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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, BOARD COMMITTEE MEMBERS**

**AND**

### **ALTERNATE DIRECTORS**

The Company announces the following changes:

#### **Change of Director and Board Committee Members**

- (1) The office of the Secretary for Transport and Housing ('S for T&H') (held by Mr Frank Chan Fan until 30 June 2022) has ceased to be a Non-executive Director ('NED') and a member of each of the Nominations Committee and the Remuneration Committee of the Company, all with effect from 1 July 2022;
- (2) The office of the Secretary for Transport and Logistics ('S for T&L') has been appointed by the Chief Executive of the Hong Kong Special Administrative Region ('HKSAR') pursuant to section 8 of the Mass Transit Railway Ordinance (Chapter 556 of the Laws of Hong Kong) ('MTR Ordinance') as a NED of the Company with effect from 1 July 2022. The office of the S for T&L has also been appointed by the Board of Directors of the Company (the 'Board') as a member of each of the Nominations Committee and the Remuneration Committee of the Company, both with effect from 1 July 2022. Mr Lam Sai-hung, who currently holds the post of the S for T&L, has, by virtue of holding such post, become a NED and a member of each of the Nominations Committee and the Remuneration Committee of the Company, all with effect from the same date;

#### **Change of Alternate Directors**

- (3) Each of the offices of the Under Secretary for Transport and Housing ('US for T&H') (held by Dr Raymond So Wai-man until 30 June 2022), the Permanent Secretary for Transport and Housing (Transport) ('PS for T&H(T)') (held by Ms Mable Chan until 30 June 2022), the Deputy Secretary for Transport and Housing (Transport)<sup>1</sup> ('DS for T&H (T)') (held by Ms Sharon Lee Hang-ye (also known as Mrs Sharon Yip Lee Hang-ye) until 30 June 2022) and the Deputy Secretary

for Transport and Housing (Transport)<sup>2</sup> ('DS for T&H(T)<sup>2</sup>') (held by Ms Amy Wong Pui-man until 30 June 2022) has ceased to be an Alternate Director to the office of the S for T&H (held by Mr Frank Chan Fan until 30 June 2022) with effect from 1 July 2022; and

- (4) Each of the following offices has been appointed as, and each of their respective current post holders has, by virtue of holding such post, become an Alternate Director to the office of the S for T&L (Mr Lam Sai-hung) with effect from 1 July 2022:
- (a) the office of the Permanent Secretary for Transport and Logistics ('PS for T&L') (current post holder being Ms Mable Chan);
  - (b) the office of the Deputy Secretary for Transport and Logistics 1 ('DS (TL) 1') (current post holder being Ms Sharon Lee Hang-ye (also known as Mrs Sharon Yip Lee Hang-ye)); and
  - (c) the office of the Deputy Secretary for Transport and Logistics 2 ('DS (TL) 2') (current post holder being Ms Amy Wong Pui-man).

The Company announces the following changes:

#### **(1) Cessation of Director**

The office of the S for T&H (held by Mr Frank Chan Fan until 30 June 2022) has ceased to be a NED and a member of each of the Nominations Committee and the Remuneration Committee of the Company, all with effect from 1 July 2022. The then S for T&H (Mr Frank Chan Fan) has confirmed that he has no disagreement with the Board and that there is no other matter relating to his cessation as the Company's Director as abovementioned that needs to be brought to the attention of the holders of securities of the Company.

#### **(2) Appointment of Director**

The office of the S for T&L has been appointed by the Chief Executive of the HKSAR pursuant to section 8 of the MTR Ordinance as a NED of the Company with effect from 1 July 2022. The office of the S for T&L has also been appointed by the Board as a member of each of the Nominations Committee and the Remuneration Committee of the Company, both with effect from 1 July 2022. Mr Lam Sai-hung, who currently holds the post of the S for T&L, has, by virtue of holding such post, become a NED and a member of each of the Nominations Committee and the Remuneration Committee of the Company, all with effect from the same date.

