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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 DIRECTORS  
AND  
CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

The Company announces that:

- (a) Mr. Lau Ping-cheung, Kaizer has been appointed as an independent non-executive director of the Company ("INED"), as well as a member of each of the Capital Works Committee and the Corporate Responsibility Committee of the Company with effect from 11 August 2015;
- (b) Dr. Allan Wong Chi-yun has been appointed as an INED, as well as a member of each of the Audit Committee and the Capital Works Committee of the Company with effect from 11 August 2015;
- (c) Ms. Christine Fang Meng-sang has tendered her resignation as an INED with effect from 11 August 2015. She has ceased to be a member of each of the Nominations Committee and the Corporate Responsibility Committee of the Company with effect from the same date; and
- (d) Dr. Eddy Fong Ching, an INED and the chairman of the Audit Committee of the Company, has been appointed as a member of the Nominations Committee of the Company with effect from 11 August 2015.

**Appointment of Directors**

***Mr. Lau Ping-cheung, Kaizer***

The Company announces that Mr. Lau Ping-cheung, Kaizer has been appointed

as an INED, as well as a member of each of the Capital Works Committee and the Corporate Responsibility Committee of the Company with effect from 11 August 2015.

Mr. Lau (aged 63) is a chartered surveyor and has substantial experience and involvements in construction, real estate and infrastructure projects both in Hong Kong and Mainland China. He is currently a Project Director at SOCAM Asset Management (HK) Limited of the Shui On group of companies. Mr. Lau is an independent non-executive director of Kingboard Laminates Holdings Limited, as well as the chairman of its nomination committee and a member of each of its audit committee and remuneration committee. He is one of the Founders of Hong Kong Coalition of Professional Services and has been the Chairman since June 2012. Mr. Lau is a member of the Lantau Development Advisory Committee cum Deputy Chairperson of the Planning and Conservation Subcommittee, a member of the Economic Development Commission cum Convenor of the Working Group on Professional Services and a member of the Council of The Hong Kong Polytechnic University. He is also a member of the Chinese People's Political Consultative Conference of Shanghai and a fellow of The Hong Kong Institute of Surveyors. Mr. Lau was a former president of The Hong Kong Institute of Surveyors, a former chairman of the Royal Institution of Chartered Surveyors (HK Branch) and a former member of the HKSAR Legislative Council. He was also a former member of the Council of the City University of Hong Kong, a former Non-Executive Director of the Urban Renewal Authority and a former member of the Long Term Housing Strategy Steering Committee. Mr. Lau was educated at the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a Higher Diploma in Quantity Surveying and holds a Master degree in Construction Project Management from The University of Hong Kong.

Mr. Lau has entered into a service contract with the Company. His term as an INED commenced from 11 August 2015 and under the Company's Articles of Association, he is to retire (and is then eligible for election) at the Company's 2016 Annual General Meeting (the "2016 AGM"). As a Director of the Company, Mr. Lau will receive from the Company an annual emolument of HK\$300,000, as specified in his service contract and determined by the board of directors of the Company (the "Board").

Save as disclosed above and as at the date of this announcement, Mr. Lau 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, does not hold any other position with the Company or its subsidiaries and is not related to any Directors, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Lau does not have any interest in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”).

The Company has received written confirmation from Mr. Lau on his independence in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

In respect of Mr. Lau’s appointment, there is no other information which is discloseable pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to his appointment, other than as stated above, that needs to be brought to the attention of the holders of securities of the Company.

***Dr. Allan Wong Chi-yun***

The Company announces that Dr. Allan Wong Chi-yun has been appointed as an INED, as well as a member of each of the Audit Committee and the Capital Works Committee of the Company with effect from 11 August 2015.

Dr. Wong (aged 64) is the chairman and group chief executive officer of VTech Holdings Limited, as well as the chairman of its risk management and sustainability committee and a member of its nomination committee. He is the deputy chairman and an independent non-executive director of The Bank of East Asia, Limited, as well as the chairman of its remuneration committee and a member of each of its audit committee and nomination committee, an independent non-executive director of China-Hongkong Photo Products Holdings Limited, as well as the chairman of its nomination committee and a member of each of its audit committee and remuneration committee, an independent non-executive director of Li & Fung Limited, as well as the chairman of its remuneration committee, and a member of each of its audit committee and risk management and sustainability committee. Dr. Wong was appointed as a Justice of Peace in 1995, and awarded a member of the Most Excellent Order of the British Empire in 1997. He was awarded the Silver Bauhinia Star and the Gold Bauhinia Star in 2003 and 2008 respectively.

Dr. Wong holds a Bachelor of Science degree in Electrical Engineering from The University of Hong Kong, a Master of Science degree in Electrical and Computer Engineering from the University of Wisconsin and an Honorary Doctorate of Technology from The Hong Kong Polytechnic University.

