vice-president (Administration) of City University of Hong Kong and an INED of SUNeVision Holdings Ltd.

Mr Lee was the executive director of information technology ('IT') of The Hong Kong Jockey Club ('HKJC'), where he served as a member of the board of management and had overall responsibility for HKJC's IT strategy and innovation. Prior to joining HKJC, Mr Lee held various key positions at The Hong Kong and China Gas Company Limited, including as an executive committee member, and as chief information officer of the group and chief executive officer of two strategic diversification businesses, iCare.com Limited and Towngas Telecommunications Company Limited.

Mr Lee also actively serves in many governing and advisory committees in the academic, professional and community arena. He is the board chairman of Hong Kong Applied Science and Technology Research Institute Company Limited, the chairman of Public Libraries Advisory Committee, an ex-officio member of Committee on Innovation, Technology and Re-industrialisation of the Hong Kong Special Administrative Region ('HKSAR') and a council member of each of Hong Kong Management Association, Hong Kong Quality Assurance Agency and Hong Kong Professionals and Senior Executives Association.

Mr Lee, formerly, was a president of Hong Kong Computer Society, a chairman of the Hong Kong Institute of IT Professional Certification, a council member of Vocational Training Council, an audit committee member of Hong Kong Housing Society, a member of Working Group of Intellectual Property trading of the HKSAR and a board chairman of Hong Kong Education City.

Mr Lee is a Distinguished Fellow of Hong Kong Computer Society, a Chartered IT Professional of The British Computer Society, a Fellow of The Hong Kong Institution of Engineers and a Chartered Engineer of United Kingdom Engineering Council.

Mr Lee holds a Bachelor degree and a Master degree in Operations Research & Industrial Engineering, both from Cornell University in the USA.

Mr Lee has entered into a three years' service contract with the Company, under which the term of his office as an INED of the Company commences on 25 May 2022 from the conclusion of the 2022 AGM and lasts up to the earlier of the date on which he will retire again by rotation under the Articles of Association of the Company (the 'Articles') and 24 May 2025. He is entitled to a fee of HK\$420,000 gross per annum for being an INED and a member of each of the Nominations Committee and the Technology Advisory Panel of the Company as set out in his service contract and determined by the Board.

**(ii) Mr Carlson Tong**

Mr Carlson Tong (age 67) is a chartered accountant and has extensive experience in the financial services sector and the capital market in both the Mainland China and Hong Kong markets. He is an INED of Standard Chartered PLC and a member of the Court of Standard Chartered Bank.

Mr Tong joined KPMG UK in 1979 and became an audit partner of the firm in Hong Kong in 1989. He was elected chairman of KPMG China and Hong Kong in 2007, before becoming the Asia Pacific chairman and a member of the global board and global executive team of KPMG in 2009. He spent over 30 years at KPMG and was actively involved in the work of the capital market, corporate governance and regulatory compliance, serving as a member of the Main Board and Growth Enterprise Market Listing Committee of The Stock Exchange of Hong Kong Limited from 2002 to 2006, before becoming the chair during 2006 to 2008. After retiring from KPMG in 2011, Mr Tong was appointed a non-executive director of the Securities and Futures Commission ('SFC'), and later acted as its chairman for the period from 2012 to October 2018. He oversaw a number of major policy initiatives during his term as the chairman of the SFC, including the introduction of the Hong Kong and Shanghai/Shenzhen Stock connect schemes and the mutual recognition of funds between the Mainland and Hong Kong.

Mr Tong, formerly, was a non-executive director of the Hong Kong International Airport Authority, chairman of Aviation Security Company Limited, a member of the Exchange Fund Advisory Committee of Hong Kong Monetary Authority, and a vice president and a council member of the Hong Kong Institute of Certified Public Accountants.

Mr Tong currently sits on various HKSAR Government and professional bodies. He is the chairman of the University Grants Committee, the chairman of the Independent Commission on Remuneration for Members of the Executive Council and the Legislature, and Officials under the Political Appointment System, a board member of each of the Hong Kong Academy of Finance and Hong Kong Laureate Forum Limited, a member of the Hong Kong Human Resources Planning Commission and an observer on behalf of the HKSAR Government for Cathay Pacific Airways Limited.

Mr Tong is a Fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants respectively. He was awarded an Honorary Fellowship by Lingnan University and Hong Kong Education University in 2010 and 2015 respectively. Mr Tong was appointed a Justice of the Peace in 2006, and awarded the Silver and Gold Bauhinia Star medals in 2014 and 2019 respectively.