Mr Lam (aged 60) joined the Hong Kong Government as an Assistant Engineer in 1986. He was promoted to Chief Engineer in 2009 and to Principal Government Engineer in 2014. He was appointed as Project Manager of the Hong Kong Island and Islands Development Office in the Civil Engineering and Development Department in 2015 and as the Director of Civil Engineering and Development in 2016. In his official capacity as the Permanent Secretary for Development (Works), he served as a NED and a member

of each of the Capital Works Committee and the former Risk Committee of the Company during the period from 13 October 2018 to 7 October 2021.

Mr Lam is a Fellow of The Hong Kong Institution of Engineers, the Institution of Civil Engineers, United Kingdom, and the China Hong Kong Railway Institution. He is also an adjunct professor of The University of Hong Kong. Mr Lam is a graduate of The University of Hong Kong and holds a Bachelor of Science degree in Engineering. He was awarded the Gold Bauhinia Star medal in 2021.

Mr Lam has not entered into any contract of service with the Company as a NED of the Company nor is he appointed for a specific term. Pursuant to the Articles of Association of the Company, Directors appointed by the Chief Executive of the HKSAR pursuant to the MTR Ordinance are not required to retire by rotation at the annual general meetings of the Company. As a NED and a member of each of the Nominations Committee and the Remuneration Committee of the Company, Mr Lam is entitled to an emolument of HK\$420,000 gross per annum as determined by the Board. The emolument will be received by the Government of the HKSAR rather than by Mr Lam personally.

Unless otherwise disclosed above, as at the date of this announcement, Mr Lam:

- (i) has 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 does not hold any other position with the Company or its subsidiaries;
- (ii) is not related to any Directors, senior management or substantial or controlling shareholder of the Company, except that he is an official of the Government of the HKSAR. The Financial Secretary Incorporated, a controlling shareholder of the Company, holds shares in the Company in trust for the Government of the HKSAR; and
- (iii) does not have any interest in and does 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 'SFO').

In respect of Mr Lam's appointment, there is no other information which is discloseable pursuant to any of the requirements 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 the above appointment, 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.

### **(3) Cessation of Alternate Directors**

Following the cessation of the office of the S for T&H as a NED of the Company with effect from 1 July 2022, each of the offices of the US for T&H (held by Dr Raymond So Wai-man until 30 June 2022), the PS for T&H(T) (held by Ms Mable Chan until 30 June 2022), the DS for T&H (T)1 (held by Ms Sharon Lee Hang-ye (also known as Mrs Sharon Yip Lee Hang-ye) until 30 June 2022) and the DS for T&H(T)2 (held by Ms Amy Wong Pui-man until 30 June 2022) has ceased to be an Alternate Director to the office

of the S for T&H (held by Mr Frank Chan Fan until 30 June 2022) with effect from the same date. Each of Dr So, Ms Chan, Ms Lee and Ms Wong has confirmed that he/she has no disagreement with the Board and that there is no other matter relating to his/her cessation as the Company's Alternate Director as abovementioned that needs to be brought to the attention of the holders of securities of the Company.

#### **(4) Appointment of Alternate Directors**

Each of the offices of the PS for T&L (Ms Mable Chan), the DS (TL) 1 (Ms Sharon Lee Hang-yee (also known as Mrs Sharon Yip Lee Hang-yee)) and the DS (TL) 2 (Ms Amy Wong Pui-man) has been appointed as an Alternate Director to the office of the S for T&L (Mr Lam Sai-hung), a NED of the Company, with effect from 1 July 2022. Their respective biographies are set out below:

##### **Ms Mable Chan**

Ms Chan (aged 56) joined the Administrative Service of the Hong Kong Government in 1989 and rose to the rank of Administrative Officer Staff Grade A1 in 2019. She had served in various policy bureaux and departments, including the former City and New Territories Administration, the former Planning, Environment and Lands Branch, the former New Airport Projects Co-ordination Office, the former Chief Secretary's Office, the Chief Secretary for Administration's Office, the former Constitutional Affairs Bureau, the former Housing, Planning and Lands Bureau, the former Education and Manpower Bureau and the Education Bureau as well as the Financial Services and the Treasury Bureau.