Dr. Wong has entered into a service contract with the Company. His term as an INED commenced from 11 August 2015 and under the Company's Articles of Association, he is to retire (and is then eligible for election) at the Company's 2016 AGM. As a Director of the Company, Dr. Wong will receive from the Company an annual emolument of HK\$300,000, as specified in his service contract and determined by the Board.

Save as disclosed above and as at the date of this announcement, Dr. Wong 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, does not hold any other position with the Company or its subsidiaries and is not related to any Directors, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Dr. Wong does not have any interest in any shares of the Company within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

The Company has received written confirmation from Dr. Wong on his independence in accordance with the Listing Rules.

In respect of Dr. Wong's appointment, there is no other information which is discloseable pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to his appointment, other than as stated above, that needs to be brought to the attention of the holders of securities of the Company.

### **Resignation of Director**

The Company announces that Ms. Christine Fang Meng-sang has tendered her resignation as an INED with effect from 11 August 2015. Ms. Fang considered that it is the appropriate time to step down as a member of the Board after having served on the Board for more than ten years. Ms. Fang has ceased to be a member of each of the Nominations Committee and the Corporate Responsibility Committee of the Company with effect from the same date.

Ms. Fang confirmed that she has no disagreement with the Board and that there are no other matters relating to her resignation that need to be brought to the attention of the holders of securities of the Company.

The Company would like to express its sincerest gratitude to Ms. Fang for her valuable contributions and service to both the Board and the Company during her tenure of services.

## **Appointment to the Nominations Committee**

Dr. Eddy Fong Ching, an INED and the chairman of the Audit Committee of the Company, has been appointed as a member of the Nominations Committee of the Company with effect from 11 August 2015.

## **Changes in the Composition of Board Committees**

Following the changes disclosed above in this announcement, the composition of each of the Audit Committee, the Nominations Committee, the Capital Works Committee and the Corporate Responsibility Committee of the Company, with effect from 11 August 2015, is as follows:

### **Audit Committee**

Dr. Eddy Fong Ching (Chairman)  
Commissioner for Transport (Ingrid Yeung Ho Poi-yan)  
Lucia Li Li Ka-lai  
Professor Frederick Ma Si-hang  
Alasdair George Morrison  
Dr. Allan Wong Chi-yun

### **Nominations Committee**

Professor Frederick Ma Si-hang (Chairman)  
Professor Chan Ka-keung, Ceajer  
(Secretary for Financial Services and the Treasury)  
Secretary for Transport and Housing (Professor Anthony Cheung Bing-leung)  
Dr. Raymond Ch'ien Kuo-fung  
Pamela Chan Wong Shui  
Dr. Eddy Fong Ching  
Ng Leung-sing

### **Capital Works Committee**

Edward Ho Sing-tin (Chairman)  
Permanent Secretary for Development (Works) (Hon Chi-keung)  
Dr. Dorothy Chan Yuen Tak-fai  
James Kwan Yuk-choi  
Lau Ping-cheung, Kaizer  
Abraham Shek Lai-him  
Benjamin Tang Kwok-bun  
Dr. Allan Wong Chi-yun

## Corporate Responsibility Committee

Dr. Raymond Ch'ien Kuo-fung (Chairman)  
Pamela Chan Wong Shui  
Vincent Cheng Hoi-chuen  
Lau Ping-cheung, Kaizer  
Abraham Shek Lai-him  
Lincoln Leong Kwok-kuen (Chief Executive Officer)  
Morris Cheung Siu-wa (European Business Director)  
Gillian Elizabeth Meller (Legal Director & Secretary)

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

Hong Kong, 11 August 2015

As at the date of this announcement:

*Members of the Board:* Dr. Raymond Ch'ien Kuo-fung (*Chairman*)\*\*, Lincoln Leong Kwok-kuen (*Chief Executive Officer*), Pamela Chan Wong Shui\*, Dr. Dorothy Chan Yuen Tak-fai\*, Vincent Cheng Hoi-chuen\*, Dr. Eddy Fong Ching\*, Edward Ho Sing-tin\*, James Kwan Yuk-choi\*, Lau Ping-cheung, Kaizer\*, Lucia Li Li Ka-lai\*, Professor Frederick Ma Si-hang\*, Alasdair George Morrison\*, Ng Leung-sing\*, Abraham Shek Lai-him\*, Benjamin Tang Kwok-bun\*, Dr. Allan Wong Chi-yun\*, Professor Chan Ka-keung, Ceajer (Secretary for Financial Services and the Treasury)\*\*, Secretary for Transport and Housing (Professor Anthony Cheung Bing-leung)\*\*, Permanent Secretary for Development (Works) (Hon Chi-keung)\*\* and Commissioner for Transport (Ingrid Yeung Ho Poi-yan)\*\*

*Members of the Executive Directorate:* Lincoln Leong Kwok-kuen, Morris Cheung Siu-wa, Jacob Kam Chak-pui, Stephen Law Cheuk-kin, Gillian Elizabeth Meller, David Tang Chi-fai, Philco Wong Nai-keung 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.*