

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



## 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 2023 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 2023 ('Notice of the 2023 AGM') were duly passed at the Company's 2023 Annual General Meeting held on 24 May 2023 ('2023 AGM').

With effect from the conclusion of the 2023 AGM:

- (a) Dr Pamela Chan Wong Shui retired as an Independent Non-executive Director ('INED') and ceased to be the chairman of the Nominations Committee and a member of the Environmental & Social Responsibility Committee of the Company;
- (b) Mr Johannes Zhou Yuan retired as an INED and ceased to be the chairman of the Technology Advisory Panel and a member of the Audit & Risk Committee of the Company;
- (c) Ms Sandy Wong Hang-yea 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 Environmental & Social Responsibility Committee and the Technology Advisory Panel of the Company;
- (d) Professor Anna Wong Wai-kwan has become an INED of the Company and has been appointed by the Board as a member of each of the Audit & Risk Committee and the Nominations Committee of the Company;
- (e) Mr Walter Chan Kar-lok, an INED and a member of each of the Nominations Committee and the Capital Works Committee of the Company, has been appointed by the Board as the chairman of the Nominations Committee of the Company; and
- (f) Mr Sunny Lee Wai-kwong, an INED and a member of each of the Nominations Committee and the Technology Advisory Panel of the Company, has been appointed by the Board as the chairman of the Technology Advisory Panel of the Company.

## Poll Results of the 2023 AGM

At the 2023 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 2023 AGM. The Company is pleased to announce the poll results as follows:

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
1.	To receive the audited Financial Statements and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2022.	5,181,331,968 (99.9562%)	2,267,971 (0.0438%)
2.	To declare a final dividend for the year ended 31 December 2022.	5,183,526,691 (99.9987%)	65,028 (0.0013%)
3.	(a) To re-elect Mr Andrew Clifford Winawer Brandler as a member of the Board.	5,177,261,525 (99.8786%)	6,293,528 (0.1214%)
	(b) To re-elect Dr Bunny Chan Chung-bun as a member of the Board.	5,178,772,547 (99.9081%)	4,764,392 (0.0919%)
	(c) To re-elect Dr Dorothy Chan Yuen Tak-fai as a member of the Board.	5,170,805,379 (99.7544%)	12,728,716 (0.2456%)
4.	To elect Ms Sandy Wong Hang-yea as a new member of the Board.	5,183,425,065 (99.9978%)	116,508 (0.0022%)
5.	To elect Professor Anna Wong Wai-kwan as a new member of the Board.	5,179,754,395 (99.9271%)	3,780,684 (0.0729%)
6.	To re-appoint KPMG as Auditors of the Company and authorise the Board to determine their remuneration.	5,116,344,568 (98.7034%)	67,208,982 (1.2966%)
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.#	5,149,548,539 (99.3445%)	33,980,396 (0.6555%)
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.#	5,179,519,429 (99.9220%)	4,043,031 (0.0780%)

*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.*

*#The full text of the Resolution is set out in the Notice of the 2023 AGM.*

*Notes:*

- (1) Total number of issued shares entitling the holders to attend and vote on all the resolutions at the 2023 AGM: 6,202,060,784 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 2023 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 Logistics (Mr Lam Sai-hung), Permanent Secretary for Development (Works) (Mr Ricky Lau Chun-kit), Commissioner for Transport (Miss Rosanna Law Shuk-pui) and Mr Johannes Zhou Yuan, all other Directors of the Company attended the 2023 AGM in person.

### **Retirement of Directors**

The Company announces that Dr Pamela Chan Wong Shui and Mr Johannes Zhou Yuan, after having served on the Board for over 9 years and 6 years respectively, retired as INEDs of the Company immediately after the conclusion of the 2023 AGM. Upon their retirements, Dr Pamela Chan ceased to be the chairman of the Nominations Committee and a member of the Environmental & Social Responsibility Committee of the Company; and Mr Zhou ceased to be the chairman of the Technology Advisory Panel and a member of the Audit & Risk Committee of the Company.

Each of Dr Pamela Chan and Mr Zhou have 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 Pamela Chan and Mr Zhou for their valuable contributions and services to the Board and the Company over the past years.

### **Election of New Directors**

The Company announces that Ms Sandy Wong Hang-yea and Professor Anna Wong Wai-kwan were elected as new members of the Board at the 2023 AGM and have become INEDs of the Company.

The biographies of Ms Sandy Wong and Professor Anna Wong are set out below:

**(i) Ms Sandy Wong Hang-yea, JP**

Ms Sandy Wong Hang-yea (age 51) is a solicitor admitted to practise in Hong Kong and England and Wales. She is currently a non-executive director of Medialink Group Limited and a consultant at So, Lung & Associates, Solicitors.

Ms Sandy Wong is the chairlady of both the Human Organ Transplant Board and the Enforcement Committee of the Competition Commission. She has also taken up many public duties in serving the community, including acting as a member of each of the Town Planning Board, the Chinese Medicine Practitioners Board, the Audit Committee of West Kowloon Cultural District Authority, the Hong Kong Council on Smoking and Health, the Competition Commission, the Hong Kong Advisory Council on AIDS, the HKSAR Election Committee and the Mandatory Provident Fund Schemes Appeal Board. Ms Sandy Wong is the Past President and a council member of the Hong Kong Federation of Women Lawyers Limited and an honorary court member of the Hong Kong Baptist University.

