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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 2024 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 12 April 2024 ('Notice of the 2024 AGM') were duly passed at the Company's 2024 Annual General Meeting held on 22 May 2024 ('2024 AGM').

With effect from the conclusion of the 2024 AGM:

- (a) Dr Dorothy Chan Yuen Tak-fai retired as an Independent Non-executive Director ('INED') and ceased to be the chairman of the Remuneration Committee and a member of the Capital Works Committee of the Company;
- (b) Ms Rose Lee Wai-mun retired as an INED and ceased to be a member of each of the Finance & Investment Committee and the Remuneration Committee of the Company;
- (c) Ms Ayesha Abbas MACPHERSON (also known as Mrs Ayesha Macpherson LAU) 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 Audit & Risk Committee and the Finance & Investment Committee of the Company;
- (d) The Permanent Secretary for Development (Works) (Mr Ricky Lau Chun-kit), a Non-executive Director ('NED') and a member of each of the Capital Works Committee and the Nominations Committee of the Company, has been appointed by the Board as a member of the Technology Advisory Panel of the Company and has ceased to be a member of the Nominations Committee of the Company both at the same time;
- (e) The Commissioner for Transport (Ms Angela Lee Chung-yan), a NED and a member of each of the Audit & Risk Committee and the Technology Advisory Panel of the Company, has been appointed by the Board as a member of the Environmental & Social Responsibility Committee of the Company and has ceased to be a member of the Technology Advisory Panel of the Company both at the same time;

- (f) Dr Bunny Chan Chung-bun, an INED and a member of each of the Environmental & Social Responsibility 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;
- (g) Mr Hui Siu-wai, an INED and a member of each of the Audit & Risk Committee and the Capital Works 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;
- (h) Mr Sunny Lee Wai-kwong, an INED, the chairman of the Technology Advisory Panel and a member of the Nominations Committee of the Company, has been appointed by the Board as a member of the Capital Works Committee of the Company and has ceased to be a member of the Nominations Committee of the Company both at the same time;
- (i) Mr Jimmy Ng Wing-ka, an INED and a member of each of the Environmental & Social Responsibility Committee and the Nominations Committee of the Company, has been appointed by the Board as a member of the Technology Advisory Panel of the Company and has ceased to be a member of the Environmental & Social Responsibility Committee of the Company both at the same time;
- (j) Dr Carlson Tong, an INED, the chairman of the Audit & Risk Committee and a member of the Finance & Investment Committee of the Company, has stepped down as the chairman, but remains as a member, of the Audit & Risk Committee of the Company;
- (k) Ms Sandy Wong Hang-yea, an INED and a member of each of the Environmental & Social Responsibility Committee and the Technology Advisory Panel of the Company, has been appointed by the Board as a member of the Nominations Committee of the Company and has ceased to be a member of the Technology Advisory Panel of the Company both at the same time;
- (l) Mr Adrian Wong Koon-man, an INED and a member of each of the Audit & Risk Committee and the Remuneration Committee of the Company, has been appointed by the Board as the chairman of the Remuneration Committee of the Company; and
- (m) Professor Anna Wong Wai-kwan, an INED and a member of each of the Audit & Risk Committee and the Nominations Committee of the Company, has been appointed by the Board as the chairman of the Audit & Risk Committee of the Company and a member of the Finance & Investment Committee of the Company, and has ceased to be a member of the Nominations Committee of the Company, all at the same time.

## Poll Results of the 2024 AGM

At the 2024 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 2024 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 2023.	5,139,599,587 (99.9393%)	3,122,421 (0.0607%)
2.	To declare a final dividend for the year ended 31 December 2023.	5,142,536,868 (99.9963%)	190,614 (0.0037%)
3.	(a) To re-elect Mr Christopher Hui Ching-yu as a member of the Board.	4,638,818,566 (90.2018%)	503,891,643 (9.7982%)
	(b) To re-elect Mr Hui Siu-wai as a member of the Board.	5,130,561,326 (99.7638%)	12,147,148 (0.2362%)
	(c) To re-elect Mr Adrian Wong Koon-man as a member of the Board.	5,132,049,781 (99.7928%)	10,654,844 (0.2072%)
4.	To elect Ms Ayesha Abbas MACPHERSON (also known as Mrs Ayesha Macpherson LAU) as a new member of the Board.	5,141,269,094 (99.9727%)	1,406,339 (0.0273%)
5.	To re-appoint KPMG as Auditors of the Company and authorise the Board to determine their remuneration.	5,076,982,101 (98.7226%)	65,691,463 (1.2774%)
6.	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.#	5,106,070,340 (99.2896%)	36,534,014 (0.7104%)
7.	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.#	5,139,831,194 (99.9449%)	2,836,019 (0.0551%)
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 2024 AGM.

