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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 2025 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 11 April 2025 ('Notice of the 2025 AGM') were duly passed at the Company's 2025 Annual General Meeting held on 21 May 2025 ('2025 AGM').

With effect from the conclusion of the 2025 AGM:

- (a) Mr Walter Chan Kar-lok retired as an Independent Non-executive Director ('INED') of the Company and ceased to be the chairman of the Nominations Committee and a member of the Capital Works Committee of the Company;
- (b) Ir Shen Shuk-ching (also known as Ir Susanna Shen Shuk-ching) 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 Capital Works Committee and the Technology Advisory Panel of the Company; and
- (c) Dr Carlson Tong, 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 the chairman of the Nominations Committee and has ceased to be a member of the Finance & Investment Committee of the Company.

## Poll Results of the 2025 AGM

At the 2025 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 2025 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 2024.	5,103,748,261 (99.9727%)	1,393,149 (0.0273%)
2.	To declare a final dividend for the year ended 31 December 2024.	5,104,815,476 (99.9957%)	220,654 (0.0043%)
3.	(a) To re-elect Dr Rex Auyeung Pak-kuen as a member of the Board.	5,018,735,458 (98.3901%)	82,120,619 (1.6099%)
	(b) To re-elect Dr Jacob Kam Chak-pui as a member of the Board.	5,104,584,029 (99.9964%)	181,579 (0.0036%)
	(c) To re-elect Mr Cheng Yan-kee as a member of the Board.	5,104,584,377 (99.9966%)	171,781 (0.0034%)
	(d) To re-elect Mr Sunny Lee Wai-kwong as a member of the Board.	5,104,090,650 (99.9870%)	664,430 (0.0130%)
	(e) To re-elect Mr Jimmy Ng Wing-ka as a member of the Board.	5,023,695,964 (98.4123%)	81,047,557 (1.5877%)
	(f) To re-elect Dr Carlson Tong as a member of the Board.	5,104,011,380 (99.9857%)	729,378 (0.0143%)
4.	To elect Ir Shen Shuk-ching (also known as Ir Susanna Shen Shuk-ching) as a new member of the Board.	5,104,568,353 (99.9969%)	158,071 (0.0031%)
5.	To re-appoint KPMG as Auditors of the Company and authorise the Board to determine their remuneration.	5,037,251,399 (98.6780%)	67,482,382 (1.3220%)
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.#	5,068,181,067 (99.2839%)	36,557,498 (0.7161%)
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.#	5,102,637,348 (99.9595%)	2,065,463 (0.0405%)
<p><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></p>			

#The full text of the Resolution is set out in the Notice of the 2025 AGM.

*Notes:*

- (1) Total number of issued shares entitling the holders to attend and vote on all the resolutions at the 2025 AGM: 6,224,823,171 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 2025 AGM: Nil.
- (3) Number of shares of holders that are required under the Listing Rules to abstain from voting: 11,079,475 shares (representing shares held by Computershare Hong Kong Trustees Limited as at the date of the 2025 AGM. Computershare Hong Kong Trustees Limited, being the trustee holding unvested shares awarded under the Executive Share Incentive Scheme of the Company, was required under Rule 17.05A of the Listing Rules to abstain from voting on matters that require shareholders' approval under the Listing Rules.)
- (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), the Secretary for Transport and Logistics (Ms Mable Chan), the Permanent Secretary for Development (Works) (Mr Ricky Lau Chun-kit), the Commissioner for Transport (Ms Angela Lee Chung-yan), Mr Hui Siu-wai and Mr Jimmy Ng Wing-ka, all other Directors of the Company attended the 2025 AGM.

### **Retirement of a Director**

The Company announces that Mr Walter Chan Kar-lok retired as an INED of the Company immediately after the conclusion of the 2025 AGM. Upon his retirement, Mr Chan ceased to be the chairman of the Nominations Committee and a member of the Capital Works Committee of the Company.

Mr Chan has confirmed that he has no disagreement with the Board and that there is no matter relating to his retirement 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 Mr Chan for his valuable contributions and services to the Board and the Company over the past years.