Ms Sandy Wong was formerly a consultant and the Head of Legal of Maxim's Caterers Limited, a consultant at Liau, Ho & Chan, Solicitors & Notaries, and a council member and a court member of the Hong Kong Baptist University.

Ms Sandy Wong holds a Bachelor of Laws degree from the City University of Hong Kong and a Master of Law (Commercial and Corporate Law) degree from the University of London (King's College), and obtained her postgraduate qualifications in law from The University of Hong Kong.

Ms Sandy Wong has entered into a three years' service contract with the Company, under which the term of her office as an INED of the Company commences on 24 May 2023 from the conclusion of the 2023 AGM and lasts up to the earlier of the date on which she will retire again by rotation under the Articles of Association of the Company (the 'Articles') and 23 May 2026. She is entitled to a fee of HK\$420,000 gross per annum for being an INED and a member of each of the Environmental & Social Responsibility Committee and the Technology Advisory Panel of the Company as set out in her service contract and determined by the Board.

**(ii) Professor Anna Wong Wai-kwan**

Professor Anna Wong Wai-kwan (age 64) is a Professor of Practice in Finance at the Faculty of Business and Economics and the Program Director of the Bachelor of Finance (Asset Management and Private Banking) at The University of Hong Kong. She teaches financial regulations, compliance and credit risk management at the Faculty.

Professor Anna Wong has extensive experience in banking and finance. She had worked in major financial institutions including Citigroup, HSBC, Credit Suisse, BNP Paribas and the Chase Manhattan Bank, covering private banking, asset management, securities brokerage, corporate and commercial banking, credit and risk management. Professor Anna Wong was the Head of Private Bank, Greater China at Credit Suisse and the CEO of HSBC Broking Services (Asia) Limited.

Professor Anna Wong is an independent non-executive director, a member of the Audit Committee and chairlady of the Risk Committee of Bank of China International Limited. She is also a non-executive director of the Insurance Authority, a member of each of the Competition Commission, the Finance Committee of the Housing Authority, the Investment Committee of The Hong Kong Polytechnic University, the Process Review Panel for the Accounting and Financial Reporting Council and the Human Capital Committee of the Financial Services Development Council. She was previously a member of the Advisory Committee of the Securities and Futures Commission, and a director of the Hong Kong Securities and Investment Institute and Hong Kong Securities Association Limited.

Professor Anna Wong is a Senior Fellow of Hong Kong Securities and Investment Institute and a Fellow of St John's College, The University of Hong Kong. She holds a Bachelor of Arts degree from The University of Hong Kong, a Master of Business Administration degree from The Chinese University of Hong Kong and a Juris Doctor degree from The University of Hong Kong.

Professor Anna Wong has entered into a three years' service contract with the Company, under which the term of her office as an INED of the Company commences on 24 May 2023 from the conclusion of the 2023 AGM and lasts up to the earlier of the date on which she will retire again by rotation under the Articles and 23 May 2026. She is entitled to a fee of HK\$450,000 gross per annum for being an INED and a member of each of the Audit & Risk Committee and the Nominations Committee of the Company as set out in her service contract and determined by the Board.

Unless otherwise disclosed above, as at the date of this announcement, both Ms Sandy Wong and Professor Anna Wong:

- (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 Ms Sandy Wong and Professor Anna Wong concerning their respective independence as an INED of the Company in accordance with the Listing Rules.

In respect of the elections of Ms Sandy Wong and Professor Anna Wong, 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 2023 AGM:

- (a) Dr Pamela Chan Wong Shui, who retired as an INED of the Company as abovementioned, has ceased to be the chairman of the Nominations Committee and a member of the Environmental & Social Responsibility Committee of the Company;
- (b) Mr Johannes Zhou Yuan, who retired as an INED of the Company as abovementioned, has ceased to be the chairman of the Technology Advisory Panel and a member of the Audit & Risk Committee of the Company;

- (c) Ms Sandy Wong Hang-yee, an INED of the Company as abovementioned, has been appointed by the Board as a member of each of the Environmental & Social Responsibility Committee and the Technology Advisory Panel of the Company;
- (d) Professor Anna Wong Wai-kwan, an INED of the Company as abovementioned, has been appointed by the Board as a member of each of the Audit & Risk Committee and the Nominations Committee of the Company;
- (e) Mr Walter Chan Kar-lok, an INED and a member of each of the Nominations Committee and the Capital Works Committee of the Company, has been appointed by the Board as the chairman of the Nominations Committee of the Company; and
- (f) Mr Sunny Lee Wai-kwong, an INED and a member of each of the Nominations Committee and the Technology Advisory Panel of the Company, has been appointed by the Board as the chairman of the Technology Advisory Panel of the Company.

The aforesaid updated membership of each of the Audit & Risk Committee, the Nominations Committee, the Environmental & Social Responsibility Committee and the Technology Advisory Panel of the Company can be found 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, 24 May 2023

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 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\*, Sandy Wong Hang-yee\*, Adrian Wong Koon-man\*, Professor Anna Wong Wai-kwan\*, 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, Margaret Cheng Wai-ching, Linda Choy Siu-min, Carl Michael Devlin, Herbert Hui Leung-wah, Dr Tony Lee Kar-yun, Gillian Elizabeth Meller, David Tang Chi-fai, Sammy Wong Kwan-wai 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.*