Notes:

- (1) Total number of issued shares entitling the holders to attend and vote on all the resolutions at the 2024 AGM: 6,217,197,282 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 2024 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 (Ms Angela Lee Chung-yan), Ms Rose Lee Wai-mun and Professor Anna Wong Wai-kwan, all other Directors of the Company attended the 2024 AGM in person.

### **Retirement of Directors**

The Company announces that Dr Dorothy Chan Yuen Tak-fai and Ms Rose Lee Wai-mun, retired as INEDs of the Company immediately after the conclusion of the 2024 AGM. Upon their retirements, Dr Dorothy Chan ceased to be the chairman of the Remuneration Committee and a member of the Capital Works Committee of the Company; and Ms Rose Lee ceased to be a member of each of the Finance & Investment Committee and the Remuneration Committee of the Company.

Each of Dr Dorothy Chan and Ms Rose Lee 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 Dorothy Chan and Ms Rose Lee for their valuable contributions and services to the Board and the Company over the past years.

### **Election of a New Director**

The Company announces that Ms Ayesha Abbas MACPHERSON (also known as Mrs Ayesha Macpherson LAU) was elected as a new member of the Board at the 2024 AGM and has become an INED of the Company.

The biography of Mrs Ayesha Macpherson LAU is set out below and Mrs Lau has confirmed to the Company that the following biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete as at the date of this announcement:

#### ***Ms Ayesha Abbas MACPHERSON (also known as Mrs Ayesha Macpherson LAU) BBS, JP***

Mrs Ayesha Macpherson Lau (age 57) is a chartered accountant. Prior to joining KPMG in Hong Kong, she had worked at KPMG in London. Mrs Lau was formerly a Partner of KPMG China and its Managing Partner in Hong Kong. She retired from all her positions at KPMG in September 2021.

Mrs Lau actively engages in community service and has been appointed by The Government of the Hong Kong Special Administrative Region as a member of various finance advisory bodies. She is the chairman and a non-executive director of both Mandatory Provident Fund Schemes Authority and its wholly-owned subsidiary, eMPF Platform Company Limited, a director of the Hong Kong Academy of Finance, as well as a member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority, and a member of the Financial Infrastructure and Market Development Sub-Committee and Governance Sub-Committee of its Exchange Fund Advisory Committee. In addition, Mrs Lau has been an Accounting Advisor of the Ministry of Finance of the People's Republic of China since May 2016 and a member of the Chinese People's Political Consultative Conference of Jiangsu Province Committee since January 2018. She is also an advisor of Our Hong Kong Foundation.

Mrs Lau was the chairman of the Joint Committee on Student Finance, a member of each of the Legal Aid Services Council, Financial Leaders Forum, the Council of The University of Hong Kong, the Public Service Commission, the Advisory Panel on BEPS 2.0, the Lump Sum Grant Independent Review Committee, the Task Force on Economic Challenges, the Financial Reporting Review Panel of the Financial Reporting Council, the Market Development Committee and the Policy Research Committee of the Financial Services Development Council, the Hong Kong Trade Development Council, the Independent Commission Against Corruption Advisory Committee on Corruption, the Harbourfront Commission, the Aviation Development Advisory Committee, the Standing Committee on Judicial Salaries and Conditions of Service and the Women's Commission.

Mrs Lau is a member of each of The Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. She holds a Bachelor degree in Medieval and Modern History from the University College London.

Mrs Lau 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 22 May 2024 from the conclusion of the 2024 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 21 May 2027. She is entitled to a fee of HK\$550,000 gross per annum for being an INED and a member of each of the Audit & Risk Committee and the Finance & Investment 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, Mrs Lau:

- (a) 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;
- (b) is not related to any Directors, senior management or substantial or controlling shareholder of the Company; and
- (c) does not have any interest in any shares 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 Mrs Lau concerning her independence as an INED of the Company in accordance with Rule 3.13 of the Listing Rules and Mrs Lau has confirmed that she (1) meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (2) does not have any past or present financial or other interest in the business of the Company or any of its subsidiaries or any connection with any core connected person of the Company (as defined in the Listing Rules); and (3) is not aware of any other factors that may affect her independence to act as an INED of the Company at the time of her appointment.

