

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)

CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Company announces the following changes in the composition of its various Board Committees with effect from 1 January 2016:

- (1) Professor Frederick Ma Si-hang, currently a Non-executive Director ("NED") of the Company and who will become the Non-executive Chairman of the Company with effect from 1 January 2016, (i) will be appointed as a member and the chairman of the Corporate Responsibility Committee of the Company and a member of each of the Nominations Committee and the Remuneration Committee of the Company; and (ii) will cease to be a member of the Audit Committee of the Company;
- (2) Mr Abraham Shek Lai-him, currently an Independent Non-executive Director ("INED") of the Company, will cease to be a member of the Corporate Responsibility Committee of the Company;
- (3) Mr Benjamin Tang Kwok-bun, currently an INED of the Company, (i) will be appointed as a member of the Remuneration Committee of the Company; and (ii) will cease to be a member of the Capital Works Committee of the Company;
- (4) Corporate Affairs Director (Ms Linda So Ka-pik), who is a member of the Executive Directorate of the Company, will be appointed as a member of the Corporate Responsibility Committee of the Company;
- (5) Human Resources Director, who is a member of the Executive Directorate of the Company, will be appointed as a member of the Corporate Responsibility Committee of the Company;

- | |
|---|
| <p>(6) Mr Morris Cheung Siu-wa, currently European Business Director and a member of the Executive Directorate of the Company, will cease to be a member of the Corporate Responsibility Committee of the Company; and</p> <p>(7) Ms Gillian Elizabeth Meller, currently Legal Director and Secretary and a member of the Executive Directorate of the Company, will cease to be a member of the Corporate Responsibility Committee of the Company.</p> |
|---|

With effect from 1 January 2016, the following Board Committees of the Company will have the following changes:

- (1) Professor Frederick Ma Si-hang, currently a NED of the Company and who will become the Non-executive Chairman of the Company with effect from 1 January 2016, (i) will be appointed as a member and the chairman of the Corporate Responsibility Committee of the Company and a member of each of the Nominations Committee and the Remuneration Committee of the Company; and (ii) will cease to be a member of the Audit Committee of the Company;
- (2) Mr Abraham Shek Lai-him, currently an INED of the Company, will cease to be a member of the Corporate Responsibility Committee of the Company;
- (3) Mr Benjamin Tang Kwok-bun, currently an INED of the Company, (i) will be appointed as a member of the Remuneration Committee of the Company; and (ii) will cease to be a member of the Capital Works Committee of the Company;
- (4) Corporate Affairs Director (Ms Linda So Ka-pik), who is a member of the Executive Directorate of the Company, will be appointed as a member of the Corporate Responsibility Committee of the Company;
- (5) Human Resources Director, who is a member of the Executive Directorate of the Company, will be appointed as a member of the Corporate Responsibility Committee of the Company;
- (6) Mr Morris Cheung Siu-wa, currently European Business Director and a member of the Executive Directorate of the Company, will cease to be a member of the Corporate Responsibility Committee of the Company; and
- (7) Ms Gillian Elizabeth Meller, Legal Director and Secretary and a member of the Executive Directorate of the Company, will cease to be a member of the Corporate Responsibility Committee of the Company.

Following the changes disclosed above and with effect from 1 January 2016, the composition of each of the Audit Committee, the Capital Works Committee, the Corporate Responsibility Committee, the Nominations Committee and the Remuneration Committee of the Company will be as follows:

Audit Committee

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

Capital Works Committee

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

Corporate Responsibility Committee

Professor Frederick Ma Si-hang (Chairman)
Pamela Chan Wong Shui
Vincent Cheng Hoi-chuen
Lau Ping-cheung, Kaizer
Lincoln Leong Kwok-kuen (Chief Executive Officer)
Corporate Affairs Director (Linda So Ka-pik)
Human Resources Director

Nominations Committee

Abraham Shek Lai-him (Chairman)
Professor Frederick Ma Si-hang
Pamela Chan Wong Shui
Dr Eddy Fong Ching
Ng Leung-sing
Professor Chan Ka-keung, Ceajer
(Secretary for Financial Services and the Treasury)
Secretary for Transport and Housing (Professor Anthony Cheung Bing-leung)

Remuneration Committee

Dr Dorothy Chan Yuen Tak-fai (Chairman)
Professor Frederick Ma Si-hang
Vincent Cheng Hoi-chuen
Edward Ho Sing-tin
Benjamin Tang Kwok-bun
Professor Chan Ka-keung, Ceajer
(Secretary for Financial Services and the Treasury)
Secretary for Transport and Housing (Professor Anthony Cheung Bing-leung)

By Order of the Board
Gillian Elizabeth Meller
Company Secretary

Hong Kong, 8 December 2015

As at the date of this announcement:

Members of the Board: Dr Raymond Ch'ien Kuo-fung (*Chairman*)**, Professor Frederick Ma Si-hang**, 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*, 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, Linda So Ka-pik, 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.