Mr Tong has entered into a three years' service contract with the Company, under which the term of his office as an INED of the Company commences on 25 May 2022 from the conclusion of the 2022 AGM and lasts up to the earlier of the date on which he will retire again by rotation under the Articles and 24 May 2025. He is entitled to a fee of HK\$510,000 gross per annum for being an INED, the chairman of the Audit & Risk Committee and a member of the Finance & Investment Committee of the Company as set out in his service contract and determined by the Board.

Unless otherwise disclosed above, as at the date of this announcement, both Mr Lee and Mr Tong:

- (a) have not held any other 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 do not hold any other position with the Company or its subsidiaries; and
- (b) are not related to any Directors, senior management or substantial or controlling shareholder of the Company; and
- (c) do not have any interest in and do not hold any short positions in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company has received a written confirmation from each of Mr Lee and Mr Tong concerning their respective independence as an INED of the Company in accordance with the Listing Rules.

In respect of the elections of Mr Lee and Mr Tong, there is no other information which is discloseable pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to their elections, other than as stated above, which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

## **Changes in the Composition of Board Committees and Advisory Panel**

The Company further announces the following changes in the composition of the following Board Committees and Advisory Panel of the Company with effect from the conclusion of the 2022 AGM:

- (a) Dr Anthony Chow Wing-kin, who retired as an INED of the Company as abovementioned, has ceased to be a member of each of the Nominations Committee and the Remuneration Committee of the Company;
- (b) Dr Eddy Fong Ching, who retired as an INED of the Company as abovementioned, has ceased to be the chairman of the Audit & Risk Committee and a member of the Finance & Investment Committee of the Company;
- (c) Mr Benjamin Tang Kwok-bun, who retired as an INED of the Company as abovementioned, has ceased to be a member of each of the Remuneration Committee and the Technology Advisory Panel of the Company;
- (d) Mr Sunny Lee Wai-kwong, an INED of the Company as abovementioned, has been appointed by the Board as a member of each of the Nominations Committee and the Technology Advisory Panel of the Company;
- (e) Mr Carlson Tong, an INED of the Company as abovementioned, has been appointed by the Board as the chairman of the Audit & Risk Committee and a member of the Finance & Investment Committee of the Company;
- (f) Dr Rose Lee Wai-mum, an INED and a member of each of the Audit & Risk Committee and the Finance & Investment Committee of the Company, has been appointed by the Board as a member of the Remuneration Committee of the Company and has ceased to be a member of the Audit & Risk Committee of the Company both at the same time; and
- (g) Mr Adrian Wong Koon-man, an INED and a member of each of the Audit & Risk Committee and the Finance & Investment Committee of the Company, has been appointed by the Board as a member of the Remuneration Committee of the Company and has ceased to be a member of the Finance & Investment Committee of the Company both at the same time.

Upon the conclusion of the 2022 AGM and following the changes disclosed above, the updated membership of each of the Audit & Risk Committee, the Nominations Committee, the Remuneration Committee, the Finance & Investment Committee and the Technology Advisory Panel of the Company will be uploaded on the respective websites of the Company and The Stock Exchange of Hong Kong Limited.

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

Hong Kong, 25 May 2022

As at the date of this announcement:

*Members of the Board:* Dr Rex Auyeung Pak-kuen (*Chairman*)\*\*, Dr Jacob Kam Chak-pui (*Chief Executive Officer*), Andrew Clifford Winawer Brandler\*, Dr Bunny Chan Chung-bun\*, Walter Chan Kar-lok\*, Dr Pamela Chan Wong Shui\*, Dr Dorothy Chan Yuen Tak-fai\*, Cheng Yan-kee\*, Hui Siu-wai\*, Sunny Lee Wai-kwong\*, Dr Rose Lee Wai-mun\*, Jimmy Ng Wing-ka\*, Carlson Tong\*, Adrian Wong Koon-man\*, Johannes Zhou Yuan\*, Christopher Hui Ching-yu (*Secretary for Financial Services and the Treasury*)\*\*, *Secretary for Transport and Housing (Frank Chan Fan)*\*\*, *Permanent Secretary for Development (Works) (Ricky Lau Chun-kit)*\*\* and *Commissioner for Transport (Rosanna Law Shuk-pui)*\*\*

*Members of the Executive Directorate:* Dr Jacob Kam Chak-pui, Adi Lau Tin-shing, Roger Francis Bayliss, Margaret Cheng Wai-ching, Linda Choy Siu-min, Herbert Hui Leung-wah, Dr Tony Lee Kar-yun, 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.*