In respect of the election of Mrs Lau, 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 her election, 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 2024 AGM:

- (a) Dr Dorothy Chan Yuen Tak-fai, who retired as an INED of the Company as abovementioned, has ceased to be the chairman of the Remuneration Committee and a member of the Capital Works Committee of the Company;
- (b) Ms Rose Lee Wai-mun, who retired as an INED of the Company as abovementioned, has ceased to be a member of each of the Finance & Investment Committee and the Remuneration Committee of the Company;
- (c) Ms Ayesha Abbas MACPHERSON (also known as Mrs Ayesha Macpherson LAU), who has become 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 Finance & Investment Committee of the Company;
- (d) The Permanent Secretary for Development (Works) (Mr Ricky Lau Chun-kit), a NED and a member of each of the Capital Works Committee and the Nominations Committee of the Company, has been appointed by the Board as a member of the Technology Advisory Panel of the Company and has ceased to be a member of the Nominations Committee of the Company both at the same time;
- (e) The Commissioner for Transport (Ms Angela Lee Chung-yan), a NED and a member of each of the Audit & Risk Committee and the Technology Advisory Panel of the Company, has been appointed by the Board as a member of the Environmental & Social Responsibility Committee of the Company and has ceased to be a member of the Technology Advisory Panel of the Company both at the same time;
- (f) Dr Bunny Chan Chung-bun, an INED and a member of each of the Environmental & Social Responsibility 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;

- (g) Mr Hui Siu-wai, an INED and a member of each of the Audit & Risk Committee and the Capital Works 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;
- (h) Mr Sunny Lee Wai-kwong, an INED, the chairman of the Technology Advisory Panel and a member of the Nominations Committee of the Company, has been appointed by the Board as a member of the Capital Works Committee of the Company and has ceased to be a member of the Nominations Committee of the Company both at the same time;
- (i) Mr Jimmy Ng Wing-ka, an INED and a member of each of the Environmental & Social Responsibility Committee and the Nominations Committee of the Company, has been appointed by the Board as a member of the Technology Advisory Panel of the Company and has ceased to be a member of the Environmental & Social Responsibility Committee of the Company both at the same time;
- (j) Dr Carlson Tong, an INED, the chairman of the Audit & Risk Committee and a member of the Finance & Investment Committee of the Company, has stepped down as the chairman, but remains as a member, of the Audit & Risk Committee of the Company;
- (k) Ms Sandy Wong Hang-ye, an INED and a member of each of the Environmental & Social Responsibility Committee and the Technology Advisory Panel of the Company, has been appointed by the Board as a member of the Nominations Committee of the Company and has ceased to be a member of the Technology Advisory Panel of the Company both at the same time;
- (l) Mr Adrian Wong Koon-man, an INED and a member of each of the Audit & Risk Committee and the Remuneration Committee of the Company, has been appointed by the Board as the chairman of the Remuneration Committee of the Company; and
- (m) Professor Anna Wong Wai-kwan, an INED and a member of each of the Audit & Risk Committee and the Nominations Committee of the Company, has been appointed by the Board as the chairman of the Audit & Risk Committee of the Company and a member of the Finance & Investment Committee of the Company, and has ceased to be a member of the Nominations Committee of the Company, all at the same time.

The aforesaid updated membership of each of the Audit & Risk Committee, the Capital Works Committee, the Environmental & Social Responsibility Committee, the Finance & Investment Committee, the Nominations Committee, the Remuneration 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, 22 May 2024

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\*, Cheng Yan-kee\*, Hui Siu-wai\*, Ayesha Macpherson Lau\*, Sunny Lee Wai-kwong\*, Jimmy Ng Wing-ka\*, Dr 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 (Angela Lee Chung-yan)*\*\*

*Members of the Executive Directorate:* Dr Jacob Kam Chak-pui, Jeny Yeung Mei-chun, Margaret Cheng Wai-ching, Linda Choy Siu-min, Carl Michael Devlin, Michael George Fitzgerald, Dr Tony Lee Kar-yun, Gillian Elizabeth Meller, David Tang Chi-fai and Sammy Wong Kwan-wai

\* *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.*