Ms Chan served as a NED and a member of each of the former Audit Committee and the former Risk Committee of the Company in her capacity of the Commissioner for Transport ('C for T') from 2017 to 2020. She also served as an Alternate Director to Professor Chan Ka-keung, Ceajer, a former NED of the Company from 2012 to 2016. In her official capacity as the C for T, Ms Chan also served as a director of several transport-related companies including The Kowloon Motor Bus Company (1933) Limited, Long Win Bus Company Limited, New World First Bus Services Limited, New Lantao Bus Company (1973) Limited, Citybus Limited, The "Star" Ferry Company, Limited, New Hong Kong Tunnel Company Limited, Western Harbour Tunnel Company Limited and Route 3 (CPS) Company Limited.

Ms Chan was an Alternate Director to the then S for T&H, a NED of the Company (until 30 June 2022), from 1 August 2020 to 30 June 2022 in her capacity as the then PS for T&H(T).

Ms Chan holds a Bachelor of Business Administration degree in General Business Management from The Chinese University of Hong Kong.

As at the date of this announcement, Ms Chan does not have any interest in and does 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 SFO.

##### **Ms Sharon Lee Hang-yee (also known as Mrs Sharon Yip Lee Hang-yee)**

Ms Lee (aged 53) joined the Hong Kong Government as an Administrative Officer in 1991. She has served in various policy bureaux and departments, including the Civil

Service Bureau, the former Environment, Transport and Works Bureau, the Southern District Office, the former Television and Entertainment Licensing Authority and the former Transport and Housing Bureau. Ms Lee was the Deputy Director of Broadcasting (Developments) for Radio Television Hong Kong from 2016 to 2019.

Ms Lee was an Alternate Director to the then S for T&H, a NED of the Company (until 30 June 2022), from 15 July 2019 to 30 June 2022 in her capacity as the then DS for T&H(T)1.

Ms Lee is a graduate of The University of Hong Kong and holds a Bachelor degree in Social Sciences.

As at the date of this announcement, Ms Lee does not have any interest in and does 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 SFO.

### **Ms Amy Wong Pui-man**

Ms Wong (aged 56) joined the Administrative Service of the Hong Kong Government in 1996. She served as Principal Assistant Secretary for Education (Higher Education) from 2007 to 2011, Principal Assistant Secretary for Security (C) from 2012 to 2015, Principal Assistant Secretary for the Civil Service (Administrative Service) from 2015 to 2017, and the Deputy Secretary for the Civil Service 2 from 2017 to 2020.

Ms Wong was an Alternate Director to the then S for T&H, a NED of the Company (until 30 June 2022), from 14 December 2020 to 30 June 2022 in her capacity as the then DS for T&H(T)2. She also, in her official capacity as the DS for T&H(T)2, served as a director of several transport-related companies including The Kowloon Motor Bus Company (1933) Limited, Long Win Bus Company Limited, New World First Bus Services Limited, New Lantao Bus Company (1973) Limited, Citybus Limited and The "Star" Ferry Company, Limited.

Ms Wong holds a Bachelor of Business Administration degree from University of Hawaii at Manoa, the United States of America and a Master of Business Administration degree from University of California, Berkeley, the United States of America.

As at the date of this announcement, Ms Wong does not have any interest in and does 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 SFO.

Each of Ms Chan, Ms Lee and Ms Wong has not entered into any contract of service with the Company as an Alternate Director to the S for T&L (Mr Lam Sai-hung) nor is she appointed for a specific term. Each of Ms Chan, Ms Lee and Ms Wong will not receive any emoluments from the Company as an Alternate Director to the S for T&L (Mr Lam Sai- Hung).

Unless otherwise disclosed above, as at the date of this announcement, Ms Chan, Ms Lee and Ms Wong:

- (i) 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
- (ii) are not related to any Directors, senior management or substantial or controlling shareholder of the Company, except that they are officials of the Government of the HKSAR. The Financial Secretary Incorporated, a controlling shareholder of the Company, holds shares in the Company in trust for the Government of the HKSAR.

In respect of Ms Chan's, Ms Lee's and Ms Wong's appointments, 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 the above appointments, other than as stated above, which need to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51 (2) of the Listing Rules.

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

Hong Kong, 8 July 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 Logistics (Lam Sai-hung)\*\*, 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.*