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

The Company announces that Ir Shen Shuk-ching (also known as Ir Susanna Shen Shuk-ching) was elected as a new member of the Board at the 2025 AGM and has become an INED of the Company.

The biography of Ir Shen is set out below and Ir Shen 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:

#### ***Ir Shen Shuk-ching (also known as Ir Susanna Shen Shuk-ching)***

***MH***

Ir Shen (age 61) has extensive experience in Information Technology ('IT'). She was formerly the Head of Corporate Information Technology at The Hong Kong and China Gas Co Ltd ('Towngas') until her retirement in 2024. Ir Shen joined Towngas in 1988 and has held various management positions. She was appointed the Head of Information

Technology in Towngas in 2005. Before taking up this role, she was the Chief Operating Officer of iCare.com Limited, previously a subsidiary business of Towngas. The IT team under Ir Shen's leadership was responsible for providing Towngas' IT services and solutions to support the business mission of Towngas and its subsidiaries as well as its Mainland businesses.

Ir Shen actively serves in a number of advisory committees, universities, and professional bodies, leveraging her expertise to advance the innovation and technology sector in Hong Kong. She also serves as a member of several advisory committees in the public sector, further solidifying her influence in shaping IT policies.

Ir Shen is currently the vice-chairman of the Taxi Service Quality Committee, and a member of each of the Barristers Disciplinary Tribunal Panel, Technical Advisory Committee of Electoral Affairs Commission and Sub-Committee on Access of Rehabilitation Advisory Committee. She is also a member of the Advisory Committee of each of the Information and Communications Technology Industry Training and the Institute of Knowledge Exchange of The Hang Seng University of Hong Kong, as well as a member of each of the IT Advisory Committee of Heep Hong Society, Computer Science Advisory Committee of The University of Hong Kong and IT Management Committee of The Hong Kong Management Association.

Ir Shen was formerly a member of the Transport Advisory Committee and the chairman of its Transport Complaint Unit Sub-Committee, and a member of each of the Digital 21 Strategy Advisory Committee, the Personal Data (Privacy) Advisory Committee, the Joint Committee on Information Technology for the Social Welfare and the Finance Committee of Housing Authority.

Ir Shen is a Chartered IT Professional of The British Computer Society, a Fellow of The Hong Kong Computer Society, and a Fellow of The Hong Kong Institution of Engineers.

Ir Shen holds an Executive Master of Business Administration (EMBA) degree from the City University of Hong Kong.

Ir Shen has entered into an approximately three-year term service contract with the Company, under which the term of her office as an INED of the Company commences on 21 May 2025 from the conclusion of the 2025 AGM and lasts up to the earlier of the date on which she will retire by rotation under the Articles of Association of the Company (the 'Articles') and 20 May 2028. She is entitled to a fee of HK\$520,000 gross per annum for being an INED and a member of each of the Capital Works Committee and the Technology Advisory Panel 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, Ir Shen:

- (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 Ir Shen concerning her independence as an INED of the Company in accordance with Rule 3.13 of the Listing Rules and Ir Shen 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 Ir Shen, 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 2025 AGM:

- (a) Mr Walter Chan Kar-lok, 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 Capital Works Committee of the Company;
- (b) Ir Shen Shuk-ching (also known as Ir Susanna Shen Shuk-ching), who has become an INED of the Company as abovementioned, has been appointed by the Board as a member of each of the Capital Works Committee and the Technology Advisory Panel of the Company; and
- (c) Dr Carlson Tong, 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 the chairman of the Nominations Committee of the Company and has ceased to be a member of the Finance & Investment Committee of the Company.

The aforesaid updated membership of each of the Capital Works Committee, the Finance & Investment Committee, the Nominations 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, 21 May 2025

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\*, Cheng Yan-kee\*, Hui Siu-wai\*, Ayesha Macpherson Lau\*, Sunny Lee Wai-kwong\*, Jimmy Ng Wing-ka\*, Susanna Shen Shuk-ching\*, 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 (Mable Chan)\*\*, 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, 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.*